

BY-LAWS  
OF  
THE COMMUNITY ASSOCIATION OF HARVEST MEADOWS

ARTICLE I

NAME AND LOCATION

The name of the Association is THE COMMUNITY ASSOCIATION OF HARVEST MEADOWS, INC., hereinafter referred to as the "Association". The principal office of the Association shall be located at 6750 West Loop South, Suite 700, Bellaire, Texas 77401, with a mailing address of P. O. Box 35705, Houston, Texas 77035, but meetings of members and directors may be held at such places within the STATE OF TEXAS, COUNTY OF HARRIS, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1 "Association" shall mean and refer to The Community Association of Harvest Meadows, Inc., its successors and assigns. The Association shall have power to collect and disburse the maintenance assessments provided for in Paragraph 1, Article III of the Declarations of Covenants, Conditions and Restrictions.

Section 2 "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 3 "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 4 "Common Area", if any, shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 5 "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties, except the Common Area, if any, and Restricted and Unrestricted Reserves, if any.

Section 6 "Declarant" shall mean and refer to Lexington Development Company, its successors and assigns if such successors or assigns should acquire more than one (1) undeveloped Lot from the Declarant for the purpose of development. For the purposes of these By-Laws, "developed Lot" shall mean a Lot with the street on which it faces opened and improved and with utilities installed and ready to furnish utility service to such Lot, and "undeveloped Lot" is any Lot which is not a developed Lot.

Section 7 "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in Official Public Records of Real Property of Harris County, Texas.

## ARTICLE III

### MEETING OF MEMBERS

*may call in advance*

Section 1 Annual Meetings The first annual meeting of the members shall be held within one (1) year from the date of formation of the Association, and each subsequent regular annual meeting of the members shall be held on the first Monday of the same month of each year thereafter, at the hour of 7:00 o'clock, P.M. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2 Periodic Meetings The requirement of specified annual meetings will not limit or restrict the Association from holding regular monthly meetings or other periodic meetings by reason of having to amend these By-Laws in order to hold such regular monthly meetings. Such regular monthly meetings may be set by the President or by the Board of Directors.

Section 3 Special Meetings Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request by the members who are entitled to cast one-fourth (1/4) of all the votes of the Class "A" membership.

Section 4 Notice of Meetings Written notice of each special meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and the purpose of the meeting. No written notice shall be required for annual meetings. Notice of periodic or regular monthly meetings shall be given by signs, newspaper articles, etc.

Section 5 Quorum The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Declaration or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 6 Proxies At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

## ARTICLE IV

### BOARD OF DIRECTORS

#### SELECTION AND TERM OF OFFICE

Section 1 Number The affairs of the Association shall be managed initially by a Board of three (3) directors, who need not be members of the Association. Beginning with the first annual meeting the number of directors shall increase to five (5).

Section 2 Term of Office At the first annual meeting, the members shall elect one (1) Director for a term of one (1) year, two (2) Directors for terms of two (2) years and two (2) Directors for terms of three (3) years; and at each annual meeting the members shall elect one (1) Director for a term of three (3) years, as needed.

Section 3 Removal Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4 Compensation No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5 Action Taken Without a Meeting The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

## ARTICLE V

### NOMINATION AND ELECTION OF DIRECTORS

Section 1 Nomination Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2 Election Election to the Board of Directors shall be by secret written ballot at the annual meeting. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration and the Articles of Incorporation. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VI

### MEETINGS OF DIRECTORS

Section 1 Regular Meetings Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2 Special Meetings Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days notice to each Director.

Section 3 Quorum A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE VII

### BOARD OF DIRECTORS

#### POWERS AND DUTIES

Section 1 Powers The Board of Directors shall have power to:

(a) Adopt and publish rules and regulations governing the use of the Common Area, if any, and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for any infraction thereof;

(b) Suspend the voting rights and right to use of the Common Area

(e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2 Duties It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) As more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period, and

(3) foreclose the lien against any property for which assessment are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states any assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) Cause the Common Area, if any, to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1 Enumeration of Officers The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution appoint.

Section 2 Election of Officers The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3 Term The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4 Special Appointments The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such

Section 6 Vacancies A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7 Multiple Officers The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8 Duties The duties of the officers are as follows:

President

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments.

Vice President

(b) The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members, keep appropriate current records showing the members of the Association together with their addresses; may sign with the President in the name of the corporation, and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the corporation; and shall perform such other duties as required by the Board.

Treasurer

(e) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; keep proper books of accounts; cause an annual audit of the Association's books to be made by an accountant at the completion of each fiscal year; he may sign all receipts and vouchers for payments made to the corporation, either alone or jointly with such other officer as is designated by the Board of Directors; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting.

ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

BOOKS AND RECORDS

members, by a vote of a majority of a quorum of members present in person by proxy, except that the Veterans Administration and Federal Housing Administration shall have the right to veto amendments while there is Class "B" membership.

#### ARTICLE XII

##### REMEDIES FOR NON-PAYMENT OF ASSESSMENTS

As more fully provided in the Declaration, each Lot Owner in Harvest Meadows Subdivision, Section One, in Harris County, is obligated to pay to the corporation, annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessment not paid within thirty (30) days after the due date shall bear interest from the due date at the rate of ten percent (10%) per annum. The Association may bring an action at law against the Owner personally obligated to pay the same, or foreclose the lien against the property. No Owner may waive or otherwise escape liability for the assessment provided for herein by non-use of the Common Area, if any, or abandonment of his Lot.

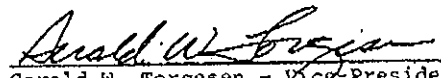
#### ARTICLE XIII

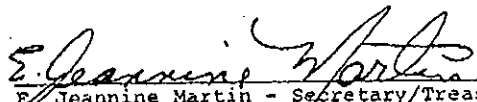
##### MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

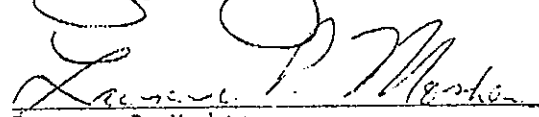
IN WITNESS WHEREOF, we, being all of the Directors of The Community Association of Harvest Meadows, Inc., have hereunto set our hands this the 3rd day of December, 1980.

  
Nick Ozuna, Jr. - President

  
Gerald W. Torgesen - Vice-President

  
Jeannine Martin - Secretary/Treasurer

  
John Ramsey

  
Lawrence P. Mosher

CERTIFICATION

I, THE UNDERSIGNED, DO HEREBY CERTIFY:

THAT I am the duly elected and acting Secretary of The Community Association of Harvest Meadows, Inc., and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 3rd day of December, 1989.

IN WITNESS WHEREOF, I have hereunto subscribed my name the 3rd day of December, 1989.

E. Jeanine Martin  
Secretary

THE STATE OF TEXAS }

COUNTY OF HARRIS }

BEFORE ME, the undersigned authority, on this day personally appeared E. Jeanine Martin known to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed same for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 3rd day of December, 1989.

Minnie B. Breithaupt  
Notary Public in and for Harris County, Texas

My Commission Expires 10-7-84

MINNIE B. BREITHAUPT  
Notary Public - Harris County, Tex.  
My Commission Expires October 7, 1984