

RESTATED BYLAWS  
OF  
GREENGATE PLACE HOMEOWNERS' ASSOCIATION, INC.

AS OF August 21, 2001

ARTICLE I

NAME AND LOCATION

The name of the corporation is Greengate Place Homeowners' Association, Inc., Hereinafter referred to as the "Association." The principal office of the corporation shall be located at 815 Walker, Suite 740, Houston, Texas 77002, but meetings of members and trustees 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 Greengate Place Homeowner's Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain property described in the Declaration of Covenants and Restrictions and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Community Properties" shall mean all property owned by the Association for the common use and enjoyment of its members.

Section 4. "Lot" or "Lots" shall mean and refer to the plots of land depicted and numbered as such upon the Subdivision Plat of Greengate Place Section One Subdivision as recorded in the Map Records of Harris County, Texas, and any re-plat or addition thereto.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title so that 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 any obligations.

Section 6. "Declarant" shall mean and refer to Treaschwig Associates, a Joint Venture, the Declarant in the Declaration, and its successors and assigns if such successors and assigns should acquire more than one undeveloped lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants and Restrictions applicable to the Properties filed for record in the office of the County Clerk of Harris County, Texas.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration and Articles of Incorporation.

### ARTICLE III

#### MEETING OF MEMBERS

Section 1. Annual Meeting. The regular annual meeting of the members of the Association shall be held on May 21 of each year beginning in 1975, at 10:00 a.m. at the principal office of the Association or at such other time or place as determined by the Board of Directors. If such date 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. The failure to hold the regular annual meeting at a designated time shall not work a dissolution of the Association.

Section 2. Special meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon the written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A Membership

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary of the person authorized to call the meeting, by mailing a copy of such notice, postage paid, at least fifteen days (15) 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, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. **The presence at the meeting of members entitled to cast, or of proxies entitled to cast, ten percent (10%) of the votes as provided herein shall constitute a quorum for any action except as other provided in the Articles of Incorporation, the Covenants, 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 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 represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. Every proxy shall be revocable and shall automatically cease upon

conveyance by the member of his lot.

#### ARTICLE IV

##### BOARD OF DIRECTORS

Section 1. Board of Directors. **The affairs of this Association shall be managed by a Board of five (5) Directors, all of who must be Members (i.e., owners of property within Greengate Place Subdivision) in good standing of the Association, or a spouse of a member in good standing, and neither of whom reside with any other current member of the Board of Directors. If elected or appointed to serve, a member may not delegate his or her right to serve on the Board of Directors. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws in accordance with Article XII.**

Section 2. Term of Office. The initial Directors for the Association set forth in the Articles of Incorporation shall hold office until the 1979 annual meeting. At the annual meeting of 1979, the members shall elect **five (5) directors, three who shall be elected in even number years and two (2) who shall be elected in odd number years, to serve for a period of two (2) years.**

Section 3. 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 or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next 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 nonmembers.

Section 4. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect in each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 5. Removal. Any Director may be removed from the Board, with or without cause, by the 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 6. Compensation. No Director shall receive compensation for any service he may render to the Association; provided, however, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 7. 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 of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

## ARTICLE V

### MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held 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. The failure to hold any regular meeting shall not work a dissolution of the Association nor impair the powers, rights and duties of the Association's officers and trustees.

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 Director after not less than three (3) days notice to each Director, which notice may be waived at or prior to such meeting.

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 VI

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) Adopt and publish rules and regulations governing the use of the community properties, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

- (b) Suspend the voting rights and right to the use of any facilities or services provided by the Association of a member during any period in which such member shall be in fault in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- (c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- (d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties and the terms of employment or services.

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 the 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) To fix the amount of the annual assessment against properties subject to the jurisdiction of the Association and to take such actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof;
- (d) Issue, or transfer fees 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 an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) Procure and maintain such liability and hazard insurance as it may deem appropriate on any property or facilities owned by the Association; and
- (f) Cause any officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- (g) Cause the community properties to be maintained.

## ARTICLE VII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president, who shall be at all times a member of the Board of Directors; a vice president;



a secretary; and a treasurer, and such other officers as the Board may from time to time by resolution create.

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 period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

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 offices. No person shall simultaneously hold more than one office except the office of vice president, secretary, treasurer and/or special offices created pursuant to Section 4 of this Article.

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

- (a) President. The president shall preside at all meetings of the Board of Directors and of the Association; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.
- (b) Vice-President. 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.
- (c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; 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, and shall perform such other duties as required by the Board.
- (d) Treasurer. 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; shall sign all checks and promissory notes of the Association; keep proper books of account; and keep accurate books and records of the fiscal affairs of

the Association and make the same available for inspection by members of the Association during normal business hours.

#### ARTICLE VIII

##### COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these Bylaws. The Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

#### ARTICLE IX

##### BOOKS AND RECORDS

The books, records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

#### ARTICLE X

##### ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay the Association certain annual and special assessments which are secured by a continuing lien upon the property against which assessment is made. Any assessments which are not paid when due shall be delinquent. In the event a member's assessment is delinquent, he and members of his immediate family residing with him and his guest may be denied use of any community properties. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of

six percent (6%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of any of the facilities or services provided by the Association or by abandonment of his lot.

#### ARTICLE XI

##### CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name of the Association and the word "Texas."

#### ARTICLE XII

##### AMENDMENTS

Section 1. Amendment. These Bylaws may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy. However, FHA or VA shall have the right to veto amendments while there is a Class B membership.

Section 2. Conflict. In the case of any conflict between the Articles on Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIII

MISCELLANEOUS

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