

BY LAWS  
OF  
NORTHCLIFFE ADDITION CIVIC IMPROVEMENT ASSOCIATION

ARTICLE I  
Name and Location

The name of the corporation is Northcliffe Addition Civic Improvement Association hereinafter referred to as the "Association". The principal office of the corporation shall be located at 3707 F.M. 1960 West, Suite 200, Houston, Texas, 77068 but the 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 Northcliffe Addition Civic Improvement Association, a Texas non-profit Corporation its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain property or properties described in the Declaration of Covenants, Conditions and Restrictions for Northcliffe, Section One, a subdivision in Harris County, Texas, and any additional properties which have been brought within or may hereafter be brought within the jurisdiction of the Association.

Section 3. "Lot" shall mean and refer to any plot of land shown upon any recorded map of the Properties.

Section 4. "Owner" shall mean and refer to the record owner, whether one or more entities, of the fee simple title to any Lot which is a part of the Properties subject to a maintenance charge assessment by the Association, including contract sellers, but excluding those having such interest merely as security for the performance of any obligation.

Section 5. "Declarant" shall mean and refer to Homecraft Land Development, Inc., its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Northcliffe Manor, Section 1, recorded on June 18, 1979 under Clerk's File Number G123871, and any additions, supplements and annexations thereto.

Section 7. "Members" shall mean and refer to those persons entitled to membership as provided for in the Declaration.

ARTICLE III  
Meeting of Members

Section 1. Annual Meetings. The annual meeting of the Members shall be held on the first Tuesday of April at 7:30 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. Special Meeting. Special meeting of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all the votes, of the 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 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.

Section 4. Quorum. The presence at the meeting of ten percent (10%) of those Members qualified and entitled to vote, or of

proxies of ten percent (10%) of the Members qualified and entitled to vote shall constitute a quorum. In the event a quorum is not present, those Members present may adjourn and announce the date, time and place when the second meeting shall be held. At the second meeting those Members present who are qualified and entitled to vote constitute a quorum for such meeting.

Section 5. 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 on or before the date and time scheduled for the meeting. 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, who shall be Members of the Association.

Section 2. Term of Office. The directors of the Association, as set forth in the Articles of Incorporation, shall hold office for a term of three years. At the annual meeting, the Members shall elect that number of directors equal to the number of directors whose terms expire at such time, for three-year terms of office.

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 Chairperson, 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.

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 of each vacancy, as many votes as they are entitled to cast 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 a majority vote of the Members of the Association. In the event of death, resignation or removal of a director, his successor shall be elected 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 services he may render to the Association; provided, however, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE V  
Meetings of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

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 such notice may be waived at or prior to such meeting.

Section 3. Quorum. At all meetings of the Board of Directors, a majority of Directors shall constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 4. Action Without a Meeting. Any action which may be required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken is signed by all of the members of the Board of Directors. Such consent shall be placed in the minute book of the Association with the minutes of the Board of Directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI  
Powers and Duties of the Association

Section 1. Powers. The Association, by and through its Board of Directors, shall have the following rights and powers:

a. Suspend the voting rights and right to the use of any facilities or services provided by the Association to a Member during any period in which such Member shall be in default 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 ninety (90) days for infraction of published rules and regulations.

b. 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 By-Laws, the Articles of Incorporation or the Declaration.

c. Declare the office of a member of Directors to be vacant

in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

d. Employ a manager, independent contractor or such other employees as they deem necessary, and to prescribe their duties and the terms of employment of services;

e. To exercise such other rights and powers granted to it under the Declaration, Articles of Incorporation and these Bylaws of the Association.

Section 2. Duties. It shall be the duty of the Association, by and through its 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 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. Fix the amount of the annual assessment against Properties subject to the jurisdiction of the Association and take such actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof;

d. Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period, except for special assessments;



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

f. Procure and maintain such liability and hazard insurance as it may deem appropriate on any property or any facilities owned by the Association; and,

g. Cause any officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLE VII  
Officers and Their Duties

Section 1. Enumeration of Officers. 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; 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. 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 4. Authority to Sign Checks. The Board, from time to time, may authorize any person or persons, who need not be officers or directors of the Association, to sign checks of the Association. Such agents may be authorized to sign jointly, only. The Board may at any time rescind and revoke such authority granted to any person. Such authority may be given to a person or persons in conjunction with or in lieu of the authority of the treasurer to sign checks. In the absence of any appointments by the Board under Section 4 of this Article, the Board shall require two (2) Board members' signatures on all Association checks.

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 Member of the Board of Directors whose office he replaces.

Section 7. Multiple Offices. No person shall simultaneously hold both the offices of president and secretary. 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 3 of this Article.

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

President

a. The President shall preside at all meetings of the Board of Directors 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 promissory notes.

Vice President

b. The Vice President shall act in the place and stead of the President in his absence 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; 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.

Treasurer

d. 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 checks and promissory notes of the Association; keep proper books of accounts; 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 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 IX  
Books and Records

The books, records and papers of the Association shall at all times during reasonable hours be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the By-Laws 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 described in the Declaration, each Member is obligated to pay to the Association annual and special

assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. 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 ten percent (10%) for sixty (60) days and two percent (2%) per month thereafter or the maximum legal rate, whichever is lower. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property. Interest, costs, and reasonable attorney's fees of any action shall be added to the amount owing for assessments. No owner may waive or otherwise escape liability provided for herein by non-use of the facilities or services provided by the Association or by abandonment of his Lot.

The Association shall have the right to add to the assessment reasonable costs incurred in any action taken to enforce the provisions of the Declaration against any property owner found to be in violation of said Declaration.

ARTICLE XI  
Corporate Seal

The Association shall have a seal in circular form having within its circumference the words "Northcliffe Addition Civic Improvement Association" and within the center the word "Texas".

ARTICLE XII  
Amendments


Section 1. Amendment. The By-Laws 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.

Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control, and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

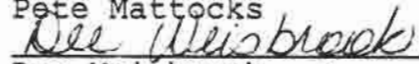
ARTICLE XIII  
Miscellaneous

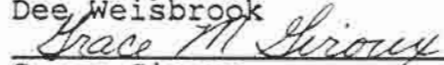
The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

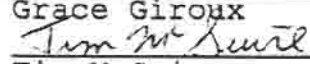
IN WITNESS WHEREOF, we, being all the directors of Northcliffe Addition Civic Improvement Association, have hereunto set our hands this \_\_\_\_\_ day of \_\_\_\_\_, 1986.

  
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Mike Meacham

  
\_\_\_\_\_  
Pete Mattocks

  
\_\_\_\_\_  
Dee Weisbrook

  
\_\_\_\_\_  
Grace Giroux

  
\_\_\_\_\_  
Tim McGuire