

**FIRST RESTATED BYLAWS
OF
FOX RUN MAINTENANCE ASSOCIATION**

These First Restated By-Laws were approved by a unanimous vote of the Association's Board of Directors at a Regular Meeting of the Directors duly called and held on the 11th day of March, 2019, at which Meeting a quorum of Directors was present.

ARTICLE I

NAME AND LOCATION

The name of the corporation is FOX RUN MAINTENANCE ASSOCIATION, hereinafter referred to as the "Association." The principal office of the corporation shall be located in Montgomery County, Texas, but meetings of members and directors may be held at such places within the state of Texas, county of Montgomery, as may be designated by the board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to FOX RUN MAINTENANCE ASSOCIATION, a Texas non-profit corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property or real properties described in the Declarations of Covenants, Conditions and Restrictions for Fox Run, a subdivision in Montgomery County, Texas and any additional properties, which may have heretofore or may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and the enjoyment of the owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the properties with the exception of the common area(s), Reserves and drill sites, if any.

Section 5. "Owner" or "Owners" shall mean and refer to the record owner, whether one or more persons or entities, of the 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 the obligation.

Section 6. “Declaration” or “Declarations” shall mean and refer to the Declaration of Covenants, conditions and Restrictions applicable to the Properties recorded in the office of the County Clerk, Montgomery County, Texas.

Section 7. “Member” shall mean and refer to those persons entitled to membership as provided in the Declarations.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The Annual Meeting of the membership, for purposes of electing Directors, receiving all committee and financial reports and transacting such other business as may properly come before the Board, shall be held some time during the months of March, April or May, at a time and place as designated by the Board. Additional regular meetings of the membership may be scheduled by the Board of Directors at its discretion, if such meetings are deemed necessary.

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 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. Except as otherwise provided in the Articles of Incorporation, the Declarations, these By-Laws, or Texas statutory law, 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 ten (10) days (but no more than 60 days) before such meeting to each Member, 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, five percent (5%) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. 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 presented or represented.

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 prior to commencement of the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

Members may be represented at any meeting in person or by a legitimate proxy in form approved by the Board of Directors, by absentee ballot, or by electronic ballot; however, an absentee or electronic ballot may be counted as a Member present and voting for the purpose of establishing a Quorum only for items appearing on the ballot. Except as otherwise provided by the Texas Business Organizations Code (“TBOC”), Texas Nonprofit Corporation Law (the “Act,” being Chapter 22 of the TBOC), the Covenants, the Articles of Incorporation, or these Bylaws, the vote of Members holding, in the aggregate, a majority of the votes entitled to be cast by those Members present or voting by a legitimate proxy in form approved by the Board of Directors, by absentee ballot, or by electronic ballot, at a called meeting at which a Quorum is present, will be the act of the Members; however, an absentee or electronic ballot may not be counted, even if properly delivered, if the Member actually attends the meeting to vote in person and does so cast a vote at the meeting, and may not be counted on the final vote of a proposal if the motion was amended at the meeting to be different from the exact language on the absentee or electronic ballot.

Proxies and ballots must be signed by the Member. As specified in the meeting notice or on the proxy and/or ballot approved by the Board, Members may vote pursuant to any approved available method authorized pursuant to the applicable provisions of Chapter 209, Title 11, Texas Property Code.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) Directors, each of whom must be a Member of the Association. If elected or appointed to serve, a member may not delegate his or her right to serve on the Board of Directors.

Section 2. Term of Office. At the 1987 annual election, the Members shall elect (1) Director for a term of three (3) years. At the 1988 annual election, the Members shall elect one (1) Director for a term of three (3) years and one (1) Director for a term of two (2) years. At each annual election thereafter the Members shall elect two (2) Directors, one (1) Director for a term of three (3) years and one (1) Director for a term of two (2) years.

Section 3. Removal. Any elected Director may be removed from the Board, with or without cause, by a majority vote of a quorum of members of the Association present, in person or by proxy, at a meeting duly called for that purpose. Any appointed Director may be removed from the Board, with or without cause, by a majority vote of the Directors at any regular or special Board meeting, open to Members attending. 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 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 at least four (4) of the Directors. Any action so approved shall have the same effect as though such vote was taken at a meeting of the Directors.

Section 6. Disqualification. If the Board is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a Board member was convicted of a felony or crime involving moral turpitude not more than twenty (20) years before the date the Board is presented with the evidence, the Board member is immediately ineligible to serve on the Board, automatically considered removed from the Board, and prohibited from future service on the Board.

Section 7. Conflict of Interest. Should a Director, a business affiliated with a Director, or a family member of a Director submit a bid to the Association to provide services for compensation, the affected Director will abstain from the vote in regard to any such bid. Further, the Board shall comply with any applicable Texas statutory law.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Solicitation of Director Candidates Prior to Annual Election. At least ten (10) days before the Association disseminates absentee ballots or other ballots to its Members for purposes of voting in a Board member election, the Association must provide notice to the Members soliciting candidates interested in running for a position on the Board. The notice must contain instructions for an eligible candidate to notify the Association of the candidate's request to be placed on the ballot and the deadline to submit the candidate's request. The deadline may not be earlier than the 10th day after the date the Association provides the required notice. The notice must be:

(1) mailed to each owner; or

(2) provided by: (A) posting the notice in a conspicuous manner reasonably designed to provide notice to Association Members:

(i) in a place located on the Association's common property or, with the property owner's consent, on other conspicuously located privately owned property within the Subdivision; or

(ii) on any Internet website maintained by the Association or other internet media; and
(B) sending the notice by e-mail to each Owner who has registered an e-mail address with the Association.

Each candidate may, but shall not be required to, provide biographical information to the Association to be included with the other information forwarded to the Members of the Association.

Section 2. Election. The election may be conducted, in whole or in part, by mail; provided, however, that members attending the Annual Meeting in person may vote (their individual vote, as well any proxies they hold). The Board of Directors may approve and distribute proxy and/or ballot forms it deems appropriate. The election results shall be announced at the Annual Meeting, including the number of ballots cast for each candidate. The candidates receiving the largest number of votes cast are elected. The Vote shall be conducted in accordance with, and subject to, the applicable provisions of Chapter 209, Title 11, Texas Property Code. The candidates receiving the largest number of votes cast for the Board positions are elected. Write-in candidates or nominations from the floor at the annual meeting shall not be allowed, unless the notice of the annual meeting, approved by a majority of the Board of Directors, provides for such.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly or bi-monthly, at such place and hour as may be fixed from time to time by resolution of the Board. A quarterly Board meeting open to the members may be held at the discretion of the Board of Directors. Should any such meeting date fall upon a legal holiday, the meeting will be re-scheduled for another date and time as determined by a majority of the Board of Directors.

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 Directors, 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 of Directors.

Section 4. Board Meetings Open to Members Attending. Notwithstanding any other provision contained in these By-Laws, regular and special meetings of the Board of Directors are open to Members attending, and there must be at least 72 hours advance notice to owners regarding the date, time and location of Board meetings (except for certain matters allowed for executive sessions and other forums, subject to statutory compliance). Such notice must be posted in a conspicuous manner on common area property or on private property with the owner's permission and on the Association's website (i.e., if the Association has a website). Matters for executive session (not open to Membership attendance) include, but may not be limited to, the following: actions involving personnel; pending or threatened litigation; contract

negotiations; enforcement actions; confidential communications with the Association's attorney; matters involving invasion of privacy of Owners; and other matters that are confidential by request of an affected party and agreement of the Board. Executive session minutes must be kept (in general terms) and include an explanation of approved expenditures, if any.

The Board may not, unless done in an open meeting for which prior notice was given to owners, consider or vote on any of the following: (1) fines; (2) damage assessments; (3) initiation of foreclosure actions; (4) initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety; (5) increases in assessments; (6) levying of special assessments; (7) appeals from a denial of architectural control approval; (8) a suspension of a right of a particular owner before the owner has an opportunity to attend a board meeting to present the owner's position, including any defense, on the issue; (9) lending or borrowing money; (10) the adoption or amendment of a dedicatory instrument; (11) the approval of an annual budget or the approval of an amendment of an annual budget that increases the budget by more than 10 percent; (12) the sale or purchase of real property; (13) the filling of a vacancy on the board; (14) the construction of capital improvements other than the repair, replacement, or enhancement of existing capital improvements; or (15) the election of an officer.

ARTICLE VII

POWERS AND DUTIES OF THE ASSOCIATION

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

- (a) adopt and publish rules and regulations governing the use of the Common Area and facilities, the personal conduct of the Members and their guests thereon and to establish penalties for the infraction thereof;
- (b) suspend the right to use of the recreational facilities of 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 sixty (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 or executive meetings of the Board of Directors;
- (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 of services;

- (f) foreclose the lien against any property for which assessments 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; and
- (g) to exercise such other rights and powers granted to it under state law, the Declaration, the Articles of Incorporation or these By-Laws.

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 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 as 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 assessed 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 adequate liability and hazard insurance as it may deem appropriate on any property or facilities owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) cause the Common Area to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. 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 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 giving written notice to the Board, the president or the secretary. Such resignations 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. 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:

(a) President. 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 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 meeting 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 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; cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

(e) Delegation of Duties. Regarding the duties of the Secretary and/or Treasurer only, the Board of Directors may approve the delegation of certain duties to the Association's managing agent. However, if certain duties are so delegated, it shall remain the duty of the Secretary or Treasurer, as applicable, to oversee all such matters and to keep the Board of Directors informed relative thereto.

ARTICLE IX

COMMITTEES

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

ARTICLE X

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. In accordance with applicable Texas statutory law, the Association has recorded a Records Retention Policy and a Records Production Policy in the Official Public Records of Real Property of Montgomery County, Texas. Such recorded Policies are subject to change, and any modified, amended and/or updated Policy or Policies will be recorded in the Official Public Records of Real Property of Montgomery County, Texas.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessment which are secured by a continuing lien upon the

property against which the assessment is made. Any assessment which is 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 a rate of ten (10%) percent per annum or the maximum legal rate as determined by the Consumer Credit Commissioner of the State of Texas whichever rate is higher. The Association may bring an action at law against the Owner personally obligated to pay the same or file and foreclose the lien against the property. Any interest, penalties, costs and attorney's fees of any such action shall be added to and become a part of the assessment and subject to the continuing lien thereby. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: FOX RUN MAINTENANCE ASSOCIATION.

ARTICLE XIII

AMENDMENTS

Section 1. These By-Laws may be amended or supplemented by the affirmative vote of a majority of those Members present, in person or by proxy (or ballot), at an Annual or Special Meeting of the Members, with notice of the proposed amendment(s), at which meeting a quorum is present. Notwithstanding the foregoing, the Association's Board of Directors may, by majority vote, amend these By-Laws for the limited purposes of bringing them into compliance with provisions of Federal statutory law or Texas statutory law (e.g., Chapter 209, Title 11 of the Texas Property Code). These By-Laws, as amended, are intended to comply with any and all Texas statutory requirements applicable to property owners' associations such as this Association, and shall be construed and interpreted so as to be in compliance with any such statutory requirements.

Section 2. In the case of any conflict between the Articles of 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 XIV

MISCELLANEOUS

The fiscal year of the Association shall begin on the 1st 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