

BY-LAWS
OF
BARWOOD HOMES ASSOCIATION, INC.

INFORMATION COPY
as amended on March 16, 1992

ARTICLE I
NAME AND LOCATION

The name of the association shall be Barwood Homes Association, Inc., hereinafter referred to as the "Association". The principal office of the Association shall be located in the Barwood Clubhouse at 13003 Aste Lane, Houston, Texas 77065, 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 Trustees.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to Barwood Homes Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain property described as follows:

A parcel of land containing 197.7234 acres more or less out of the William Graham Survey, Abstract 308, Harris County, Texas and more fully described in plat recorded in Volume 192, Page 11 of the Map Records of Harris County, Texas, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Lot" shall mean and refer to a plot of land subject to the jurisdiction of the Association as is more fully specified in the Declaration.

Section 4. "Owner" 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 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 the Declarant in the Declaration.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Barwood Homes Association Inc.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Articles of Incorporation of the Association.

ARTICLE III
MEETINGS OF MEMBERS

Section 1. Annual Meeting.

The annual meeting of the Members of the Association shall be held at 7:30 P.M. on the third Monday in November of each year at the Barwood Clubhouse. The primary purpose of the annual meeting shall be to elect that number of Trustees equal to the number of Trustees whose terms expire at the end of that calendar year.

Section 2. Special Meetings.

Special meetings of the Members may be called at any time by the President or by the Board of Trustees, or upon the written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the membership.

Section 3. Notice of Meetings.

Written notice of each special meeting of the Members shall be given by, or at the direction of, the Secretary or any person or persons authorized to call a meeting, by mailing a copy of such notice, postage paid, at least 30 days but not more than 50 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. Notice of annual meetings shall not be required, but may be given in a like manner.

Section 4. Quorum.

The presence in person or by proxy of a majority of the Members in good standing, eligible to vote, shall constitute a quorum for considering amendments to these By-Laws and the Articles of Incorporation. The presence in person or by proxy of ten percent (10%) of the Members in good standing, eligible to vote, shall constitute a quorum for any other purpose.

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

ARTICLE IV
BOARD OF TRUSTEES

Section 1. Board of Trustees.

The affairs of this Association shall be managed by a Board of seven (7) Trustees. To implement this provision in 1992, the Nominating Committee shall present nominations for four (4) positions for an election by secret written ballot during a special meeting of the Association on April 20, 1992.

Section 2. Term of Office.

At the annual meeting in 1992 and at each annual meeting thereafter, the Members of the Association shall elect that number of Trustees for two-year terms equal to the number of Trustees whose terms expire at the end of that calendar year. To implement the provision for seven (7) Trustees as specified in Section 1 of this article, the Trustees of the Association on April 19, 1992, shall hold office until the expiration of their terms; and the Members shall elect one (1) Trustee for a term of one year and three (3) Trustees for a term of two years at a special meeting to be held on April 20, 1992.

Section 3. Nomination.

Nomination for election to the Board of Trustees 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 Trustees, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Trustees 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 Trustees 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 4. Election.

Election to the Board of Trustees shall be by secret written ballot. At such election the Members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled to cast under the provisions of the Articles of Incorporation. For each position, the person receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 5. Replacement.

Any Trustee may be removed from the Board, with or without cause, by a majority vote of the membership in person or by proxy at any annual or special meeting, provided that a quorum is present. Such vote shall be by secret written ballot. In the event of the death, resignation, or removal of a Trustee, a successor shall be selected by the remaining member(s) of the Board and shall serve for the unexpired term of the predecessor.

Section 6. Compensation.

No Trustee shall receive compensation for any service he may render to the Association; provided, however, any Trustee may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 7. Action Taken without a Meeting.

The Trustees 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 Trustees. Any action so approved shall have the same effect as though taken at a meeting of the Trustees.

ARTICLE V

MEETINGS OF TRUSTEES

Section 1. Annual Meeting.

The annual meeting of the Board of Trustees shall be held at the Barwood Clubhouse immediately following the annual meeting of the Members of the Association. No other notice of annual meetings shall be required.

Section 2. Soecial Meetings.

Special meetings of the Board of Trustees shall be held, after not less than three (3) days notice, when called by the President of the Association or by any Trustee. Attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 3. Quorum.

A majority of the number of Trustees shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Trustees 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 TRUSTEES

Section 1. Powers.

The Board of Trustees shall have power to:

- (a) 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 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 60 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) 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 Trustees 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 the Association and 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 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;
- (f) 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 Trustees; 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 annual meeting of the Board of Trustees following each annual meeting of the Members of the Association.

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.

Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 8. Duties.

The duties of the officers of the Association are as follows:

- (a) The President shall preside at all meetings of the Board of Trustees 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) The Vice-President shall perform the duties of the President when the President is absent, is unable to act, or refuses to act and shall perform such other duties as required by the Board.

- (c) The Secretary, or a substitute appointed by the Board of Trustees, shall record the minutes, including the votes cast during the meetings of the Board and of the Association Members; retain the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of Board meetings and of special meetings of the Members, when requested by the Board; retain appropriate, current records listing the names, addresses, and telephone numbers of the Association Members; and shall perform such other duties as required by the Board.
- (d) The Treasurer, or a substitute appointed by the Board of Trustees, shall receive and deposit all monies of the Association in bank accounts approved by the Board and shall sign checks and disburse such funds as directed by resolution of the Board; 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 reasonable business hours.

ARTICLE VIII COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these By-Laws. 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 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 provided in the Declaration, each Member is obligated to pay to the Association certain annual and special assessments 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 the rate of ten percent (10%) 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 attorney's 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 non-use 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 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, except that the first fiscal year shall begin on the date of incorporation.