

**RESTATED BYLAWS OF  
EL CARY ESTATES IMPROVEMENT ASSOCIATION**  
(Restated April 9, 2025)

**ARTICLE I**

General

Section 1.1 – Purpose. The purposes of this Association are as set out in the charter approved and filed with the Secretary of State, as follows:

- (a) For the purpose of conducting safety campaigns and health campaigns and maintaining parks and park facilities and constituting a civic organization for the residents of EL CARY ESTATES, an addition in Harris County, Texas, and in further explanation,
- (b) To impartially, and for the betterment of EL CARY ESTATES, enforce the complete compliance of restrictive covenants and conditions applicable to EL CARY ESTATES, as fully set out and contained in instrument dated February 4, 1955, executed by ELMER E. CARY, recorded in Volume 2907, Page 218 of the Deed Records of Harris County, Texas, and any amendments and supplements thereto made in accordance with its terms;
- (c) To accept from the said Elmer E. Cary the title to the tract of land designated on the plat of EL CARY ESTATES, as Private Park, and to maintain same as such;
- (d) To accept, as the Civic Organization mentioned in said restrictive covenants and conditions above mentioned, the enforcement and collection of the annual maintenance charge therein provided for, and to expand same for the benefit of El Cary Estates as more fully set out and prescribed in SECTION XVI of the above-mentioned instrument recorded in Volume 2907, Page 218 of the Deed Records of Harris County, Texas, and any amendments and supplements thereto made in accordance with its terms.

Section 1.2 – Eligibility. Active members of this Association are restricted to the owners of any lot or lots in El Cary Estates, as filed in the Deed Records of Harris County, Texas, with the right to vote at all meetings of the Association and to hold office herein. All active members, and all members of their household families, shall be entitled to all park privileges, and to any other rights and privileges extended and furnished by the Association.

Section 1.3 – Membership. As above stated, the membership shall be composed of owners of lots in EL CARY ESTATES, and as each person acquires title to, or the right of title to, any lot in said Addition, membership to the association becomes automatic, and said member shall then be subject to all of the obligations and conditions pertaining to this Association.

Section 1.4 – Dues. Each lot owner, as the lot or lots is purchased, becomes obligated to pay the annual maintenance charge as provided for, and as from time to time, adjusted, in the instrument containing restrictive covenants and conditions recorded in Volume 2907, Page

218 of Deed Records of Harris County, Texas, and any amendments and supplements thereto made in accordance with its terms. And the payment of said dues, or maintenance charge, as provided in said instrument, is the obligation of each lot owner, and a prerequisite to become an active member of this Association. The Association, and its successors, shall have the full right and authority to enforce the collection of said dues, and/or maintenance charge.

Section 1.5 – Assessments. No assessments shall be levied against membership in this Association, except that which may be levied in accordance with the terms contained in said instrument recorded in Volume 2907, Page 218 of the Deed Records of Harris County, Texas, and any amendments and supplements thereto made in accordance with its terms.

## **ARTICLE II**

### **Officers**

Section 2.1 – Officers. The officers of the Association shall be a President, Vice-President, a Secretary and Treasurer – but the latter two officers may be combined as a Secretary – Treasurer.

Section 2.2 – President and Vice President. The President, or in his absence, the Vice President, shall preside at all meetings of the Association and of the Board of Directors and shall have general supervision of the affairs of the Association, its properties and its employees. If both the President and Vice President be absent from any meeting, the members present may elect a presiding officer.

The President, or in case he be absent or for any reason unable to act, the Vice President, or such person as the Board of Directors may appoint for that purpose, shall, with the Secretary, sign all written contracts and obligations of the Association, and shall perform such other duties as the Board of Directors may prescribe.

Section 2.3 – Secretary. The Secretary shall keep the records of the meetings of the Association and of the Board of Directors; he shall keep a complete list of members and shall perform such other duties as may from time to time be prescribed by the Board of Directors. He shall deliver notices of all meetings of the Association, and of the Board of Directors, to the members thereof, respectively, as provide by the By-Laws, and shall conduct all correspondence excepting that pertaining to the office of the Treasurer.

Section 2.4 – Treasurer. The Treasurer, his assistant or appointees, shall collect and keep all moneys of the Association and disburse them as directed by the Board of Directors. He shall keep the accounts in books belonging to the Association, which shall be at all times open to the inspection of the Board of Directors, to whom he shall make a monthly report in writing of the money received and paid out and the account of funds on hand. He shall make a report of the financial condition of the Association quarterly, and a copy of each report shall be recorded in the minutes of the Association. He shall send all notices and conduct all correspondence relating to the financial matters to the Association.

Section 2.5 – Bonding. The Treasurer, his assistant or appointees, and all officers or

employees of the Association concerned in handling, disbursing or custody of the Association's finances or properties, shall furnish such bonds as the Board of Directors may require.

## **ARTICLE III**

### **Meetings and Elections**

Section 3.1 – Annual Meeting. The annual meeting of the Association shall be held during the month of June at the most convenient place as the Board of Directors may designate. At least ten days written notice of the time and place of holding such annual meeting shall be delivered to each voting member at their last known post office or email address. Voting shall be by ballot.

The Board of Directors shall make appropriate provision of the conduct of all elections, consistent with the By-Laws.

Section 3.2 – Special Meetings. Special meetings of the Association may be called at any time by order of the President or by three members of the Board of Directors, or by 50% of the members of the Association.

Section 3.3 – Quorum. At any annual or special meeting, 20% of the voting members shall constitute a quorum.

Section 3.4 – Voting Member. The term "Voting Member" as herein used means all Active Members of the Association who by the By-Laws are qualified to vote at any election or meeting of the Association.

Section 3.5 – Notice of Meetings. Members shall be given notice of the date, time, place and subject of an annual or special meeting of members. The notice shall be provided at least ten days before and not earlier than sixty days before the date of the meeting by (i) posting the notice in conspicuous manner on the [www.elcaryestates.com](http://www.elcaryestates.com) website and (ii) sending the notice by e-mail to each owner who has registered an e-mail address with the Association. It is an owner's duty to keep an updated e-mail address registered with the Association.

Section 3.6 – Voting. The voting rights of members shall be as set forth in the Restrictions, and such voting rights provisions are specifically incorporated by reference. Except as otherwise provided in the Restrictions, action may be taken at any legally convened meeting of the members upon the affirmative vote of the members having a majority of the total votes present at such meeting in person, by proxy or by absentee ballot or electronic voting, if such votes are considered present at the meeting as further set forth herein. The person holding legal title to the lot shall be entitled to cast the vote allocated to such lot unless such right is expressly delegated to another person in writing.

Section 3.7 – Methods of Voting: In Person; Proxies; Absentee Ballots; Electronically. On any matter as to which a member is entitled to cast his vote, such vote may be cast or given: (i) in person or by proxy at a meeting of the Association; (ii) by absentee ballot; (iii) by

electronic ballot; or (iv) by such other means as may be permitted by law and as adopted by the Board. Any vote cast in an election or vote by a member of the Association must be in writing and signed by the member. Electronic votes constitute written and signed ballots. In an Association election, written and signed ballots are not required for uncontested races. Votes shall be cast as provided in this section:

- (a) Proxies. Any member may give a revocable proxy in the form as prescribed by the Board from time to time to any person authorizing such person to cast the member's vote on any matter. A member's vote by proxy is subject to any specific provision to the contrary in the Restrictions or these Bylaws. No proxy shall be valid unless signed by the member for which it is given or his duly authorized attorney-in-fact, and dated. In no event shall a proxy be valid more than eleven months after the effective date of the proxy. Every proxy shall be revocable and shall automatically cease upon conveyance of the lot for which it was given.
- (b) Absentee and Electronic Ballots. An absentee or electronic ballot: (i) may be counted as an owner present and voting for the purpose of establishing a quorum only for items appearing on the ballot; (ii) may not be counted, even if properly delivered, if the owner attends any meeting to vote in person, so that any vote cast at a meeting by an owner supersedes any vote submitted by absentee or electronic ballot previously submitted for that proposal; and (iii) may not be counted on the final vote of a proposal if the proposal was amended at the meeting to be different from the exact language on the absentee or electronic ballot. For the purposes of this Section, a nomination taken from the floor in a Board member election is not considered an amendment to the proposal for the election.
  - i. Absentee Ballots. No absentee ballot shall be valid unless it is in writing, signed by the member for which it is given or his duly authorized attorney-in-fact, dated, and filed with the Secretary of the Association prior to the meeting for which it is to be effective. Absentee ballots shall be valid only for the specific meeting for which given and for lawful adjournments of such meeting. In no event shall an absentee ballot be valid after the specific meeting or lawful adjournment of such meeting at which such ballot is counted or upon conveyance of the lot for which it was given.
  - ii. Electronic Ballots. "Electronic ballot" means a ballot: (a) given by email, facsimile or posting on a website; and (b) for which the identity of the owner submitting the ballot can be confirmed. If an electronic ballot is posted on a website, a notice of the posting shall be sent to each owner that contains instructions on obtaining access to the posting on the website.

## **ARTICLE IV**

### **Board of Directors**

Section 4.1 – Authority; Number of Directors. The management of the Association shall be vested in a Board of five members to be known as the Board of Directors who are to be elected as provided herein. The members of the Board of Directors shall take office immediately after their elections. The Board of Directors shall have general charge and control of the affairs, funds and property of the Association.

Section 4.2 – Qualification of Directors. Each director shall be a lot owner. No more than one owner of a given property may be a Director concurrently. Other than as set forth in this

subparagraph, the Association may not restrict an owner's right to run for a position on the Board.

Section 4.3 – Classified Board. The Directors shall be classified, with respect to the time for which they shall hold their respective offices, by dividing them into three classes, with each Director then in office to be designated as a Class I Director, a Class II Director or a Class III Director, with each class to be apportioned as nearly equal in number as possible. The Board of Directors is authorized to assign each Director already in office at the effective date of this amendment to Class I, Class II or Class III. Directors shall be assigned to each class and the initial class term expiration will be set in accordance with a resolution or resolutions adopted by the Board of Directors. At the Annual Meetings following the effective date of the initial classification of the Board, each director shall serve for a term ending on the date of the third annual meeting of members following the annual meeting of members at which such director was elected and until his or her successor is duly elected and qualified.

Section 4.4 – Officer Elections. At the first regular or special meeting of the Board of Directors after the general election, the Board shall elect from its members a President, Vice President, Secretary and Treasurer to hold office for the terms of one year and until their successors are duly elected, provided, that the Directors in their discretion, may select the Secretary and Treasurer from outside the Board of Directors.

Section 4.5 – Board Meetings. The Board of Directors shall hold a regular meeting at such time or times as it may by rule prescribe. A special meeting of the Board of Directors may be called at any time by the order of the President or a majority of the members of the Board. A majority of the Board shall constitute a quorum for the transaction of business, at any regular or special called meeting. 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.

Section 4.6 – Board Member and Officer Resignation; Removal; Vacancies. Any director may resign at any time upon written or electronic transmission to the President or Secretary of the Association. Such resignation shall be effective upon delivery unless otherwise specified. Directors of the Association may be removed upon a majority vote of the Board of Directors. Any vacancy on the Board of Directors that results from the death, disability, resignation, disqualification or removal of any director or from any other cause shall be filled solely by the affirmative vote of a majority of the total number of directors then in office, even if less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy in accordance with the preceding sentence shall hold office until the next annual meeting of members held to elect the class of directors to which such director is elected and until his or her successor is duly elected and qualified or until his or her earlier death, resignation, retirement, disqualification, or removal.

Section 4.7 – Notices. Members shall be given notice of the date, hour, place and general subject of a regular or special board meeting, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be provided at least 144 hours before the start of a regular board meeting and at least 72 hours before the start of a special board meeting by (i) posting the notice in a conspicuous manner on the [www.elcaryestates.com](http://www.elcaryestates.com) website and (ii) sending the notice by e-mail to each owner who has

registered an e-mail address with the association. It is an owner's duty to keep an updated e-mail address registered with the Association.

Section 4.8 – Meeting Without Prior Notice. The Board may take action outside a meeting, including voting by electronic or telephonic means, without prior notice to the members if each Board member is given a reasonable opportunity (i) to express his or her opinions to all other Board members and (ii) to vote. Any action taken without notice to members must be summarized orally and documented in the minutes of the next regular or special Board meeting or summarized in a written consent that is noted in the minutes of the next regular or special Board meeting.

## **ARTICLE V**

### **Committees**

The Board of Directors shall appoint from its members, or from Active members of the Association who are not members of the Board, such committees as are deemed advisable to supervise the various functions of the Association.