

BYLAWS
OF
FAIRWAY VILLAGE COMMUNITY ASSOCIATION
Amended November 2015

These Bylaws of Fairway Village Community Association (Amended September 2015) (the "Bylaws") amend and replace the document entitled "By-laws of Fairway Village Community Association" dated January 14, 1977. The Bylaws govern the affairs of Fairway Village Community Association, a non-profit corporation organized under the TEXAS NON-PROFIT CORPORATION ACT (the "Association").

ARTICLE I

NAME AND LOCATION

The name of the Association is FAIRWAY VILLAGE COMMUNITY ASSOCIATION. The principal office of the Association shall be located in Conroe, Texas, but meetings of members and directors may be held at such places with the State of Texas as may be designated by the Board of Directors.

ARTICLE II.

DEFINITIONS

Section 1. "Association" shall mean and refer to FAIRWAY VILLAGE COMMUNITY ASSOCIATION, a Texas non-profit corporation, its successors and assigns.

Section 2. "Property" shall mean and refer to all sections of Fairway Village, a subdivision in Montgomery County, Texas, as is within the jurisdiction of the Association.

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

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Property with the exception of the Common Area.

Section 5. "Member" 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 an obligation, as more particularly defined in the Articles of Amendment to the Articles of Incorporation of the Association.

ARTICLE III.

MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members shall be held in the month of January each year, on a date and time determined by the Board of Directors.

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. 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 pre-paid, not less than ten (10) nor more than fifty (50) days before the date of 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, one tenth (1/10) of the votes of the total membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Restrictions, 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 present or be represented. In the absence of a quorum at a meeting of Members, the meeting may be nevertheless convened for the sole purpose of conducting Director elections. The quorum required for election

of Directors at such convened meeting shall be the number of votes cast in person, by proxy, by absentee ballot, or electronic ballot.

Section 5. Methods of Voting. The voting rights of a Member may be cast or given:

- (1) in person or by proxy at a meeting of the Association;
- (2) by absentee ballot; or
- (3) by electronic ballot by electronic mail or facsimile.

Absentee and electronic ballots shall be counted as a member present and voting for the purpose of establishing a quorum for items appearing on the ballot. Absentee ballots may not be counted, even if properly delivered, if the Member attends any meeting to vote in person so that any vote cast at a meeting by the Member supersedes any vote submitted by absentee or electronic ballot previously submitted for that proposal. Absentee or electronic ballots may not be counted on the final vote of a proposal if the motion was amended at a meeting of the Members to be different from the exact language on the absentee or electronic ballot. Any solicitation for votes by absentee ballot by the Association must include an absentee ballot that contains each proposed action and provides an opportunity to vote for or against the proposed action, instructions for delivery of the completed absentee ballot, including the delivery location, all of which are required by Section 209.00592 of the TEXAS PROPERTY CODE.

Section 6. Proxies. 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.

Section 7. Recount Procedures. A Member may, not later than the fifteenth (15th) day after the date of a meeting at which an election was held, require a recount of votes in accordance with Section 209.0057 of the TEXAS PROPERTY CODE.

Section 8. Election Vote Tabulators. A person who is a candidate in an Association election or who is otherwise the subject of an Association vote, or a person related to that person within the third degree of consanguinity or affinity, as determined under Chapter 573 of the TEXAS

GOVERNMENT CODE, may not tabulate or otherwise be given access to the ballots cast in the election or vote.

ARTICLE IV.

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a board of three (3) directors.

Section 2. Term of Office. At each annual meeting, the members shall elect one director for a term of three years.

Section 3. 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 selected 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.

ARTICLE V.

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors may be made by a Nominating Committee, and may also be made from the floor at the annual meeting. The Nominating Committee shall be determined by the Board of Directors. The Nominating Committee may 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 shall be made from among members of the Association.

Members with a felony conviction or a conviction for a crime involving moral turpitude, within twenty (20) years before the date of election, are not eligible to serve.

Section 2. Election. Election of the Board of Directors shall be by signed, written ballot. At such election the members or their proxies may cast, in respect to 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 is not permitted.

ARTICLE VI.

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly, 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.

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.

Section 3. Open Board Meetings. Regular and special Board meetings shall be open to Members, subject to the right of the Board to adjourn a meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the property Association's attorney, matters involving the invasion of privacy of individual owners, or matters that are to remain confidential by request of the affected parties and agreement of the Board. Following any executive session, any decision made in the executive session shall be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual owners, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary shall include a general explanation of any expenditures approved in executive session.

Section 4. Meetings with Notice to Members. Members shall be given notice of the date, hour, place, and general subject of a regular or special meeting of the Board, including a general

description of any matter to be brought up for deliberation in executive session. The notice shall be (a) mailed to each member not later than the tenth (10th) day or earlier than the sixtieth (60th) day before the date of the meeting; or (b) provided at least seventy-two (72) hours before the start of the meeting by (i) posting the notice in a conspicuous manner reasonably designed to provide notice to the members in a place located on the Association's common property, or on conspicuously located private property within the subdivision, or (ii) by posting the notice on an Internet website maintained by the Association; and (iii) by sending the notice by e-mail to each owner who has registered an e-mail address with the Association.

Section 5. Meetings without Notice to Members. A board meeting may be held by electronic or telephonic means provided that (1) a board member may hear and be heard by every other board member, (2) except for any portion of the meeting conducted in executive session, (a) that all owners in attendance at the meeting may hear all board members, and (b) Owners are allowed to listen using any electronic or telephonic communication methods used or expected to be used by the board member to participate, and (3) notice of meeting includes instructions for owners to access any communication method required to be assessable hereunder. Any action taken without notice to the Members must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes at the next regular or special meeting of the Board. Notwithstanding the authority to meet without notice to the Members, the Board may not, without prior notice to the Members, consider or vote on fines; damage assessments; initiation of foreclosure actions; initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety; increases in assessments; levying of special assessments; appeals from a denial of architectural control approval; or the suspension of a right of a particular Member before the Member has an opportunity to attend a Board meeting to present the Member's position, including any defense on the issue, lending or borrowing, the adoption of an amendment to any dedicatory instruments, the approval of an annual budget or the approval of an amendment to an annual budget which raises the budget by more than 10%, sale of purchase of real

property, the filling of a vacancy on the board, the construction of capital improvements other than the repair, replacement, or enhancement of existing capital improvements, or the election of an officer.

Section 6. Quorum. A majority of the number of the 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 VII

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 Common Area and facilities, and 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 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 as amended, or the Restrictions;

(b) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent three (3) consecutive regular meetings of the Board of Directors; and

(c) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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 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) as more fully provided in the Restrictions, to:

(1) fix the amount of the annual assessment against each Lot;

(2) send written notice of each assessment to every owner of Lots subject thereto; and

(3) foreclose the lien against any property for which assessments are not paid within thirty days after due date or to bring an action at law against the owner of such Lot(s) 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 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 adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be maintained.

Section 3. Association Contracts. The Association may enter into an enforceable contract with a current Association board member, a person related to a current Association board member within the third degree by consanguinity or affinity, as determined under Chapter 573, GOVERNMENT CODE, a company in which a current Association board member has a financial interest in at least 51 percent (51%) of profits, or a company in which a person related to a current Association member within the third degree by consanguinity or affinity, as determined under Chapter 573, GOVERNMENT

CODE, has a financial interest in at least 51 percent (51%) of profits, if the following conditions are satisfied:

- (a) the board member, relative, or company bids on the proposed contract and the Association has received at least two other bids for the contract from persons not associated with the board member, relative, or company, if reasonably available in the community; and
- (b) the board member:
 - (1) is not given access to the other bids;
 - (2) does not participate in any board discussion regarding the contract; and
 - (3) does not vote on the award of the contract.

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 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. The Board may also employ or appoint individuals to assist with secretarial and treasurer functions such as keeping minutes and other Association records, receiving and disbursing funds of the Association as authorized by the Board, and corresponding with Association members, as deemed necessary by the Board.

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 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. 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:

President

(a) 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.

Vice President

(b) 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.

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 the Board of Directors; shall co-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 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.

ARTICLE IX

Committees

The Board of Directors shall appoint an Architectural Control Committee, as provided in the Restrictions, and a 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, in accordance with the Association's Records Production Policy.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Restrictions, 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 six (6) percent per annum, and the Association may bring as action at law 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 nonuse 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:
FAIRWAY VILLAGE COMMUNITY ASSOCIATION.

ARTICLE XIII

AMENDMENTS


Section 1. These Bylaws may be amended by the Board of Directors. These Bylaws may also 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. 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 Restrictions and these Bylaws, the Restrictions shall control.

IN WITNESS WHEREOF, we being all of the directors of the FAIRWAY VILLAGE COMMUNITY ASSOCIATION, a Texas non-profit corporation have hereunto set our hands this 30 day of November, 2015.




DIRECTOR


DIRECTOR


DIRECTOR

**RESOLUTION ADOPTED BY UNANIMOUS
WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF
FAIRWAY VILLAGE COMMUNITY ASSOCIATION
REGARDING BYLAWS**

STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

We the undersigned, being all the members of the Board of Directors of Fairway Village Community Association, a Texas non-profit corporation (the "Association"), organized under the TEXAS NON-PROFIT CORPORATION ACT, do by this writing approve the following resolution:

WHEREAS, Section 22.102 of the TEXAS BUSINESS ORGANIZATIONS CODE provides as follows:

- A. The initial bylaws of a corporation shall be adopted by its board of directors or, if the management of the corporation is vested in its members, by the members.
- B. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the certificate of formation.
- C. A corporation's board of directors may amend or repeal the corporation's bylaws, or adopt new bylaws, unless:
 - (1) the certificate of formation or the Code reserves the power exclusively to the members in whole or in part;
 - (2) the management of the corporation is vested in its members; or
 - (3) the members in amending, repealing, or adopting a particular bylaw expressly provide that the board of directors may not amend or repeal that bylaw.

WHEREAS, based upon information and belief the original directors of the Association may not have adopted bylaws for the Association; and

WHEREAS, the current Board of Directors desires to adopt bylaws for the Association.

NOW THEREFORE, the undersigned Board of Directors of the Association does hereby adopt the above and foregoing Bylaws to which this resolution is attached as the Bylaws of the Association.

This consent is executed pursuant to Section 22.102 of the TEXAS BUSINESS ORGANIZATIONS CODE, which authorizes the taking of action by the Board of Directors by unanimous consent without a meeting. This consent may be executed in multiple counterparts, which, when placed together shall constitute the fully executed original instrument.

**BOARD OF DIRECTORS
FAIRWAY VILLAGE COMMUNITY ASSOCIATION**

Date: 11/30/2015

Date: 11/30/2015

Date: 11/30/2015

[Signature]
[Signature]
[Signature]



ATTEST:

[Signature], Secretary

FILED FOR RECORD

03/01/2016 2:06PM

Mark Tumbull

COUNTY CLERK
MONTGOMERY COUNTY, TEXAS

STATE OF TEXAS
COUNTY OF MONTGOMERY

I hereby certify this instrument was filed in file number
sequence on the date and at the time stamped herein
by me and was duly RECORDED in the Official Public
Records of Montgomery County, Texas.

03/01/2016



Mark Tumbull

County Clerk
Montgomery County, Texas