

7  
Amend  
A

**2018 AMENDED AND RESTATED BYLAWS OF  
TRENTON PLACE CIVIC CORPORATION**

RP-2018-437255  
09/24/2018 RP2 \$40.00

102  
128  
51

These 2018 Amended and Restated Bylaws of Trenton Place Civic Corporation (hereinafter "Bylaws"), replace any and all previously adopted bylaws of Trenton Place Civic Corporation in their entirety. Upon adoption by the owners of Trenton Place Townhouses and recording with the County Clerk of Harris County, Texas, this document shall be effective, and shall replace all prior bylaws of Trenton Place Civic Corporation, such prior bylaws being no longer in effect.

**ARTICLE I. INTRODUCTION**

The principal office of Trenton Place Civic Corporation, (hereinafter sometimes referred to as the "Association" or the "Corporation") shall be located in Harris County, Texas. The property to which these Bylaws apply is the property known as Trenton Place Townhouses, and which comprises Common Area, owned by the Association, and Building Plots, which are individual tracts divided out for townhouses, and improvements thereon. The Association comprises every record owner (hereinafter "Owner"), whether one or more persons or entities, of a fee simple title to a Building Plot, but excluding those having interests merely as security for the performance of an obligation. All references to the "Declaration" herein mean that certain Declaration of Restrictions, Covenants, and Conditions of Trenton Place Townhouses, as amended, recorded in the Real Property Records of Harris County, Texas. Any conflict between the terms and conditions of these Bylaws and the Declaration shall be controlled by the Declaration.

**ARTICLE II. ADMINISTRATION**

2.01. Operation. The Board of Directors (hereinafter "Board") is vested with the regulation and management of the affairs of, and the setting of policies for, the Corporation. The Board shall comprise four (4) Directors, who shall serve as Officers of the Corporation, plus three (3) additional Directors, who shall serve as non-officer Directors. The officers shall consist of a President, a Vice President, a Treasurer, and a Secretary. A Director must be an Owner.

2.02. Places and Times of Meetings of Owners. The annual meeting of the Owners and all special meetings of the Owners shall be held at such places within Harris County, Texas, on such dates, and at such times, as the Board of Directors may designate in the notices of the respective meetings, except that the annual meeting of the Owners shall be held in December.

2.03. Annual Meetings of Owners. At the annual meeting of the Owners, the Directors shall be elected in accordance with these Bylaws, the budget shall be presented, and other business may be transacted.

2.04. Special Meetings of Owners. Special meetings of the Owners may be called by the Board of Directors or by the President. Additionally, if the President receives a petition, signed by Owners having not less than ten percent (10%) of the total number of votes of the Owners, requesting a special meeting, the President shall call a meeting of the Owners.

2.05. Notice of Meetings of Owners. The President or Secretary shall give written notice of each meeting of the Owners to each Owner by hand delivery or by delivery by the United States Postal Service



(hereinafter "mail") not later than the 10th day and not earlier than the 60th day before the date of the meeting, which notice shall state the purpose of the meeting, the date of the meeting, the time of the meeting, and the place where it is to be held. If delivered by mail, the notice shall be deemed delivered when deposited in the mail addressed to the Owner at the Owner's address as it appears on the records of the Corporation, with postage thereon prepaid.

2.06. Owner Voting Rights. Each Owner shall be entitled to cast one vote for each Building Plot owned by the Owner. In the event a Building Plot is owned jointly or commonly by two (2) or more persons or entities, any or all of those persons or entities may attend meetings of Owners, but only one (1) vote for the Building Plot shall be exercised by the Owner or Owners as a unit. Fractional voting shall not be permitted. Any entity not a natural person which is an Owner of a Building Plot shall designate, in a writing delivered to the Board prior to or at the beginning of the meeting, an appropriate person to exercise its voting rights.

2.07. Proxies. At each meeting of the Owners, an Owner may be present and vote in person or by a written proxy naming the proxy holder, and which has been signed and dated by the Owner and has been filed with the Secretary, or other person designated by the Board, prior to or at the meeting at which it is used. In either case, the Owner is considered to be present.

2.08. Quorum. At each meeting of the Owners, the presence of Owners of thirty percent (30%) of the Building Plots shall constitute a quorum for the transaction of business. If a quorum is not present at a meeting of the Owners, no business may be transacted at the meeting except that a majority of the Owners present shall have the power to adjourn to a later time, and place if necessary, and the process may be repeated until a quorum is present.

2.09. Conduct of Business at Meetings of Owners. At each meeting of the Owners it shall be determined if a quorum is present. All business shall be conducted by motions and resolutions. The vote of a majority of the Owners who are present at a meeting at which a quorum is present is the act of the meeting of the Owners, unless the vote of a greater number, or a plurality, is required by these Bylaws, or by the Declaration, or by law. The Secretary shall keep accurate minutes of all business conducted at the meeting, which minutes shall be a part of the records of the Corporation. At the annual meeting of the Owners, the minutes of the last annual meeting, and of any special meetings of the Owners since the last annual meeting, shall be corrected, if necessary, and approved.

### **ARTICLE III. BOARD OF DIRECTORS**

3.01. Election of Directors and Terms of Office. Directors shall be elected from among the Owners at the annual meeting of the Owners by vote of the Owners, except as provided for below. Each Director shall take office on the first day of the first month following the election of that Director, and shall serve for a two (2) year term, except as provided for below, and shall serve until that Director's successor takes office. Each year at the annual meeting, a Vice President shall be elected who shall serve as Vice President the first year and succeed to the Presidency for the second year. The Treasurer and Secretary shall be elected at the annual meeting of the Owners during even numbered years. Non-officer Directors shall be elected at the annual meeting of the Owners during odd numbered years.



3.02. Voting and Nominations. Each Director shall be elected by a separate vote. Cumulative voting shall not be permitted. The nominee receiving the majority, or, in the case of more than two nominees, a plurality, of the votes of those Owners present shall be elected. Any Owner may nominate oneself or another Owner for election to any Board position by submitting such a nomination in writing to the President or the Secretary before the annual meeting. Any nominations received before the preparation and distribution of the notice of the annual meeting shall be included on a list of nominations to be distributed with the notice. Nominations for each position on the Board may also be made from the floor at the annual meeting of the Owners.

3.03. Vacancies. In the event of a vacancy in the office of President caused by any reason, the Vice President shall assume responsibilities of the President while remaining in the office of Vice President. In the event of a vacancy in the office of Vice President, Secretary or Treasurer, caused by any reason, the vacancy shall be filled from the non-officer Directors by the affirmative vote of the majority of the remaining Directors, regardless of whether that majority is less than a quorum. In the event of a vacancy in the position of a non-officer Director caused by any reason, the vacancy shall be filled from among the Owners by the affirmative vote of the majority of the remaining Directors, regardless of whether that majority is less than a quorum. A Director elected to fill a vacancy is elected for the unexpired term of the Director's predecessor in office.

3.04. Removal of Directors. A Director may be removed from office, with or without cause, by the affirmative vote of the majority of the Owners present at any meeting of the Owners.

3.05. Regular Meetings. Regular meetings of the Board may be held on such dates and at such times and places as shall be determined, from time to time, by a majority of the Directors, but at least one (1) such meeting shall be held during each fiscal year. Notice of regular meetings of the Board shall be given to each Director, personally, by mail, telephone, or email, at least three (3) days prior to the day named for such meeting.

3.06. Special Meetings. Special meetings of the Board may be called by the President on three (3) days' notice to each Director, given personally, by mail, telephone, or email, which notice shall state the date, time, place, and purpose of the meeting. Special meetings of the Board shall be called by the President or the Secretary, in like manner and on like notice, upon the written request of at least two (2) Directors.

3.07. Board Quorum and Voting. At each meeting of the Board, the presence of a majority of the Directors shall constitute a quorum for the transaction of business. If a quorum is not present at a meeting of the Board, no business may be transacted at the meeting except that a majority of the Directors present shall have the power to adjourn to a later time, and place if necessary, and the process may be repeated until a quorum is present. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board unless a greater number is required by these Bylaws. The use of proxies at meetings of the Board is not permitted.

3.08. Open Meetings. Regular and special meetings of the Board shall be open to all Owners, provided, however, that Owners who are not Directors may not participate in any deliberation or discussion unless expressly so authorized by the vote of a majority of the Board present. Notice of all Board meetings shall be given to all Owners in a manner prescribed by law and determined by the Board.

3.09. Executive Session. The Board may adjourn a meeting and reconvene in executive session to address matters of a confidential nature as prescribed by law.



3.10. Board Action Outside of a Meeting. The Board may take action outside of a meeting, including voting, without prior notice to Owners, as prescribed by law.

3.11. Compensation of Directors. No Director shall receive compensation for acting as a Director, but shall be entitled to reimbursement from the Association for reasonable out-of-pocket disbursements made by the Director in the performance of the Director's duties. No Director shall be obligated to make any such disbursements.

#### **ARTICLE IV. OFFICERS**

4.01. Duties of the President. The President shall be the chief executive officer of the Corporation and subject to the Board. The President shall be in general charge of the affairs of the Corporation in the ordinary course of its business. The President shall preside over all meetings of the Owners and of the Board, and shall do and perform such other duties as the Board may from time to time assign.

4.02. Duties of the Vice President. In the absence of the President, or in the event of the President's inability or refusal to serve, the Vice President shall assume and perform the responsibilities and duties of President while remaining in the office of Vice President, and when so acting shall have all power inherent in the office of President and be subject to the same limitations thereof. The Vice President shall also do and perform such other duties as the President or the Board may from time to time assign.

4.03. Duties of the Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds of the Corporation, receive money due and payable to the Corporation from any source whatsoever, deposit all funds in the name of the Corporation in the Corporation depository, and keep full and accurate records of all deposits and disbursements of said funds. The Treasurer shall submit invoices for assessments to the Owners. The Treasurer shall report on all deposits and disbursements and the status of the Corporation finances at meetings of the Board, and shall report on the status of the finances of the Corporation at meetings of the Owners. The Treasurer shall display the financial records of the Corporation from time to time to other Directors and Owners upon reasonable request.

4.04. Duties of the Secretary. The Secretary shall keep full, complete and accurate minutes of all business of the Corporation transacted at meetings of the Owners and at meetings of the Board. The Secretary shall also keep and revise from time to time a list of names and addresses of all Owners of the Corporation. The Secretary shall take charge and custody of all other records of the Corporation. The Secretary shall, from time to time as reasonably requested, make the records of the Corporation available for examination by the Owners and the Directors. The Secretary will attest to the business of the Corporation when required to carry out the Corporation's business and will perform such other duties as may be assigned by the Board.

#### **ARTICLE V. CONTRACTS, PAYMENTS AND REIMBURSEMENTS**

5.01. Contracts. The Board of Directors shall have the power to authorize the President or other designated officer to sign contracts on behalf of the Corporation.

5.02. Payments of Debts. Each debt of the Corporation, when paid, shall be paid by means of a check issued by the Corporation and signed by such officer or officers of the Corporation as designated by the Board. If no designation is made by the Board, all checks shall be signed by the Treasurer.



5.03. Reimbursements. Notwithstanding any other provisions of these Bylaws, no person shall be entitled to reimbursement of any expenses which have been paid for the benefit of the Corporation without first presenting to the Treasurer a dated receipt in a form satisfactory to the Treasurer. No loans shall be made by the Association to any person or entity.

## ARTICLE VI. INDEMNIFICATION

6.01. No Personal Liability. The Directors acting as the Board of Directors shall enter into contracts or other commitments as agents for the Association, and they shall have no personal liability for any such contract or commitment except such liability as may be ascribed to them in their capacity as Owners.

6.02. Indemnification of Directors. The Board, at its discretion, may provide for general or special indemnification of the Directors to the fullest extent permitted by applicable law.

## ARTICLE VII. GENERAL PROVISIONS

7.01. Nonprofit Corporation. The Association is organized as a nonprofit corporation according to the laws of the State of Texas.

7.02. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in Harris County, Texas, a registered office, and a registered agent whose office is identified with such registered office, as required by law. The registered office and the registered agent may be changed from time to time by the Board.

7.03. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

7.04. Proof of Ownership. Any person or entity, on becoming an Owner of a Building Plot, shall, upon request, furnish to the Board a true and correct copy of the original, or of a certified copy, of the recorded instrument vesting that person or entity with ownership in the Building Plot, which copy shall be part of the records of the Corporation.

7.05. Registration of Mailing Address. The Owner or several Owners of an individual Building Plot shall have one and the same mailing address registered with the Association to be used by the Association for mailing of assessments, notices, demands, and all other communications, and such registered address shall be the only mailing address of the Owner or Owners to be used by the Association. The registered address of an Owner shall be deemed to be the mailing address of the Building Plot owned by that Owner unless a different address is furnished by that Owner to the Association.

7.06. Committees. The President or the Board may, from time to time, appoint from among the Owners such committees as may be deemed by the appointing President or Board to be of value in helping to carry on the business of the Corporation. Such committees shall serve only at the pleasure of the appointing President or Board, and shall serve without compensation.

7.07. Compliance. These Bylaws are intended to comply with the requirements of the Texas Business Organizations Code and the Texas Property Code.

7.08. Amendment. These Bylaws may be amended by the affirmative vote of a majority of the Owners present at a meeting of the Owners.

7.09. Invalid Provision. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as possible and reasonable, shall be valid and operative.

7.10. Article and Section Headings. The Article and Section headings used in these Bylaws have been inserted for administrative convenience only, and do not constitute matter to be construed in the interpretation of these Bylaws.



The foregoing 2018 Amended and Restated Bylaws of Trenton Place Civic Corporation was adopted by approval of fifty-three (53) Owners of Trenton Place Townhouses at a meeting of the Owners on September 16, 2018, called by the President and duly noticed, at which fifty-four (54) of the seventy-four (74) Owners were present.

This document and the vote of Owners described above are hereby verified by the Officer Directors below on behalf of the Board of Directors of the Corporation.

APPROVED AND CERTIFIED:

Sherri Cooley  
Sherri Cooley, President  
Trenton Place Civic Corporation

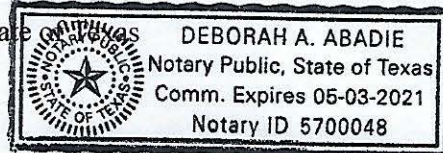
John Meltzer  
John Meltzer, Secretary  
Trenton Place Civic Corporation

State of Texas

County of Harris

This instrument was acknowledged before me on September 16, 2018 by Sherri Cooley, President of Trenton Place Civic Corporation, a Texas corporation, on behalf of said corporation.

Deborah A. Abadie  
Notary Public in and for the State of Texas

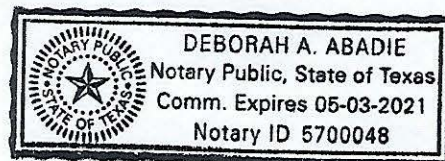


State of Texas

County of Harris

This instrument was acknowledged before me on September 16, 2018 by John Meltzer, Secretary of Trenton Place Civic Corporation, a Texas corporation, on behalf of said corporation.

Deborah A. Abadie  
Notary Public in and for the State of Texas



After Recording Return To:

Trenton Place Civic Corporation  
P.O. Box 445  
Bellaire, TX 77402

JJ

FILED FOR RECORD

8:00:00 AM

Monday, September 24, 2018

*Stan Stuart*

COUNTY CLERK, HARRIS COUNTY, TEXAS

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

THE STATE OF TEXAS

COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED; in the Official Public Records of Real Property of Harris County Texas

Monday, September 24, 2018



*Stan Stuart*

COUNTY CLERK  
HARRIS COUNTY, TEXAS