



BY-LAWS OF

NORTHWEST FOREST IMPROVEMENT ASSOCIATION, INC.

Basic Information

Association: Northwest Forest Improvement Association, Inc. ("the Association"), established by the Certificate of Formation filed with the Secretary of State of Texas on January 16, 1991, under file number 117898601, a Texas nonprofit corporation.

Declaration: The Declaration of Covenants dated March 15, 1982 and Restrictions dated March 31, 1983 for Northwest Village 1, Phase 1, Section V-A, B, JC, T are of record in the Public Records of Jefferson County, Texas.

Definitions: Capitalized terms used and not defined in the By-Laws have the meaning set forth in the Declaration.

Voting Members: Members entitled to vote or their proxies.

A. Members

A.1. Membership. Every owner of a lot in Northwest Forest is a Member of the Association. Membership is appurtenant to and may not be separated from ownership of a Lot.

A.2. Place of Meeting. Members meetings will be held at the Association's principal office or at another place designated by the Board.

A.3. Annual Meetings. Regular annual Members meetings will be held. The Board will determine the day and month. There will be at least one Member meeting during each calendar year,

A.4. Special Meetings. The president, a majority of the Board, or Owners having at least 20 percent of the votes of the Association may call special meetings.

A.5. Notice of Meetings. Written notice stating the place, day and hour of each Members' meeting, other than a reconvened meeting, is given to each Member not less than five (5) nor more than twenty (20) days before the meeting. The special Members' meeting notice must also state the meeting's purpose and no business may be conducted except as stated in the notice. Notice to a Member is deemed given when posted at www.nwfoa.org and or mailed. If mailed, notice is deemed given (whether received or not) when deposited with the United States Postal Service, properly addressed, postage prepaid. The Board may elect such other forms of notice as may be allowed.

from time to time by the Texas Property Code. Notice may be by text or email to a property owner if agreed to in writing by the property owner.

A.6. Waiver of Notice. A Member may, in writing, waive notice of a meeting. Attendance at a meeting is a waiver of notice of the meeting, unless the Member objects to lack of notice when the meeting is called to order.

A.7. Quorum. Action may be taken by the favorable vote of a majority of the votes cast by the Members of the Association present and voting at an annual or special meeting of the Members as long as notice is given in accordance with the by-laws and each purpose of the meeting for which a vote is required is stated in the Notice. No matter may be acted upon at a meeting of the Members unless it is specified in the Notice.

A.8. Majority Vote. Votes representing more than fifty percent (50%) of the votes at the meeting at which a quorum is present are a majority vote.

A.9. Proxies. Voting Members may vote by written proxy or by absentee ballot.

A.10. Conduct of Meetings. The president will preside over Members' meetings. The secretary will keep minutes of the meetings and will record in a minutes book the votes of the members.

B. Board

B.1. Governing Body - Composition. The affairs of the Association are governed by the Board. Each director has one (1) vote, Each Director must be a Member.

B.2. Number of Directors. The Board consists of not less than three (3) nor more than seven (7) directors. Within those limits, the Board may change the number of directors. No decrease may shorten the term of a director.

B.3. Term of Office. The initial directors served until the first annual meeting of Members. The terms of directors will be staggered. The term of a Board Member shall be two (2) years. The terms of the director will be staggered as determined by the Board.

B.4. Election. At subsequent annual Members meetings, successors for each director whose term is expiring will be elected. Cumulative voting is prohibited. The candidate or candidates receiving the most votes will be elected. The directors elected by the Voting Members will hold office until their respective successors have been elected.

B. 5. Removal of Directors and Vacancies.

B.4.a. Removal by Members. Any director may be removed, with or without cause, by a majority of the Voting Members. Any director whose removal is sought will be given notice of the proposed removal.

B.4.b. Removal by Board. Any director may be removed at a Board meeting if the director:

- i. Failed to attend three (3) consecutive Board meetings;
- ii. Failed to attend fifty percent (50%) of Board meetings within one year;
- iii. Is delinquent in the payment of any Assessment for more than ten (10) days; or
- iv. Is the subject of an enforcement action by the Association for violation of the Dedicatory Instruments.

B.4.c. Vacancies. A director's position becomes vacant if the director dies, becomes Incapacitated, resigns or is no longer a Member.

B.4.d. Successors. If a director is removed or a vacancy exists, a successor will be elected by the remaining directors for the remainder of the term.

B.6. Compensation. Directors will not receive any compensation. A director may be reimbursed for expenses approved by the Board.

8.7. Powers. The Board has all powers necessary to administer the Association's affairs including enforcement of all restrictions of record in the Official Public Records of Jefferson County, Texas as they now exist or may be amended in the future.

B.8. Management. The Board may employ a managing agent and delegate specified powers of the Board to the managing agent.

8.9. Accounts and Reports. Accounting must conform to good accounting practices. The Association shall obtain an annual audit of its records in accordance with the Section 82.114(0) of the Act. Accounts will not be commingled with accounts of other persons. The following financial reports will be prepared at least annually:

- a. An Income statement reflecting all Income and expense activity for the preceding period;
- b. A statement reflecting all cash receipts and disbursements for the preceding period;

- c. A variance report reflecting the status of all accounts In an "actual" versus "approved" budget format;
- d. A balance sheets as of the last day of the preceding period;
- e. A delinquency report listing all Owners who ere delinquent by more than thirty (30) days in paying any Assessment and describing the status of any action to collect those delinquent Assessments.

B.10. Borrowing. The Board may borrow money to maintain, repair or restore the Common Elements, and in accordance with the Declaration, the Association will have the right to contract with any person for the performance of various duties and functions. Such agreements require the approval of the Board.

C. Board Meetings

C.1. Regular meetings. Regular meetings of the Board will be held 10 times a year every month at such place and such time and date as decided by the Board. Notice of the time and place of the meetings will be given to directors not less than three (3) days and not more than fifteen (15) days before the meeting.

C.2. Special Meetings. Special meetings will be held when called by written notice signed by the President or by any three (3) Directors. The notice will specify the time and place of the meeting and the matters to be covered at the meeting,

C.3. Waiver of Notice. The actions of the Board at any meeting are valid ff (a) a quorum is present; and (b) either proper notice of the meeting was given to each director or a written waiver of notice is given by any director who did not receive proper notice of the meeting. Proper notice of a meeting will be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of proper notice.

C.4. Quorum of Board. At all meetings, a majority of the Board will constitute a quorum, and the votes of a majority of the directors present at a meeting at which a quorum is present constitutes the decision of the Board. ff the Board cannot act because a quorum is not present, a majority of the directors who are present may adjourn the meeting to a date not less than three {3} days or more than fifteen (15) days from the date the original meeting was called. At the reconvened meeting, if a quorum fs present, any business that may have been transacted at the meeting originally called may be transacted without further notice.

C.5. Conduct of Meetings. The President will preside at the Board Meetings. The secretary will keep minutes of the meetings and will record in a minute book the votes of the Directors.

C.6. Proxies. Directors may vote by written proxy.

C.7. Action without Meeting. Any action that may be taken at a Board meeting may be taken without a meeting by written consent setting forth the action taken signed by a sufficient number of the Boards as would be necessary to take that action at a meeting.

D. Officers

D.1. Officers. The officers of the Association are a President, Vice President, Treasurer and Secretary to be elected from the Members. The Board may appoint other officers having the authority and duties prescribed by the Board. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

D.2. Election, Term of Office and Vacancies. Officers will be elected annually by the Board following each annual meeting of the Voting Members. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

D.3. Removal. The Board may remove any officer whenever, in the Board's Judgment, the interests of the Association will be served thereby.

D.4. Powers and Duties. Officers have such powers and duties as are generally associated with their respective offices and as may be specifically conferred by the Board. The President is the Chief Executive Officer of the Association. The Treasurer has primary responsibility for the preparation of the budget and financial reports and may delegate all or part of the preparation and notification duties to a finance committee, management agent or both.

D.5. Resignation. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Resignation takes effect on the date of the receipt of the notice or at any later time specified in the notice.

E. Committees

The Board may establish committees by resolution and authorize the committees to perform the duties described in the resolution,

F. Miscellaneous

F.1. Fiscal Year. The Board may establish the Association's fiscal year by resolution. In the absence of a Board resolution determining otherwise, the Association's fiscal year is a calendar year.

F.2. Rules for Meeting. The Board may adopt rules for the conduct of meetings of Members, Board and committees.

F.3. Conflict. The Declaration controls over these By-laws.

F.4. inspection of Books and Records.

F.4.a. Inspection by Member. After a written request to the Association, a Member may examine and copy, in person or by agent, any Association books and records relevant to that purpose. The Board may establish rules concerning the (i) written request; (ii) hours, days of the week and place; and (iii) payment of costs related to a Member's inspection and copying of books and records.


F.4.b. Inspection by Director. A director has the right, at any reasonable time, and at the Association's expense, to examine and copy the Association's books and records at the Association's Principal Office and to inspect the Association's properties.

F.5. Notices. Any notice required or permitted by the Dedicatory Instruments must be in writing. Notices regarding enforcement actions must be given by certified mail, return receipt requested. All other notices may be given by regular mail. Notice is deemed delivered (whether actually received or not) when properly deposited with the United States Postal Service, addressed to a Member at the Member's last known address designated in a notice to the Members. Unless otherwise required by law or the Dedicatory Instruments, actual notice, however delivered is sufficient.

F.6. Amendment. These By-Laws may be amended only by the vote of a majority of its Voting Members in the Association at a meeting called for such purpose as long as notice is given in accordance with the by-laws.

The offices who are authorized to prepare, execute, certify and record amendments to the Declaration on behalf of the Association are the President and Secretary.

These By-Laws were adopted by a majority of the Members present at such Meeting held on the 25th day of October, 2022, following written notice to Members which were mailed or hand delivered to the Members on the 12th day of October 2022. The written notice states that one purpose of the Meeting was approved or reject a revision to the By-Laws.



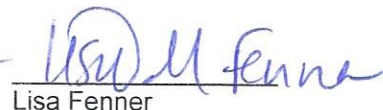
Kyle E. Knuppel

President



Howard Rusche

Vice -President



Lisa Fenner

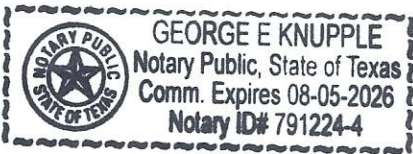
Treasurer / Acting Secretary

Secretary (position vacant at time of annual meeting)

STATE OF TEXAS

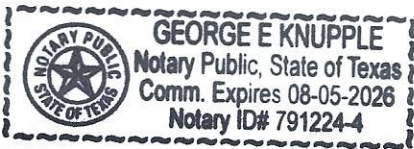
COUNTY OF JEFFERSON

BEFORE ME, the undersigned authority on the 09th day of January 2023, personally appeared Kyle E. Knupple, President of the Board of Directors of the Northwest Forest Improvement Association, Inc. known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purpose and consideration therein expressed and, in the capacity, therein stated.



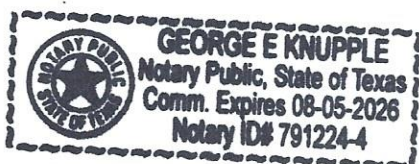

NOTARY PUBLIC STATE OF TEXAS

BEFORE ME, the undersigned authority on the 09th day of January 2023, personally appeared Howard Rusche, Vice-President of the Board of Directors of the Northwest Forest Improvement Association, Inc. known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purpose and consideration therein expressed and, in the capacity, therein stated.

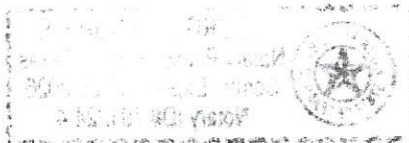



NOTARY PUBLIC STATE OF TEXAS

BEFORE ME, the undersigned authority on the 09th day of January 2023, personally appeared Lisa Fenner, Treasurer of the Board of Directors of the Northwest Forest Improvement Association, Inc. known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purpose and consideration therein expressed and, in the capacity, therein stated.




NOTARY PUBLIC STATE OF TEXAS



Return To

NORTHWEST FOREST IMPROVEMENT ASSOC
PO BOX 12219
BEAUMONT, TX 77726



FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Roxanne Acosta-Hellberg, County Clerk
Jefferson County, Texas

February 15, 2023 12:09:16 PM

FEE: \$50.00

2023004000

