

WEST BELLEFLOUVE PROPERTY OWNERS ASSOCIATION, INC.
- Bylaws of the Corporation -

Article I -- Board of Directors

529-86-3436

Section 1. -- Powers and Duties of the Board

- A. The property and affairs of the Corporation shall be managed and controlled by the Board of Directors, and subject to the restrictions imposed by the law, by the Articles of Incorporation, the Declaration of Covenants, or by these Bylaws, the Board of Directors shall exercise all of the powers of the Corporation.
- B. The duties of the Board of Directors include, but are not limited to: The elections of Officers of the Association; Appointment of members to the Architectural Control Committee; Adoption of the operating budget and setting of the annual assessment; And any other items that might be stated or implied in by law, by the Articles of Incorporation, by the Declaration of Covenants or elsewhere in these Bylaws.

Section 2. -- Number of Directors

The number of Directors shall be seven (7), but the number of directors may be increased or decreased (providing that such decrease does not shorten the term of any incumbent director) from time to time by amendment to these Bylaws, provided the number of Directors shall never be less than three (3).

Section 3. -- Term of Office

- A. The term of office for Directors shall be two years. The terms of the directors shall be staggered such that for any given year, the term of one-half of the directors expire. In the initial year, four Directors shall be elected for a one-year term, and three shall be elected for a two-year term.
- B. Any director may be removed from office, with or without cause, by a majority vote of all of the directors of the Corporation, or by a majority vote of the Members at a Meeting of the Members.

Any vacancies in the Board of Directors may be filled by the affirmative vote of a majority of the Directors then in office though less than a quorum of the Board of Directors. The new Board member shall complete the unexpired term of the past Director. ~~Appointment of a new Director(s) must be voted on, and approved, at two successive meetings of the Board.~~

Section 4. -- Meeting of Directors

The Directors may hold their meetings and may have an office and keep the books of the Corporation at such place or places in the State of Texas, or outside the State of Texas, as the Board of Directors may from time to time determine, provided, however, in the absence of any such determination by the board of Directors, the meeting shall be held at either the Ludington Club House facility, or at the registered office of the Corporation in the State of Texas.

At any meeting at which every Director then in office is present, even though without any notice, any matter pertaining to the purposes of the Corporation may be considered and acted upon.

A. Annual Meeting of the Board of Directors

The Annual Meeting of the Board of Directors shall be held at the Ludington Club House facility immediately following the Annual Meeting of Members, for the purpose of electing a President of the Association, who shall also serve as Chairman of the Board of Directors, a Secretary to the Board of Directors, and Officers of the Association for the ensuing year and to transact such other business as may be brought before such meeting. If held in accordance to this schedule, no notice of the Annual Meeting of the Board of Directors shall be necessary.

- I. If the Board of Directors, by majority vote, changes the date of the Annual Meeting of the Board of Directors for any given year, it must notify the membership 30 days prior to the scheduled date.

B. Regular Meetings of the Board of Directors

Regular meetings of the Board of Directors shall be held on the first Monday of each month at 8:00pm, unless such date falls on a legal or religious holiday. If such a date is a holiday, then the meeting shall be held on the next succeeding business day. Notice of such a change shall not be required.

C. Special Meetings of the Board of Directors

Special meetings of the Board of Directors shall be held whenever called by the President or by the Secretary or by a majority the entire Directors then in office.

The Secretary shall give notice of each such meeting to each Director in person, or by mail, telephone or telegraph, at least two (2) calendar days before the meeting. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a special meeting.

Section 5. -- Quorum

A majority of the Directors fixed by the Bylaws shall constitute a quorum for the consideration of matters pertaining to the purposes of the Corporation, but if at any meeting of the Board of Directors there be less than a quorum present, a majority of those present may adjourn the meeting. The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, except as otherwise provided by the Bylaws.

Section 6. -- Order of Business

At the meetings of the Board of Directors, matters pertaining to the purpose of the Corporation shall be considered in such order as from time to time the Board of Directors may determine.

At all meetings of the Board of Directors, the Chairman shall preside, and in the absence of the Chairman, a Director appointed by the meeting shall preside.

The Secretary of the Corporation shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 7. -- Executive Committee

The Board of Directors may, by resolution passed by a majority of the whole Board, designate two or more Directors in addition to the President to constitute an Executive Committee, which Committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the affairs of the Corporation except where actions of the Board of Directors is specified by statute. The Executive Committee shall act in the manner provided by such resolution. The executive Committee so designated shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the office of the Corporation, and shall report the same to the Board of Directors from time to time.

Section 9. -- Compensation of Directors

Directors, as such, shall not receive any salary or compensation for their services.

Article II -- Members and Voting Rights

Section 1 -- Definitions

The terms "Owner", "Fully Assessed Lot", "Developer", "Member", "Class A Member", and "Class B Member" shall have the same meaning in this Article II & III as they are defined in that certain Declaration executed by the Developer dated June 1, 1976, recorded in the Official Public Records of Real Property of Harris County, Texas under Film Code No. 152-02-1286, as the same may be amended time to time.

Section 2 -- Membership

The Owner of each Fully Assessed Lot, during the period of his ownership, shall automatically be a Class A Member of the Corporation.

Section 3 -- Voting Rights

The Corporation shall have the following class or classes of voting membership with the following rights:

Class A: The Owners of Fully Assessed Lots shall be the Class A Members (as defined in Article II, Section 2), and by virtue of such membership, the Owner of each Fully Assessed Lot shall be entitled to one vote in the Corporation. There shall be no fractional votes. When the Owners of a Fully Assessed Lot consists of more than one person or entity, they shall designate one of their number to cast their one vote with respect to such fully Assessed Lot.

Article III -- Meetings of Members

Section 1 -- Annual Meeting of the Members

The Annual Meeting of the Members shall be held at 7:00pm on the first Monday in December of each year, if not a legal or religious holiday, and, if a holiday, then on the next succeeding business day, for the purpose of electing Directors. Any business may be transacted at an Annual Meeting of Members, except as otherwise provided by law or by these Bylaws.

I. If the Board of Directors, by majority vote, changes the date of the annual meeting for any given year, it must notify the membership 30 days prior to the scheduled date.

Section 2 -- Special Meetings of the Members

A Special Meeting of the Members may be called at any time by at least 10% of the Class A Members, by a majority vote of the entire the Board of Directors, or by the President. Only such business shall be transacted at a Special Meeting as may be stated or indicated in the notice of such meeting.

Section 3 -- Notice of Meetings

Written or printed notice stating the place, day and hour of each Meeting of Members and, in the case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be delivered at least ten (10) days before the date of the meeting, either personally or by mail, to each Member of record entitled to vote at such meeting.

Section 4 -- Quorum

The presence at a meeting in person or by proxy of Members entitled to cast ten (10) percent of the Class A Members shall constitute a quorum. Except as otherwise required by law, the Articles of Incorporation, these Bylaws, or the Declaration, the affirmative vote of greater than 50% of the voting Members present shall be the act of the Members Meeting.

If the required quorum is not present, subsequent meeting will be held within 60 days until a quorum is obtained.

Section 5 -- Proxies

At all Meetings of Members, a Member may vote either in person or by proxy executed in writing by the Member or his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable or unless otherwise made irrevocable by law.

The Chairman or Secretary of the Corporation, acting at the direction of the Board, may solicit proxies on the Board's behalf. In solicitation of such the proxies, the Chairman or Secretary shall notify the Membership the purpose of such solicitation and how the proxies will be voted. If the solicitation is for the sole purpose of establishing a quorum, no other explanation shall be necessary within the proxy material.

Section 6 -- Order of Business

At the Meetings of the Membership, matters pertaining to the purpose of the Corporation shall be considered in such order as from time to time the Board of Directors may determine.

At all Meetings of the Membership, the President shall preside, and in the absence of the President, a Director appointed by a majority of the Directors present at the meeting shall preside.

The Secretary of the Corporation shall act as Secretary of all meetings of the Members, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Article IV -- Officers of the Association

Section 1 -- Titles and Terms of Office

The officers of the Association shall be a President (who shall also be the Chairman of the Board of Directors), a Secretary (who shall also serve as Secretary of the Corporation), a Treasurer, and four Vice Presidents, and such other officers as the Board of Directors may from time to time elect or appoint.

The term of office for each Officer is for one year, commencing with the Annual Meeting of the Board of Directors, or until a replacement is duly elected at the Annual Meeting.

All Officers shall be subject to removal, with or without cause, at any time by a vote of a majority of the whole Board of Directors.

Section 2 -- Vacancies

A vacancy in the office of any Officer shall be filled by a vote of a majority of the Board of Directors.

Section 3 -- Compensation

Officers shall receive such salary or other compensation for their services as the Board of Directors may from time to time determine.

ARTICLE V - Duties of the Officers of the Association

Section 1 -- President

The President shall preside at all meetings of the Membership and Board of Directors; shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall be in general charge of the properties and affairs of the Corporation; and in furtherance of the purposes of this Corporation, may sign and execute all bonds, deeds, conveyances, franchises, assignments, mortgages, notes, contracts and other obligations in the name of the Corporation.

Section 2 -- Vice Presidents

Each Vice President shall have, in addition to the role of Chair of one or more of the Standing Committees with the powers and duties described for each in Section V, such powers and duties as may be assigned by the Board of Directors.

The Board of Directors may appoint one Vice President to exercise the power of the President during that officer's absence or inability to act. Any actions taken by the so designated Vice President in the performance of duties of the President shall be conclusive evidence of the President's absence or inability to act at the time such action was taken.

Section 3 -- Treasurer

The Treasurer shall have custody of all funds and securities of the Corporation which come into his hands. When necessary or proper, he may endorse for collection on behalf of the Corporation checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such a manner as prescribed in the Banking and Investment Guidelines [attached as exhibit A], or by the Board of Directors. The Treasurer may sign all receipts and vouchers for payment made to the Corporation according to the Banking and Investment Guidelines. The Treasurer shall render a statement of the accounts at each Board Meeting; shall enter or cause to be entered regularly in the books of the Corporation to be kept for that purpose, full and accurate accounts of all moneys received and paid out on account of the Corporation; shall perform all acts incident with the position of Treasurer subject to the control of the Board of Directors.

The President, Director, or any other person appointed by the Board, shall exercise the powers of the Treasurer during that officer's absence or inability to act.

Section 4 -- Secretary

The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all Meetings of the Membership in books provided for that purpose; shall attend to the giving and serving of all notices; in furtherance of the purposes of this Corporation, may sign with the President in the name of the Corporation, and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation; shall have charge of the Corporate books, records, documents and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to the inspection of any Director or member upon application at the office of the Corporation during business hours; and shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors.

The President, or presiding officer shall appoint a Director or Member to exercise the powers of the Secretary during that officer's absence or inability to act.

Article V -- Committees of the Board

Section 1 -- General Information

Committees are to be chaired by an officer, who in carrying out the duties listed, shall have the power to authorize budgeted expenditures, and approve invoices up to a limit set in the Banking and Investment Guidelines adopted by the Board. The chair of each committee is responsible for reviewing and maintenance and/or service contracts related to their duties, and make recommendations to the Board on their adoptions, extensions, and terminations. Committee chairs will report on their activities at the monthly Board Meeting.

Section 2 -- Membership

Membership on any committee shall be open to all members of the Association. The chair of each committee, with the approval of the Board of Directors, may set a reasonable limit on the number of voting members of each committee. The President of the Association may act as an ex-officio member of each committee.

Section 3 -- Meetings

Meetings of any committee shall be open to any member or Director of the Association. Unless otherwise indicated in these By-laws, no notice of any meeting shall be necessary.

Section 4 -- Committees

- A Facilities Committee** is responsible for the maintenance and up-keep of the clubhouse building, pool facility, and both tennis courts. The committee is also responsible for the leasing of the clubhouse and or pool.
- B Parks & Recreation Committee** is responsible for the landscaping and general maintenance of all properties other than the clubhouse building, pool and tennis courts. The committee is also responsible for any playground equipment, and would be the focal point for any additional beautification programs.
- C Deed Restriction Control Committee** is responsible for maintaining the integrity of the deed restrictions within the Association. The committee is also responsible for developing and maintaining fair and equitable standards in the enforcement of deed restrictions.
- D Architectural Control Committee** is responsible for approval of new construction and other improvements as specified in the Declaration of Covenants.
- E Security Committee** is responsible coordinating and scheduling the coverage provided by any outside organization so contracted with by the Board of Directors. The committee is responsible for recommending any actions to improve security either on a long-term basis, or in response to individual events.
- F Block Captain Committee** is responsible for coordinating the Neighborhood Watch program and any other responsibilities so designated by the Board.
- G Ways & Means Committee** is responsible for recommending an operating and capital budget to the Board. Membership is to be made up entirely of non-directors appointed by the Board. The committee will work with the management company in reviewing requests for budgeted items from the standing committee heads and the Board in general. The Treasurer of the Association will chair the committee in a non-voting capacity. The committee will meet during the months of September and October, and present its findings to the Board in November.
- H Nominating Committee**, comprised of two or more Directors appointed by the President, will prepare a slate of candidates for the office of Director. The committee will meet during the month of October, and present its findings to the Board in November. The report of the nominating Committee must be approved by a majority of the entire Board.
- I Audit Committee** made up of non-directors appointed by the Board, will periodically review the books and financial dealings of the Association.

Article VI -- Miscellaneous Provisions

Section 1 -- Fiscal Year

The Fiscal Year of the Corporation shall commence on January 1st and terminate on December 31st. of each calendar year.

Section 2 -- Seal

The Seal of the Corporation shall be such as from time to time may be approved by the Board of Directors.

Section 3 -- Notice and Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these Bylaws, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his post office address, as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. A waiver of notices, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 4 -- Resignations

Any Director or Officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

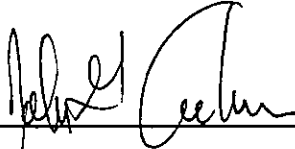
Section 5 -- Conduct of Meetings

The current edition of Robert's Rules of Order shall prevail in the conduct of all meetings of the Association, its Board, or its Members.

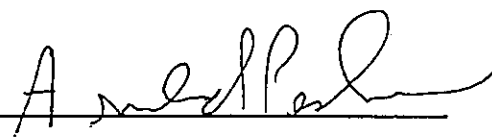
Article VII -- Amendments

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These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the full Board of Directors ~~at two successive Meetings of the Board of Directors;~~ or at any Meeting of the Membership if the notice of the proposed amendment is contained in the notice of said meeting.

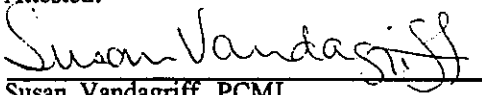
Approved November 4th, 1991.



John Gregory Adams, Chairman
Board of Directors
West Belfort POA, Inc.



Arnold Peskin, Secretary

Attested:


Susan Vandagriff, PCMI