

**BYLAWS OF
WALDEN'S TOWN HOUSE ASSOCIATION
(Revised April 2012)**

**ARTICLE I.
NAME AND LOCATION**

Section 1. The name of the Corporation is Walden's Town House Association, hereinafter referred to as "the Association".

Section 2. Meetings of members and trustees may be held at such places either within or without the State of Texas, as may be designated and directed by the Board of Trustees.

**ARTICLE II.
DEFINITIONS**

"Association" shall mean and refer to Walden's Town House Association, a Texas Non-Profit Corporation, its successors and assigns.

"Declarants" shall mean and refer to Jerry Deutser, Trustee, and S. Conrad Weil, Jr., Trustee, the Declarants in the Declarations of Restrictions.

"Declarations" shall mean and refer to the Declarations of Restrictions for Walden on Lake Conroe, Section Seven.

"Lot" shall mean and refer to a plot of land subject to the jurisdiction of the Association as is more fully specified in the said Declarations of Restrictions.

"Member" shall mean and refer to those persons who are the Owners, as such term is defined below, of a Lot or Lots which are a part of the Properties and are thus entitled to membership in the Association. The Association shall have one class of voting membership:

Members shall be entitled to one (1) vote for each Lot owned. The right to vote may be exercised by a Member or a Member's spouse, but in no event shall more than one (1) vote be cast for each Lot owned. When more than one (1) person holds an ownership interest in any Lot, the vote for such Lot shall be exercised as those Owners themselves determine and advise the Secretary of the Association prior to any meeting. In the absence of such advice, the Lot's vote shall be suspended in the event more than one (1) person seeks to exercise it. In no event shall more than one (1) vote be cast with respect to any Lot.

The Association shall act through a five (5) member Board of Trustees elected at the annual meeting in accordance with Article IV.

"Owner" shall mean and refer to the owner of a fee, undivided fee interest or a purchaser thereof under a contract of sale whether one or more persons or entities of any Lot which is a part of the Properties subject to a maintenance charge capable of being assessed by the Association, but excluding those having such interest merely as security for the performance of any obligation and those having only an interest in the mineral estate.

"Properties" shall mean and refer to that certain property described in the Declarations of Restrictions for Walden on Lake Conroe, Section Seven, a subdivision in Montgomery County, Texas.

**ARTICLE III.
MEETINGS OF MEMBERS**

Section 1. **Annual Meetings.** The regular annual meeting of the Members of the Association shall be held on the third Saturday in February of each year, at 10:00 a.m., at the principal office of the corporation. If such date for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first Saturday following which is not a legal holiday.

Section 2. **Special Meetings.** Special meetings of the Members may be called upon the written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the membership, or by the Board of Trustees.

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 any person(s) authorized to call a meeting, by mailing a copy of such notice, postage paid, at least fifteen (15) days, but not more than fifty (50) days before 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 the notice. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting of the Members, 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 total votes of all Members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or by these Bylaws. Absentee and electronic ballots shall count for purposes of establishing a quorum. In the absence of a quorum at a meeting of Members, the meeting may be adjourned and immediately reconvened for the sole purpose of conducting Trustee elections. The quorum required for election of Trustees at the reconvened meeting shall be the number of votes cast in person, by proxy, by absentee ballot or electronic ballot. For any purpose other than the election of Trustees, if at any meeting of Members the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

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 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. **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 7. **Election.** 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 TRUSTEES

Section 1. **Board of Trustees.** The affairs of this Association shall be managed by a Board of a minimum of five (5) Trustees. In addition to the Trustees, a minimum of two (2) Alternate Trustees shall be elected by the Members, who shall be classified as Alternate Trustee 1 and Alternate Trustee 2. Alternate Trustees shall serve a three (3) year terms, unless seated as a Trustee in accordance with this Section. The Alternate Trustees may attend all Trustee meetings but shall have no voting rights. The Alternate Trustee shall automatically replace any Trustee who fails to complete and fulfill his or her term. In the event of a vacancy, Alternate Trustee 1 shall be seated on the Board of Trustees first, and if necessary because of another vacancy, Alternate Trustee 2 shall be seated. The Alternate Trustee shall then serve as a Trustee for the unexpired term of the Trustee replaced. If an Alternate Trustee is seated as a Trustee in accordance with this Section, at the Board's next regularly scheduled meeting, the Board of Trustees shall appoint, by majority vote, another Alternate Trustee to serve the remaining unexpired term of the Alternate Trustee replaced.

Section 2. **Term of Office.** There shall be three (3) classes of Trustees. There will be one (1) Trustee in the first class, there will be two (2) Trustees in the second class, and there will be two (2) Trustees in the third class, who will hold office for three (3) year terms and until their successors are elected and qualified. At each annual meeting of Members, Trustees will be elected for the class whose term of office expires at that meeting, and they will hold office until the third annual meeting of Members after their election and until their successors are elected and qualified.

Section 3. **Term Limits.** No person shall serve more than two (2) consecutive three (3) year terms. A Trustee who has served two (2) consecutive terms shall not be elected or appointed to the Board of Trustees unless that person has not served on the Board of Trustees for at least three (3) years since his or her previous service.

Section 4. **Nomination.** Nomination for election to the Board of Trustees shall be made by a Nominating Committee. Nominations may also be made from the floor at the Annual Meeting. The Nominating Committee shall consist of a Chairman who shall be a member of the Board of Trustees, and two (2) or more Members of the Association. The Nominating Committee shall be appointed by the Board of Trustees prior to each annual meeting of the Members to serve from the close of such annual meeting until the close of the next meeting. The Nominating Committee shall make as many nominations for election to the Board of Trustees as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 5. **Election.** Election to the Board of Trustees shall be by signed written ballot. At such election the Members or their proxy may cast, in respect of each vacancy, as many votes as they are entitled to cast under the provisions of the Declarations. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 6. **Removal.** Any Trustee 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 Trustee, his successor shall be filled by an Alternate Trustee, or if no Alternate Trustee is available, by the remaining members of the Board, and shall serve for the unexpired term of his predecessor. Any Board member whose term has expired must be elected by the owners who are Members of the Association. A Board member may be appointed by the Board only to fill a vacancy caused by a resignation, death or disability, as provided in these Bylaws. A Board member appointed to fill a vacant position shall serve the unexpired term of the predecessor Board member.

Section 7. **Compensation.** No Trustee shall receive compensation for any service he may render to the Association; provided, however, any Trustee may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE V.

MEETING OF TRUSTEES

Section 1. **Regular Meetings.** Regular meeting of the Board of Trustees shall be held annually without notice, 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 Trustees shall be held when called by the President of the Association or by any Trustee after not less than three (3) days' notice to each Trustee, which such notice may be waived at or prior to such meeting.

Section 3. **Quorum.** A majority of the number of Trustees shall constitute a quorum for the transaction of business. Every act or decision done or made by majority of the Trustees present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. **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 5. **Board Meeting 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 6. **Board Meetings Without Notice to Members.** The Board, by any method of communication, including electronic and telephonic meetings, may meet without prior notice to Members, if each Trustee may hear and be heard by every other Trustee, or the Board may take action by unanimous written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate Board attention. The 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.

ARTICLE VI.

POWERS AND DUTIES OF THE BOARD OF TRUSTEES

Section 1. **Powers.** The Board of Trustees shall have power to:

- (a) Suspend the rights of the use of any facilities or services provided by the Association 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 from infraction of published rules and regulations;
- (b) Exercise for the Association all powers, duties and authority vested in or designated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declarations;
- (c) Declare the office of a member of Trustees to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Trustees; and
- (d) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties and the terms of employment or services.

Section 2. **Duties.** It shall be the duty of the Board of Trustees 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 a statement is requested in writing by one-fourth (1/4) of the Class A Members who are entitled to vote;
- (b) Supervise all officers, agent and employees of the Association, and to see that their duties are properly performed;
- (c) To fix the amount of the annual assessment against properties subject to the jurisdiction of the Association and to take such actions as it deems appropriate to collect such assessments and to enforce the lien given to secure payment thereof;
- (d) Issue, or to cause an appropriate office 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 such liability and hazard insurance as it may deem appropriate on any property or facilities owned by the Association; and,
- (f) Cause any officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

Section 3. **Check Signing and Account Reconciliation.** All Association checks must be signed by at least two (2) Trustees, except that the Trustee who prepares the check shall not be a signatory for the check.

Section 4. **Emergency Expenditures.** Notwithstanding the requirements set out in Article VI, Section 3, a Trustee shall have the authority to draft and sign checks, without the signature of another Trustee, for expenditures less than one-thousand dollars (\$1,000.00) and for emergency purposes.

ARTICLE VII.

OFFICERS AND THEIR DUTIES

Section 1. **Enumeration of Officers.** The officers of this Association shall be a president, who shall be at all times a member of the Board of Trustees; a vice president; a secretary; and a treasurer, and such other 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 Trustees 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 or she 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 who shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time determine.

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 by 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 Officers. No person shall simultaneously hold more than one (1) office except the office of Vice President, Secretary, Treasurer and/or special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers of the Association are as follows:

- (a) **President.** The President shall preside at all meetings of the Board of Trustees and of the Association; shall see the orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and promissory notes.
- (b) **Vice President.** 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.
- (c) **Secretary.** 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.
- (d) **Treasurer.** The Treasurer shall receive and deposit in appropriate bank account all monies of the Association and shall disburse such funds as directed by resolution of the Board of Trustees; shall sign promissory notes of the Association; keep proper books of account; and to make the same available for inspection by Members of the Association during normal business hours.

ARTICLE VIII.

COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these Bylaws. The Board of Trustees shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE IX.

BOOK AND RECORDS

The books, records and papers of the Association shall be available for copying and inspection in accordance with the Association's Records Production Policy.

ARTICLE X.

ASSESSMENTS

As more fully provided in the Declarations, each Member is obligated to pay the Association certain 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 days after the due date, the assessments shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and the Association may bring an action at law against the Owner(s) personally obligated to pay the same or foreclose the lien 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 any of the facilities or services provided by the Association or by abandonment of his Lot.

ARTICLE XI.

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name of the Association and the word "Texas".

ARTICLE XII.

AMENDMENTS

Section 1. Amendments. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of majority of a quorum of Members present in person or by proxy or by the Board of Trustees.

Section 2. Conflict. 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 Declarations and these Bylaws, the Declarations shall control.

ARTICLE XIII.

MISCELLANEOUS

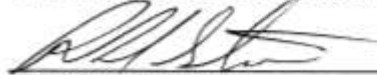
The fiscal year of the Association may begin on the 1st day of January and end on the 31st day of December of every year, except that the fiscal year shall begin on the date of incorporation.

An annual report consisting of at least the following shall be made available at each meeting of Members and to all Members within one hundred twenty (120) days after the close of the fiscal year: (1) a balance sheet; (2) an operating (income) statement; and (3) a statement of changes in financial position for the fiscal year. The annual report referred to above may be prepared on an audited or reviewed basis, by an independent certified public account as determined by a majority vote of the Board of Trustees.

The Association shall routinely engage the services of a licensed Texas attorney, with experience in representing Texas property owners associations, to assist in assurance with compliance with laws and regulations applicable to the Association. The Association's attorney may provide an annual opinion letter to the Association advising that compliance with applicable laws and regulations has been met.

IN WITNESS WHEREOF, we being all the Trustees of the Walden's Town House Association, have hereunto set our hands this the 23rd day of April, 2012.

WALDEN'S TOWN HOUSE ASSOCIATION



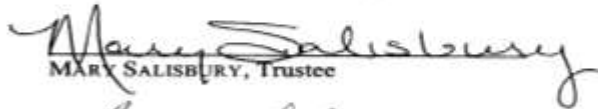
RICK STONE, President



AL TRUSKOWSKI, Vice President



CAROL DAUGHERTY, Secretary/Treasurer



MARY SALISBURY, Trustee



SANDRA RHODES, Trustee

FILED FOR RECORD

07/05/2012 3:35PM

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.

07/05/2012



Mark Tumbull

County Clerk
Montgomery County, Texas

regulations has been met.

IN WITNESS WHEREOF, we being all the Trustees of the Walden's Town House Association, have hereunto set our hands this the 23rd day of April, 2012.

WALDEN'S TOWN HOUSE ASSOCIATION



RICK STONE, President



AL TRUSKOWSKI, Vice President



CAROL DAUGHERTY, Secretary/Treasurer



MARY SALISBURY, Trustee



SANDRA RHODES, Trustee