

BYLAWS OF
WATERBROOK WEST COMMUNITY ASSOCIATION
A NONPROFIT CORPORATION

IDENTIFICATION - ARTICLE I

1.01 NAME: The name of the Corporation is the WATERBROOK WEST COMMUNITY ASSOCIATION, hereinafter sometimes referred to as the "Association".

1.02 REGISTERED OFFICE AND REGISTERED AGENT: The Association shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

1.03 SEAL: The seal of the Association shall be circular in form and capable of being imprinted onto paper. The name of the Association shall appear in the upper part of the seal, while a five pointed star shall appear in the seal's center, with the word TEXAS being formed at the points of the star, which by affirmative vote of the Board of Directors the establishment of said seal is hereby dispensed with.

MEMBERS - ARTICLE II

2.01 CLASSES OF MEMBERS: The association shall have only one class of members. Each Owner, whether one or more persons or entities, of a Lot shall, upon and by virtue of becoming such Owner, automatically become a member of the Association and shall remain a member thereof until his ownership ceases for any reason.

at which time his membership in the Association shall automatically cease. Membership in the Association shall be appurtenant to and shall automatically follow the legal ownership of each Lot and may not be separated from such ownership. Whenever the legal ownership of any Lot passes from one person to another, by whatever means, it shall not be necessary that any instrument provide for transfer of membership in the Association, and no certificate of membership will be issued.

2.02 VOTING RIGHTS: Each Member shall be entitled to one vote for each Lot in Waterbrook West in which he or she holds the interest required for membership as noted herein above. When more than one person holds such interest or interests in any such Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they among themselves determine, but, in no event, shall more than one vote be cast with respect to any such Lot.

MEETING OF THE MEMBERS - ARTICLE III

3.01 ANNUAL MEETING: An annual meeting of the members shall be held on the 17th day of April, in each year, beginning with the year 1985, at the hour of 7:30 o'clock p.m., for the purposes of electing Directors and for the transaction of other business as may properly come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas or on a Saturday or Sunday, then such meeting shall be held on the next succeeding business day. If the election of the Directors shall not be held on the day designated herein for any annual meeting or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

3.02 NOTICE OF MEETINGS: Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor

more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association, with postage thereon prepaid.

3.03 INFORMAL ACTION BY MEMBERS: Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without meeting, if a consent, in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

3.04 QUORUM: The members holding Twenty Percent (20%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting, unless a different amount for a particular subject is called for by the Declaration of Restrictions, Covenants and Easements for Waterbrook West or by the terms of these bylaws. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

3.05 SPECIAL MEETING: Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

3.06 PLACE OF MEETINGS: The Board of Directors may designate any appropriate place within Fort Bend County, Texas, as the place of meeting for any annual or special meeting of the members.

3.07 PROXIES: At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-

in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

3.08 VOTING BY MAIL: Where Directors are to be elected by the members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

3.09 REMOVAL OF A DIRECTOR FROM OFFICE: A Director may be removed from office upon affirmative vote of at least eighty percent (80%) of the members who are voting in person or by proxy at a special meeting of the members. The presence, in person or by proxy, at a special meeting of the members entitled to cast sixty percent (60%) of the votes of the membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called and the required quorum at any such subsequent meeting shall be the presence, in person or by proxy, of members entitled to cast thirty percent (30%) of the votes of the membership. Written notice shall be given of an intention to remove a Director at such meeting(s) as part of the notice given of such meeting(s) as noted in these bylaws. No such subsequent meeting shall be held more than fifty (50) days following the preceding meeting.

BOARD OF DIRECTORS - ARTICLE IV

4.01 GENERAL POWERS: The affairs of the Association shall be managed by its Board of Directors who shall be members of the Waterbrook West Community Association. The Board of Directors of the Association shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by law or by the Declaration of Restrictions, Covenants and Easements for Waterbrook West, this Association's Articles of Incorporation, or these Bylaws, prohibited. These powers shall specifically include, but shall not be limited to the following:

- (a) To exercise all powers specifically set forth in the Declaration of

Restrictions, Covenants, and Easements as noted above, this Association's By-laws, Articles of Incorporation, and all powers incidental thereto.

(b) To make assessments for the purposes set forth in the above noted Declaration of Restrictions, Covenants, and Easements (included but not limited to taxes, maintenance, repair, upkeep, replacement, insurance for the Association and the common areas, and the hiring of personnel to assist in such duties), collect such assessments by all procedures open under law, including but not limited to enforcement of assessment liens, including but not limited to the powers to file liens and bring foreclosure actions, and to do all things permitted for an Association to do under the Texas Non-Profit Corporation Act.

(c) To employ, dismiss and control the personnel necessary for the furtherance of the Association, including the right and power to employ attorneys, accountants, contractors, and other professionals as the need arises.

4.02 NUMBER, TENURE, AND QUALIFICATIONS: The number of Directors shall be five (5). Each Director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.

4.03 REGULAR MEETINGS: A regular meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, within Fort Bend County, Texas, as the place for holding any special meetings of the Board called by the Board.

4.04 SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix the place within Fort Bend County, Texas as the place for holding any special meetings of the Board.

4.05 NOTICE: Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally

or sent by mail or telegram to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, properly addressed, with postage thereon. If notice is to be by telegraph, such notice shall be deemed to be delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

4.06 QUORUM: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.07 MANNER OF ACTING: 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 of Directors, unless the act of a greater number is required by law or by these bylaws.

4.08 VACANCIES: Any vacancy, from whatever cause, occurring in the Board of Directors, shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

4.09 COMPENSATION: A Director shall not receive any salary for serving as a Director, save for out of pocket expenses actually incurred by the Director in furtherance of the business of the Association.

4.10 ADVISORY DIRECTORS: The Directors shall have the power to elect one or more advisory directors from the residents of Waterbrook West to serve for such periods of time as the Board of Directors shall deem appropriate, for the purpose of providing advice and counsel to the Board of Directors, provided that such advisory director has no right to act on behalf of the Association.

4.11 INFORMAL ACTION BY DIRECTORS: Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

OFFICERS - ARTICLE V

5.01 OFFICERS: The officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, as allowed under the laws of the State of Texas.

5.02 ELECTION AND TERM OF OFFICE: The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

5.03 REMOVAL OF OFFICER FROM OFFICE: An officer of the Association may be removed from office. Any officer elected or appointed by the Board of Directors

may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served.

5.04 VACANCIES: A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5.05 PRESIDENT: The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members. The President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

5.06 VICE PRESIDENT: In the absence of the President, or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all of the powers of the President and be subject to all restrictions upon the President. Any Vice President shall perform the other duties which may be assigned from time to time by the Board of Directors.

5.07 TREASURER: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such financial institutions as shall be selected in accordance with these bylaws.

5.08 SECRETARY: The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices as required by these bylaws or by law, and perform all duties incident to the office of the Secretary and such other duties as

from time to time may be assigned to him by the President or Board of Directors.

5.09 ASSISTANT TREASURER AND ASSISTANT SECRETARY: The Board of Directors, in its discretion, may appoint such assistant treasurers and assistant secretaries as may be necessary for the furtherance of the Association.

COMMITTEES - ARTICLE VI

6.01 COMMITTEES: The Board of Directors shall appoint various members of the Association to serve on any committee required under the Declaration of Restrictions, Covenants and Easements for Waterbrook West and may create other committees to assist it in its work of the furtherance of the Association.

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS - ARTICLE VII

7.01 CONTRACTS: The Board of Directors may authorize any officer or officers, agent or agents of the Association, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

7.02 CHECKS AND DRAFTS: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President.

7.03 DEPOSITS: All funds of the Association shall be deposited from time to time to the credit of the Association in such financial institutions as may be selected by the Board of Directors. The Board of Directors shall select a financial institution which is insured by either the F.D.I.C. or F.S.L.I.C. units of the United States Government.

7.04 GIFTS: The Board of Directors may accept on behalf of the Association

any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

MISCELLANEOUS - ARTICLE VIII

8.01 The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the members, Board of Directors, and committees and shall keep such records at the registered office of the Association. Such records shall contain the names and addresses of all members entitled to vote on Association matters. All books and records of the Association may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

8.02 FISCAL YEAR: The fiscal year of the Association shall begin on the first day of January, and end on the last day of December of each year.

8.03 WAIVER OF NOTICE: Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of this Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

8.04 AMENDMENTS TO BYLAWS: These Bylaws may be altered, amended, repealed or modified, and new Bylaws may be adopted, upon affirmative vote of at least sixty-seven percent (67%) of the votes of the members who are voting in person or by proxy at the annual meeting or at a special meeting of the members and upon affirmative vote of four (4) members of the Board of Directors. Written notice shall be given of an intention to alter, amend, repeal, or modify these Bylaws or to adopt new Bylaws at such meeting as part of the notice given of such meeting as noted in these Bylaws.

ADOPTED this 20 day of June, 1984

Edward J. Krausberger
DIRECTOR

Murray N. Kamenberger
DIRECTOR

Charles Hurd
DIRECTOR

[Signature]
DIRECTOR

Ozzie K. Jones
DIRECTOR