

BYLAWS OF
WESTWOOD ESTATES COMMUNITY IMPROVEMENT ASSOCIATION
A NONPROFIT CORPORATION

P.O. BOX 5295
BRYAN, TX 77805

ARTICLE I PURPOSE OF ASSOCIATION

Section One. Principle address The principal address of the Westwood Estates Community Improvement Association (hereafter referred to as the Association), a nonprofit corporation in the state of Texas shall be P.O. Box 5295, Bryan, Texas 77805.

Section Two. Purpose The purpose of the Association is to improve the quality of life for the members of the Association. The deed restrictions of the Westwood Estates Subdivision, require the existence of the Association. In the event of any conflict between the bylaws and the deed restrictions of the Westwood Estates Subdivision, the deed restrictions shall take precedence over the bylaws.

ARTICLE II. MEMBERS

Section One. Membership Requirements. The owner of each lot in the Westwood Estates Subdivision, Bryan, Texas shall automatically be a member of the Association. The Braver Corporation, Inc., the original developer of the subdivision, is excluded from membership in the Association. Membership in the Association is strictly limited to the owners of lots in said subdivision.

Section Two. Voting. Each member of the Association shall be entitled to one vote for every full lot owned, on any matter submitted to a vote of the membership. Only one vote shall be allowed for each full lot owned. The owners of buildings in Block H shall be entitled to one vote per dwelling unit. Proxies shall apply only at a specified meeting. Absentee votes shall apply only to specific matters specified on the absentee ballot and shall not apply to any other matters.

Section Three. Termination of Membership. Membership in the Association shall end upon termination of ownership of all of the member's real property in the Westwood Estates Subdivision.

ARTICLE III. BOARD OF DIRECTORS

Section One. Responsibilities. The responsibilities of the board of directors of the Association include but are not limited to:

1. Management of the Association's fiscal and financial affairs, assets, and resources.
2. Enforcement of the deed restrictions of the Westwood Estates Subdivision.
3. Publication of a newsletter for Association members, at least once per calendar quarter.
4. Establishment of the rate of membership dues, and collection thereof.

Section Two. Composition of Board of Directors. The board of directors of the Association shall consist of the following officers: president, vice-president, treasurer, secretary, and director-at-

large. No director may hold more than one office on the board of directors. Each director must be an Association member in good standing, meaning that he or she is qualified as an Association member (see Article II, Section One) and is not delinquent in payment of dues (see Article VIII, Section Three). Failure to remain a member in good standing shall be grounds for removal from office.

Section Three. Election and Term of Office. An annual election shall be held at the January annual meeting of members (see Article IV, Section One) in order for new members of the board of directors to be elected by the membership of the Association (see Article II, Section Two). Nomination of new directors shall be made by a nominating committee appointed by the president of the then current board of directors. Additional nominations may be made by Association members at the time of the election. The specific office to be held annually by each director shall be determined by the board. The term of office of directors shall be two years. The directors shall be elected in alternating years, with three new directors elected in odd-numbered years and the two new directors elected in even-numbered years.

Section Four. Vacancies. A vacancy on the board shall be filled by a new director for the unexpired term. The new director shall be appointed by the remaining directors.

Section Five. President. The president of the board of directors shall be the principal executive officer of the Association and shall preside over all of the business and affairs of the Association. He or she shall preside over all meetings of the members and of the board of directors. He or she may sign, with the secretary or any other designated director, any deeds, mortgages, bonds, contracts, or other instruments that the board of directors has authorized to be executed, except in cases where the signing and execution of such instruments is expressly delegated (by the board of directors, by these bylaws, or by statute) to some other director or agent of the Association. In general, he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors.

Section Six. Vice-President. In the absence of the president, the vice-president shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all restrictions on the president. The vice-president shall perform such other duties as may be assigned to him or her by the president or by the board of directors.

Section Seven. Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; supervise the receipt of, and the issuing of receipts for, moneys due and payable to the Association from any source whatsoever, and ensure that all such moneys are deposited in the name of the Association in such banks or other depositories as directed by the board of directors; and perform all the duties incident to the office of treasurer and such other duties as may be assigned to him or her by the president or by the board of directors.

Section Eight. 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; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the Association's records; keep a register of post office address of each Association member as furnished by such member to the secretary; and perform all duties incident to the office of secretary and such others duties as may be assigned to him or her by the president or by the board of directors.

Section Nine. Director-at-Large. The director-at-large shall not have any specific duties, except as prescribed by the president or by the board of directors.

ARTICLE IV. MEETINGS OF MEMBERS

Section One. Annual Meeting. A general meeting of the members shall be held during the month of January of each year, for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section Two. Special Meetings. Special meetings of the members may be called either by the president of the board of directors or by a petition of members representing not less than 25 percent of the votes of the membership (see Article II, Section Two).

Section Three. Place of Meeting. The board of directors may designate any reasonable place and time for any annual meeting or for any special meeting.

Section Four. Notice of Meetings. Written, printed, or oral notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to members entitled to vote at such a meeting, not less than two (2) weeks before the date of such meeting, by or at the direction of the president, the secretary, or the persons calling the meeting. In case of a special meeting or when required by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member at his or her address as shown by the records of the Association, with prepaid postage thereon.

Section Five. Quorum. A quorum at a meeting of members shall be constituted by members or their proxies representing 25 percent of the voted of the membership (see Article II, Section Two), with the exception of the required majority for changing these bylaws (see Article X, Section One). If a quorum is not present at any meeting of members, then the meeting shall be adjourned without further notice.

ARTICLE V. MEETINGS OF DIRECTORS

Section One. Regular Meetings. A regular annual meeting of the board of directors shall be held, without notice other than these bylaws, immediately following the annual meeting of members. The board of directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than such resolution. In addition to the annual meeting, the board of directors shall meet at least once per quarter, for the purpose of conducting the affairs of the Association.

Section Two. Special Meetings. Special meetings of the board of directors may be called by or at the request of either the president or any three directors.

Section Three. Notice. Notice of any special meeting of the board of directors (see Article V, Section Two) shall be given at least one (1) week prior thereto by written notice delivered personally or sent by mail or telegram to each director at his or her address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with prepaid postage thereon. If the notice is given by telegram, such notice shall be deemed to be delivered when the telegram is 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 when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not properly called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by the bylaws. This requirement of notice does not apply to the regularly scheduled meetings of the board of directors (see Article V. Section One).

Section Five. Manner of Acting. The act of a majority of the directors present at a meeting of the board (if a quorum of directors is met, as defined in Article V. Section Four) shall be the act of the board of directors, unless the act of a greater number is required by these bylaws.

ARTICLE VI. COMMITTEES AND BLOCK CAPTAINS

Section One. Committees. The board of directors, by majority resolution, may designate one or more committees, each of which may include one or more directors. These committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the Association. However, the designation of such committees and the delegation of the authority thereto shall not operate to relieve the board of directors of any individual director of any responsibility imposed on the board or on any individual director. The board of directors may abolish any committee established under the board's direction whenever, in the board's judgement, the best interests of the Association would be served thereby.

Section Two. Chairman. One member of each committee shall be appointed chairman of the committee by the person or persons authorized to appoint the members thereof.

Section Three. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section Four. Quorum. Unless otherwise provided in the board's resolution establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section Five. Rules. Each committee may adopt rules for its own government, as long as such rules are consistent with these bylaws and with any rules or policies adopted by the board of directors.

Section Six. Block Captains. The board of directors shall appoint block captains to serve as a liaison between Association members and the board and to perform such duties as specified by the board.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section One. Contracts. The board of directors may authorize any agent of the Association to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be either general or confined to specific instances, at the direction of the board of directors.

Section Two. Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall

be signed by such officer or agent of the Association and in such manner as shall be determined by resolution of the board of directors. In the absence of such determination by the board of directors, disbursements of less than \$300 shall be signed by either the treasurer or the president of the board of directors of the Association. Disbursements of \$300 or more must be signed by any two of the following members of the board of directors: president, vice-president, treasurer. If required by the board of directors, all directors or agents authorized to disburse Association funds shall give a bond for the faithful discharge of their duties in such sum and with such surety as the board of directors shall direct.

Section Three. Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks or other depositories as the board of directors may select.

Section Four. Gifts. The board of directors may accept on behalf of the Association any contribution, gift, bequest, or other donation for any general or specific purpose of the Association.

ARTICLE VIII. DUES

Section One. Dues. The amount of membership dues payable to the Association shall be established by the board of directors and shall not exceed fifteen dollars (\$15.00) per quarter (per full lot or, in Block H, per dwelling unit) without the approval of a majority of a quorum (see Article IV, Section Five) of the membership of the Association. Dues shall be payable on each full lot or, in Block H, on each dwelling unit.

Section Two. Payment of Dues. Dues shall be payable quarterly or as otherwise established by the board of directors. Dues of a new member shall begin on the first day of the month following purchase of real property in the Westwood Estates Subdivision.

Section Three. Delinquent Dues. Payment of dues shall be deemed delinquent and immediately collectable upon failure to pay for a period of time equivalent to two payment periods (see Article VIII, Section Two). The board shall attempt to collect any and all delinquent dues by whatever means necessary and in accordance with these bylaws, the Westwood Estates Subdivision deed restrictions, and the laws of the state of Texas.

ARTICLE IX. MISCELLANEOUS

Section One. Books and Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of its members, of the board of directors, and of committees having any of the authority of the board of directors. In addition, a record listing the names and addresses of the members entitled to vote shall be kept by the secretary of the board of directors. Members are solely responsible for providing the secretary with written notice of any change in their address or membership status. All books and records of the Association may be inspected by any member or his agent for any proper purpose at any reasonable time.

Section Two. Fiscal Year. The fiscal year of the Association shall coincide with the calendar year.

Section Three. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Nonprofit Corporation Act, of the Articles of Incorporation of the

Association, of the bylaws of the Association, or of the Westwood Estates Subdivision deed restrictions, 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 the giving of such notice.

ARTICLE X. AMENDMENTS

Section One. Power of Members to Amend Bylaws. The bylaws of the Association may be amended, repealed, revised, or replaced by an affirmative vote of more than 50 percent of the votes of the Association's members (see Article II, Section Two) at a meeting called for the purpose. Any such changes shall become effective on the date of adoption. Any changes to these bylaws shall conform to the deed restrictions of the Westwood Estates Subdivision.

RESOLUTION

The revised bylaws attached hereto are suitable for governing the conduct of the affairs of the Westwood Estates Community Improvement Association and are in the best interest of the members of the Association. Furthermore, these bylaws are preferable to, and henceforth shall replace the original bylaws adopted by the Association on March 15, 1977.

It is therefore resolved, on this 9th day of January, 1985 that the revised bylaws, attached hereto, henceforth shall be the bylaws of this Association, having been adopted by an affirmative vote of the required majority of membership as required in the bylaws adopted on March 15, 1977.

It is further resolved that these bylaws be authenticated as such and be placed in the Association's minutes and that a complete and accurate copy of these bylaws be made available for inspection by Association members at any reasonable time.

The adoption of this resolution is hereby certified and approved on behalf of the Association by the board of directors.