

Bolton Place Townhouse Association

Bylaws

Article I

Officers

Section 1.

The principal office of the corporation shall be in the City of Houston, State of Texas.

Section 2.

The corporation may also have offices at such other places as the Board of Directors may from time to time select or the business of the corporation require.

Article II

Definitions

Section 1.

The term “association” shall mean Bolton Place Townhouse Association, Inc. a Texas Non-Profit Corporation.

Section 2.

The term “Declaration” shall mean the instrument entitled “Restrictions, Covenants, and Conditions, Bolton Place, a Townhouse Subdivision”, dated September 20, 1968 executed by Preston M. Bolton, et al, recorded in volume 7642 at page 139 of the Deed Records of Harris County, Texas.

Section 3.

The term “Member” shall have the meaning indicated in Article Five of the articles of Incorporation of the Association.

Section 4.

The term “Lot” shall mean a lot in Bolton Place, which is subject to the maintenance charge provided for in the Declaration.

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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 (3rd) Tuesday in February of each year, beginning in 1995, at 7:30 P.M. at the principal office of the Association or at such other time or place as may be determined by the Board of Trustees. 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 day following which is not a legal holiday.

Section 2. Special Meetings

Special meetings of the Members may be called at any time by the President, by the Board of Trustees, or in such other manner as is provided by law.

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 person authorized to call the meeting, by mailing a copy of such notice, postage paid, at least fifteen (15) 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 notice. Such notice shall specify the place, day, and hour of the meeting, and in the case of a special meeting, 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-third of the votes of the Members shall constitute a quorum for any action except as otherwise provided by law. If, however such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies

At all meetings of Members, each Member may vote in person or by proxy. Every proxy shall be revocable and shall automatically terminate upon conveyance by the Member of his Lot.

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Article IV

Board Of Trustees

Section 1. Board of Trustees

The affairs of this Association shall be managed by a Board of not less than five (5) Trustees, who shall be Members.

Section 2. Term of Office

The initial trustees for the Association set forth in the Articles of Incorporation shall hold office until the 1974 meeting. At the annual meeting of 1974, the Members shall elect one (1) trustee for a term of one (1) year, two (2) trustees for a term of (2) years and two (2) trustees for a term of three (3) years, and at each annual meeting thereafter the Members shall elect that number of trustees equal to the number of trustees whose terms expire at such time.

Section 3. 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 Nomination 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 annual 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 4. Election

Election to the Board of Trustees shall be by secret written ballot. At such election the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

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Article IV

Board Of Trustees

Section 5. 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 selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 6. 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.

Section 7. Action Taken Without Notice

The trustees shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the trustees. Any action so approved shall have the same effect as though taken at a meeting of the trustees.

Article V

Meetings of Trustees

Section 1. Regular Meetings

Regular meetings of the Board of Trustees shall be held semi-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.

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Article V

Meetings of Trustees

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 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 a 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.

Article VI

Powers and Duties of the Board of Trustees

Section 1. Powers

The board of Trustees shall have power to:

- a.) suspend the voting rights and the right to 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 or by the Declaration. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days, for infraction of published rules and regulations;
- b.) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or by law.
- c.) Declare the office of a member of the Board of Trustees to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Trustees;

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Article VI

Powers and Duties of the Board of Trustees

- d.) Employ a manager, an independent contractor, or such other employees as it deems necessary, and to prescribe their duties and the terms of employment or service.

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 statement is requested in writing by one-fourth (1/4) of the Members;
- b.) supervise all officers, agents and employees of this Association, and see that their duties are properly performed;
- c.) fix the amount of the annual assessment against properties subject to the jurisdiction of the Association and to take such action as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof;
- d.) issue, or to cause an appropriate officer to issue, upon demand by any person, a certification 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 facility owned by the association;
- f.) cause any officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

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Article VII

Officers And Their Duties

Section 1. Enumeration of Offices

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 officers as the Board may from time to time by resolution create.

Section 2. Election of Offices

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 shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Assignments

The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such a 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, 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.

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Article VII

Officers And Their Duties

Section 7. Multiple Offices

No person shall simultaneously hold more than one 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:

President

- a.) The President shall preside at all meetings of the Board of Trustees and of the Members; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice President

- b.) The Vice President shall act in the place and stead of the President in the event of absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

- c.) 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 may be required Board.

Treasurer

- d.) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Trustees; shall sign all checks and promissory notes of the Association; keep proper books of account; and keep accurate books and records of the fiscal affairs of the Association and to make the same available for inspection by Members of the Association during normal business hours.

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Article VIII

Committees

There shall be a Nominating Committee, as provided in these Bylaws. In addition, the Board of Trustees may appoint such other committees with such powers and duties as it deems to be appropriate.

Article IX

Books and Records

The books, records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any Member. The Declaration, the Articles of Incorporation and Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

Article X

Assessments

As more fully provided in the Declaration, 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 assessment is made. Any assessments which are not paid within thirty (30) days after the due date, the assessment 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 person personally obligated to pay the same or foreclose the lien against the property, and interest, cost and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No person may waive or otherwise escape liability for the assessment provided for herein by nonuse of any of the facilities or services provided by the Association or by abandonment of his Lot.

Bolton Place Townhouse Association Bylaws

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 a majority of a quorum of members present in person or by proxy.

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 Declaration and these Bylaws, the Declaration shall control.

Article XIII

Miscellaneous

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

In WITNESS WHEREOF, We, being all of the trustees of Bolton Place Townhouse Association, Inc., have hereunto set our hands this day of May 1973.

Lloyd Davis

W.D. York

Bill Dinerstein

Harold R. Millard

Ben N. Hogan

O. H. Scheuerman

Paul Kayser