

13N



# BY-LAWS OF WOODS EDGE SECTION I NEIGHBORHOOD COMMITTEE

## ARTICLE I. NAME AND LOCATION

The name of the corporation is WOODS EDGE SECTION I NEIGHBORHOOD COMMITTEE, hereinafter sometimes referred to as the "COMMITTEE" or the "Corporation". The principal office of the corporation shall be located in Texas but meetings of members and directors may be held at such places within the State of Texas, County of Fort Bend or other Counties, as may be designated by the Board of Directors.

## ARTICLE II. DEFINITIONS

Section 1. "COMMITTEE" shall mean and refer to Woods Edge Section I Neighborhood Committee, a Texas non-profit corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to those certain properties described in the official plats and in the Restrictions of Woods Edge Subdivision, Section One (I), of record in the Office of the County Clerk of Fort Bend, Texas (Volume 831, Page 271), as well as any additional properties which may hereafter be brought within the jurisdiction of the Committee.

Section 3. "Common Area" shall mean all real property owned by the Committee for the common use and enjoyment of the Owners, if any.

Section 4. "Tract" shall mean and refer to any plot of land shown upon any recorded Subdivision map of the Properties with the exception of the Common Area, if any.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Tract which is a part of the Properties subject to a maintenance charge assessment by the COMMITTEE, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Restrictions" shall mean and refer to the Restrictions of Woods Edge Subdivision, Section One (I), a subdivision in Fort Bend County, Texas per the Map or Plat thereof and any additions, amendments and/or supplements thereto, as well as the Restrictions for any additional Sections which may hereafter be brought within the jurisdiction of the COMMITTEE.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Restrictions and these By-Laws. A member's voting rights shall be suspended if he has not paid the maintenance charge assessment through the current year. Suspensions of voting rights shall last until the member shall have paid his dues.

### ARTICLE III. MEETING OF MEMBERS

Section 1. Annual Meetings. An annual meeting of the membership (for the election of Directors and for the transaction of such other business as may properly come before the meeting), shall be held within sixty days of the close of the fiscal year, on the date and time and at the place established by the Board of Directors. Additional regular meetings of the membership may be scheduled by the Board of Directors, if such meetings are deemed necessary.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President, by at least two (2) members of the Board of Directors, or upon written request of the members who are entitled to vote ten percent (10%) of the membership. Not less than ten (10) days nor more than fifty (50) days notice, either in person or by mail, of an annual or special meeting is required, which notice shall specify the purpose of such meeting.

Section 3. Quorum. The presence at the meeting of at least ten percent (10%) of the members entitled to cast votes as provided herein shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Restrictions, or these By-Laws. If, however, such quorum shall not be present or represented at any meetings, 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 4. The number of votes of each owner is to be determined on the basis of the proportion which the amount of land in said Subdivision to which the owner holds legal title bears to the whole of said Subdivision. For example, if an owner holds legal title to 2.764 acres, he will be entitled to 2.764 votes. When more than one person owns an interest in any tract, all such persons shall be members. The vote of such tract shall be exercised as they among themselves determine, but in no event shall more than one (1) ballot be cast with respect to a tract. A member may vote either in person or by proxy executed in writing by the member, or by his duly authorized attorney in fact. Proxies shall be filed with the Secretary of the COMMITTEE before or at the time of the meeting and shall automatically cease upon conveyance by the member of his Tract.

Section 5. When Directors are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

Section 6. Cumulative voting shall not be allowed.

#### ARTICLE IV. BOARD OF DIRECTORS

Section 1. Board of Directors. The affairs of the COMMITTEE shall be managed by a Board of Directors, all of whom must be members of the COMMITTEE. Each Director elected shall serve until his successor shall have been duly elected and qualified. The person receiving the largest number of votes shall be elected

Section 2. Terms of Office. The Board of Directors shall consist of a board of three (3) directors, elected for three (3) year terms, each of whom must be a lot owner in Woods Edge Section I. The first Board of Directors shall be comprised of one (1) Director for a term of one (1) year, one (1) Director for a term of two (2) years and one (1) Director for a term of three (3) years. At each annual meeting thereafter, the Members shall elect that number of Directors equal to the number of Directors whose terms expire at such time, such that Directors to serve for a term of three (3) years each.

Section 3. Nominations(s) and Election (s). The President shall appoint a nominating committee composed of three (3) members, two (2) of whom may not be on the Board of Directors. The chairman of the nominating committee must be a member of the Board of Directors. Any member desiring nomination may file his name in nomination with the chairman of the nominating committee or Secretary not less than two (2) weeks prior to the annual meeting of members. The nominating committee shall present at the annual meeting at least one nomination for each director position to be filled as provided in Section 2 of Article IV hereof, presenting as part of its report nominations by those desiring nomination and filing as above provided. A member of the nominating committee may not be nominated by that committee. Nominations may also be made from among members of the COMMITTEE. Nominations shall be taken from the floor at the annual meeting prior to conducting the vote; provided, however, that any person nominating another shall certify to the willingness of the nominee to serve, if the latter is not in attendance. The Secretary shall handle absentee balloting in such manner as the Board of Directors shall determine. The election shall be held by secret written ballot at the annual meeting

of the membership. The election results shall be announced, including the number of ballots cast for each candidate, segregated between the ballots cast by those present in person or by proxy and by those voting by mail and/or in absentee. Any candidate receiving more than fifty percent (50%) of the votes cast for that Board position is elected. Any Director position for which no candidate receives more than fifty percent (50%) of the total votes cast for that position on the first ballot shall be filled by a run-off election to occur at an adjourned meeting. Said run-off will be between the two (2) candidates receiving the highest number of votes on the first ballot.

Section 4. Removal. Any director may be removed from the Board, with or without cause, by a unanimous vote of all other members of the Board of Directors. Further, any Director may be removed from office by a three fourths (3/4) vote of the members present at a meeting called for such purpose (no reason being required for removal).

Section 5. Vacancies: In the event of death, resignation or removal of a director, his successor shall be appointed by an affirmative vote of a majority of the remaining Directors, even though such majority may constitute less than a quorum of a Board of Directors, and shall serve for the unexpired term of his predecessor.

Section 6. Compensation. No director shall receive compensation for any services he may render to the COMMITTEE; provided, however, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

## ARTICLE V. MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least four (4) times per annum without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the COMMITTEE or by any two (2) directors after notice to each director.

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

Section 4. Action Without a Meeting. Any action which may be required or permitted to be taken at a meeting of the Board of Directors

may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all of the members of the Board of Directors. Such consent shall be placed in the minute book of the COMMITTEE with the minutes of the Board of Directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## ARTICLES VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the following rights and powers:

(a) adopt and publish rules and regulations governing the use of the Common Area, if any.

(b) suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the COMMITTEE. 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 regarding use of a common area, if any.

(c) exercise for the COMMITTEE all powers, duties and authority vested in or delegated to this COMMITTEE and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Restrictions;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(e) employ a manager, an independent contractor, or such other employees as it deems necessary, and to prescribe their duties and the terms of employment; and

(f) to exercise such other rights and powers granted to it under the Restrictions, the Articles of Incorporation or these By-Laws.

Section 2. Duties. It shall be the duty of the Board of Directors

to:

(a) cause to be kept a complete record, i.e., minutes, of all its acts and corporate affairs and to present a financial statement 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 who are entitled to vote;

(b) supervise all officers, agents, and employees of this Committee, and to see that their duties are properly performed;

(c) as more fully provided in the Restrictions, to:

(1) fix the amount of the annual assessment against properties subject to the jurisdiction of the COMMITTEE and take such actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof; and

(2) send written notice of each assessment to every Owner subject thereto in advance of each annual assessment period.

(d) issue, or cause an appropriate officer to issue, upon demand by any person, a statement setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these statements. If such statement states that an assessment has been paid, such 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 COMMITTEE;

(f) cause any officers or employees having fiscal responsibilities to be bonded as it may deem appropriate; and

(g) Cause the Common Area, if any, to be maintained.

## ARTICLE VII. OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Committee shall be a president and vice-president, who shall at all times be members of the Board of Directors, 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 Directors held after the annual membership meeting each year.

Section 3. Term. The officers of this Committee 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 is otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the COMMITTEE may require each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Authority to Sign Checks. The Board, from time to time, may authorize any person or persons, who need not be officers or directors of the COMMITTEE, to sign checks of the COMMITTEE. Such agents may be authorized to sign singly or jointly, as the Board in its discretion may decide. The Board may at any time rescind and revoke such authority granted to any person. Such authority may be given to a person or persons in conjunction with or in lieu of the authority of the treasurer to sign checks.

Section 6. Resignation and Removal. Any officer may be removed from office with or without cause by a majority vote of 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 7. Vacancies. A Vacancy in any office may be filled by appointment by a majority vote of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 8. Multiple Offices. No person shall simultaneously hold both the offices of president and secretary. The offices of Secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4, of this Article.

Section 9. Duties. The duties of the officers of the COMMITTEE are as follows:

President

a. The president shall preside over all meetings of the Board of Directors and Membership, deciding all questions of procedure and order.

b. The president shall sign all approved official documents of the COMMITTEE and represent the COMMITTEE in the outer community.

c. The president shall formulate goals and plans for the year and

present them to the Board of Directors or the membership, as appropriate, for approval.

d. The president shall execute all orders, resolutions and motions of the Board of Directors and/or the membership.

e. The president shall appoint committee (e.g., nominating committee chairpersons, subject to the approval of the Board of Directors.

f. The president shall serve as Ex-Officio member of all committees.

#### 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 of Directors.

#### Secretary

a. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members and submit all minutes at subsequent meetings for approval.

b. The secretary shall serve notice of meetings of the Board of Directors.

c. The secretary shall keep appropriate current records showing the members of the COMMITTEE together with their addresses.

The Secretary shall be responsible for providing suitable programs for the membership meetings, and shall perform such other duties as required by the Board of Directors.

#### Treasurer

a. The treasurer shall maintain the records of financial accounts of the COMMITTEE.

b. The treasurer shall deposit receipts and disburse expenses of the COMMITTEE as directed by the Board of Directors.

c. The treasurer shall maintain a record of physical assets of the COMMITTEE that are currently in use and notify the Secretary of any change in status.

d. The treasurer shall maintain a depository for physical assets when not in use.

e. The treasurer shall prepare legal returns required by taxing authorities.

f. The treasurer shall prepare the Maintenance Fund budget for approval by the Board of Directors, including tentative drafts to be presented to the Board of Directors.

g. The treasurer alone may sign all checks of less than or equal to Two Hundred and No/100 Dollars (\$200.00). Checks exceeding Two Hundred and No/100 Dollars (\$200.00) must be signed by at least two (2) members of the Board of Directors, one of which may be the treasurer. The Treasurer shall sign all promissory notes of the COMMITTEE;

h. The treasurer shall make available for inspection by members of the COMMITTEE during normal business hours all books and records relating to fiscal affairs.

(h) The treasurer shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and make same available to each member of the COMMITTEE.

(i)

#### ARTICLE VIII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Pursuant to Section 2.22 of the Texas non-profit Corporation Act, and subject to the provisions thereof, the Corporation may indemnify any director or officer (or former ones) for expenses and costs, including attorney's fees which are actually and necessarily incurred in connection with any claim asserted by reason of being or having been a director or officer only if it is determined that the person's actions were conducted in good Faith and were reasonably believed to be in the Corporation's Best interest relative to conduct in any official capacity and that, in all other cases, the conduct was at least not opposed to the Corporation's best interest. In regard to criminal proceedings, the Corporation must find that there was no reasonable case to believe the conduct was unlawful. The intent of this By-Law provision is to allow the Corporation to indemnify its directors and officers to the maximum extent allowed by law without the necessity of a vote of the membership. Further, The Board of Directors may purchase and maintain insurance against any liability whether or not the Corporation has the power to indemnify against that liability, to the extent that the majority of the Board feels that such insurance is reasonable and necessary.

ARTICLE IX.  
BOOKS AND RECORDS

The books, records and papers of the COMMITTEE shall, with reasonable notice, during reasonable business hours, be subject to inspection by any member. The Restrictions, the Articles of Incorporation and the By-Laws of the COMMITTEE shall be available for inspection by any member at a convenient location to be designated by the Board of Directors, where copies may be purchased at reasonable cost.

ARTICLE X.  
ASSESSMENTS

As more fully described in the Restrictions, each member is obligated to pay to the COMMITTEE annual 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 (30) days after the due date, the COMMITTEE may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorney's fees for 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 the Common Area, if any, or services provided by the COMMITTEE or by abandonment of his Tract.

ARTICLE XI.  
AMENDMENTS

Section 1. Amendment. These By-Laws may be amended, at a regular or special meeting of the Board of Directors, by a vote of a majority of Directors present in person or by proxy. Amendments hereto by the Board of Directors are, however, subject to repeal or change by action of the members at an annual meeting or at a special meeting called for that purpose.

Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control. In the case of any conflict between the Restrictions and these By-Laws, the Restrictions shall control.

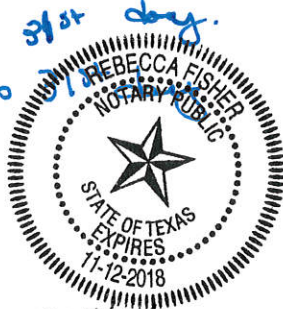
ARTICLE XII.  
MISCELLANEOUS

The fiscal year of the COMMITTEE shall begin on the first day of January and end on the 31st day of December of every year.

IN WITNESS WHEREOF, we, being all the directors of the Woods Edge Section I Neighborhood Committee, have hereunto set our hands this 17<sup>th</sup> of January, 2011 and signed by the present Board on January 31, 2018

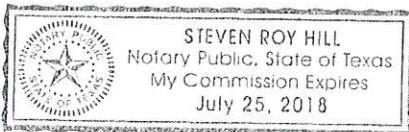
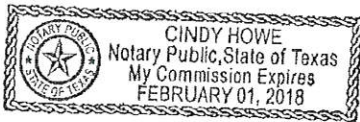
Sworn to me this  
of January, 2018

Rebecca Fisher




Sworn to me this 31<sup>st</sup> day  
of January, 2018.


Cindy Howe

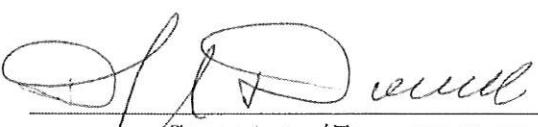


SWORN TO ME THIS 31<sup>ST</sup> DAY  
OF JANUARY 2018

Steven Roy Hill

  
David Perwin, President and  
Director

  
Kevin Danner Vice President and  
Director

  
Douglas McConnell Secretary/Treasurer and  
Director

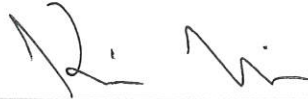
CERTIFICATION

I, the undersigned, do hereby certify:

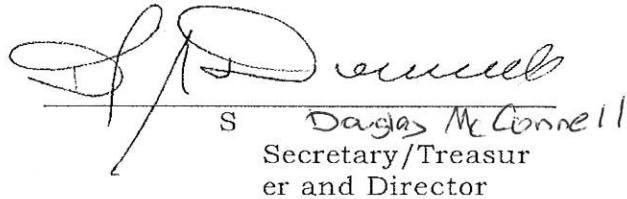
THAT I am the duly elected and acting secretary of the Woods Edge  
Section I Neighborhood Committee, a Texas Non-Profit Corporation, and,  
Section I Neighborhood Committee, a Texas Non-Profit Corporation, and,



David Perwin  
President and Director



Kevin Daurer,  
Vice President  
and Director



S Douglas McConnell  
Secretary/Treasur  
er and Director

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the Woods Edge Section I Neighborhood Committee, a Texas Non-Profit Corporation, and, THAT the foregoing By-Laws constitute the By-Laws of said Woods Edge Section I Neighborhood Committee, as fully adopted at the annual meeting of the Membership, held on the 17th day of January, 2011 and signed by the present Board on January 31, 2018.

IN WITNESS WHEREOF, I have hereunto subscribed my name this  
31 day of JANUARY, 2018.



Secretary Printed

Douglas McConnell

RETURNED AT COUNTER TO:

David Perwin

4916 Mimosa Lane

Richmond Tx 77406

FILED AND RECORDED  
OFFICIAL PUBLIC RECORDS



Laura Richard, County Clerk

Fort Bend County Texas

February 16, 2018 01:05:02 PM

FEE: \$59.00 PG2

2018016719

