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**AMENDED AND RESTATED BYLAWS OF  
AMBERWOOD PROPERTY OWNERS ASSOCIATION, INC.  
a Texas Non-Profit Corporation**

The following Bylaws of Amberwood Property Owners Association, Inc., a Texas non-profit corporation, amend and restate in their entirety any and all previously adopted Bylaws.

**ARTICLE I – NAME AND PURPOSE**

1. The name of the Association is Amberwood Property Owners Association, Inc.
2. The primary and specific purposes for this non-profit organization are (a) to serve as the "Association" pursuant to the Amended and Restated Declaration of Covenants, Conditions and Restrictions of Amberwood Subdivision, a subdivision of single-family residential homes used by individuals as residences, as recorded in the Real Property Records of Harris County, Texas under Clerk's File No. T737725, as the same may be amended from time to time (the "Restrictions"), (b) to provide for the management, maintenance and care of the Association property; (c) to enforce the Restrictions; (d) to administer the Maintenance Fund pursuant to the Restrictions; (e) to operate and manage the Association in accordance with the Restrictions; and (f) to promote the general welfare of the Amberwood Subdivision. No part of the corporation's net earnings may inure to the benefit of any private member or individual.
3. The general purposes and powers of the Association are:
  - (a) Subject to the provisions of the Texas corporation laws, as amended, to purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, mortgage and encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature or description, as may be necessary or desirable to promote the primary purpose of the Association.
  - (b) Subject to the provisions of Part Four of the Texas corporation laws, as amended, to make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.
  - (c) To have and exercise all the rights and powers conferred on non-profit corporations under the Texas Non-Profit Corporation Act, as such law is now in effect or may at any time hereafter be amended.
  - (d) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Association.
  - (e) Notwithstanding any of the foregoing statements or purposes and powers, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Association as set forth in Paragraph 2 of this Article and nothing contained in the foregoing statements or purposes shall be construed to authorize the Association to carry on any activity for the profit of its members, or to



distribute any gains, profits or dividends to its members as such.

(f) Upon dissolution of the Association or the winding up of its affairs, the assets of the Association shall be distributed exclusively to charitable, scientific or educational organizations or such successor organization which would then qualify under the provisions of Section 501(c) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE II - OFFICES**

### **1. REGISTERED OFFICE AND AGENT**

The Association, as a Non-Profit Corporation, organized under the provisions of the Texas Non-Profit Corporation Act, 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 and registered agent of the Corporation shall be as set forth in the Corporation's Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

### **2. PRINCIPAL OFFICE**

The principal office of the Corporation shall be at P.O. Box 14116, Humble, Texas 77347-4116, provided that the Board of Directors shall have the power to change the location of the principal office. The registered office may be, but not need be, identical with the principal office of the Association in the State of Texas.

### **3. OTHER OFFICES**

The Corporation may also have other offices at such places, within or without the State of Texas, as the Board of Directors may designate, or as the business of the Corporation may require or as may be desirable. The meeting place of the Association shall be located in Amberwood Subdivision in Harris County, Texas, or in the general area thereof, as the Board of Directors may determine and the affairs of the Association may from time to time require.

## **ARTICLE III - MEMBERS**

### **1. OWNERS/MEMBERS**

The Owners of all Lots in the Subdivision shall be a member of the Association. There shall be one Membership for each Lot. Membership shall be appurtenant to and may not be separated from the ownership of the Lot. Ownership of a Lot shall be the sole qualification for membership.

The Owner or Owners of each Lot who have paid their current and outstanding dues and assessment shall be entitled to voting rights. Each member shall be entitled to one (1) vote per Lot



owned by that member on each matter submitted to a vote of the members. When more than one person or entity holds such interest in any Lot, all such persons or entities shall be Members, provided, that 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. The vote appurtenant to a single Lot may not be split. If the maintenance charge, assessment, or other sum due the Association as provided for in the Contract of Sale or Restrictions remains unpaid for more than thirty (30) days, the Board of Directors may, in its sole discretion, upon giving three (3) days written notice, suspend the voting rights of the member(s) owing such sums for so long as such sums remain unpaid.

## **2. TRANSFER OF MEMBERSHIP**

Membership in this Corporation is not transferable or assignable.

## **3. PLACE OF MEETING**

The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Texas, but if all of the members shall meet at any time and place either within or without the State of Texas and consent to the holding of a meeting, such meeting shall be valid without call or notice, and any corporate action may be taken at such meeting. Any location within Amberwood Subdivision, in Harris County, Texas, or the nearby town of Humble, Texas, suitable for attendance by the members may be designated as the place for such annual or special meetings of the members.

## **4. ANNUAL MEETING**

The annual meeting of members shall be held on the first Monday during the month of April.

Failure to hold the annual meeting at the designated time shall not work as a dissolution of the Corporation. In the event the Board of Directors fails to call the annual meeting at the designated time, any member may make demand that such meeting be held within a reasonable time, such demand to be made in writing by registered mail directed to any officer of the Corporation. If the annual meeting of members is not called within sixty (60) days following such demand, any member may compel the holding of such annual meeting by legal action directed against the Board of Directors, and all of the extraordinary writs of common law and of courts of equity shall be available to such member to compel the holding of such annual meeting.

## **5. NOTICE OF MEMBERS' MEETING**

Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by facsimile transmission, or by mail, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice



shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Corporation, with postage thereon paid. If transmitted by facsimile, notice is deemed to be delivered on successful transmission of the facsimile. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **6. SPECIAL MEMBERS' MEETINGS**

Special meetings of the members may be called by the President, the Board of Directors, or by members. If called by members, it must not be called by less than a majority of the members having voting rights.

Only business within the purpose or purposes described in the notice or executed waiver of notice may be conducted at a special meeting of the members.

Any person or persons entitled hereunder to call a special meeting of members may do so only by written request sent by certified mail or delivered in person to the President or Secretary. The officer receiving the written request shall within ten (10) days from the date of its receipt cause notice of the meeting to be given in the manner provided by these Bylaws to all members entitled to vote at the meeting. If the officer does not give notice of the meeting within ten (10) days after the date of receipt of the written request, the person or persons calling the meeting may fix the time of meeting and give the notice in the manner provided in these Bylaws. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting of members called by action of the Board of Directors may be held.

## **7. VOTING OF MEMBERS**

Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members, except to the extent that the voting rights of members of any class or classes are limited, enlarged, or denied by the Certificate of Formation or these Bylaws.

Unless otherwise provided by the Certificate of Formation or these Bylaws, a member may vote in person or may vote by proxy executed in writing by the member or by the member's 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. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for more than eleven (11) months. Elections of directors or officers may be conducted by mail, by facsimile transmission, or by any combination of the two.

At each election for directors every member entitled to vote at such election shall have the right to vote, in person or by proxy, for as many persons as there are directors to be elected and for whose election the member has a right to vote, or, if expressly authorized by the Certificate of Formation, to cumulate the member's vote by giving one candidate as many votes as the number of such directors multiplied by such member's vote shall equal, or by distributing such votes on the same principle



among any number of such candidates. Any member who intends to cumulate votes as herein authorized shall give written notice of such intention to the secretary of the Corporation on or before the day preceding the election at which such member intends to cumulate votes.

The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of the members meeting, unless the vote of a greater number is required by law, the Certificate of Formation, or these Bylaws.

Any vote may be taken by voice or show of hands unless a member entitled to vote, either in person or by proxy objects, in which case written ballots shall be used.

#### **8. QUORUM OF MEMBERS**

At any meeting of the members, the presence in person or by proxy of eleven (11) of the voting members shall constitute a quorum to transact business. Unless otherwise provided in the Certificate of Formation or these Bylaws, once a quorum is present at a meeting of members, the members represented in person or by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any member or the refusal of any member represented in person or by proxy to vote shall not affect the presence of a quorum at the meeting. Unless otherwise provided in the Certificate of Formation or these Bylaws, the members represented in person or by proxy at a meeting of members at which a quorum is not present may adjourn the meeting until such time and to such place as may be determined by a vote of the majority of the members represented in person or by proxy at that meeting.

#### **9. FIXING RECORD DATES FOR DETERMINING MEMBERS ENTITLED TO VOTE AND NOTICE**

The record date for determining the members entitled to notice of a members' meeting and for determining the members entitled to vote at a members' meeting shall be the close of business on the business day preceding the date on which notice is given, or if notice is waived, at the close of business on the business day preceding the date of the meeting.

A determination of members entitled to notice of or to vote at a members' meeting is effective for any adjournment of the meeting unless the Board of Directors fix a new date for determining the right to notice or the right to vote. The Board of Directors must fix a new date for determining the right to notice or the right to vote if the meeting is adjourned to a date more than ninety (90) days after the record date for determining members entitled to notice of the original meeting.

#### **10. VOTING LISTS**

After fixing a record date for the notice of a meeting, the Corporation shall prepare an alphabetical list of the names of all the voting members who are entitled to notice of the meeting. The list must show the address and number of votes each voting member is entitled to cast at the meeting. The Corporation shall maintain, through the time of the members' meeting, a list of members who are



entitled to vote at the meeting but are not entitled to notice of the meeting. This list shall be prepared on the same basis and be part of the list of voting members.

Not later than two (2) business days after the date notice is given of a meeting for which a list was prepared, as provided above, and continuing through the meeting, the list of voting members must be available for inspection by any member entitled to vote at the meeting for the purpose of communication with other members concerning the meeting at the Corporation's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A voting member or voting member's agent or attorney is entitled on written demand to inspect and to copy the list at a reasonable time and at the member's expense during the period it is available for inspection.

The Corporation shall make the list of voting members available at the meeting, and any voting member or voting member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

#### **11. ACTION BY MEMBERS WITHOUT MEETING**

Any action required by the Texas Business Organizations Code to be taken at a meeting of the members, or any action which may be taken at a meeting of the members or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

If the Corporation's Certificate of Formation so provide, any action required by the Texas Business Organizations Code to be taken at a meeting of the members or any action that may be taken at a meeting of the members of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members or committee members as would be necessary to take that action at a meeting at which all of the members or members of the committee were present and voted.

Each written consent shall bear the date of signature of each member or committee member who signs the consent. A written consent signed by less than all of the members or committee members is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by this section, a consent or consents signed by the required number of members or committee members is delivered to the Corporation at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the Corporation having custody of the books in which proceedings of meetings of members or committees are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the President or principal executive officer of the Corporation.

Prompt notice of the taking of any action by members or a committee without a meeting by less than unanimous written consent shall be given to all members or committee members who did not consent in writing to the action.



If any action by members or a committee is taken by written consent signed by less than all of the members or committee members, any articles or documents filed with the Secretary of State as a result of the taking of the action shall state, in lieu of any statement required by this Act concerning any vote of the members, that written consent has been given in accordance with the provisions of section 6.202 of the Texas Business Organizations Code and that any written notice required by such section has been given.

A telegram, telex, cablegram, or similar transmission by a member or member of a committee or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a member or member of a committee shall be regarded as signed by the member or member of a committee for purposes of this section.

## **12. COMMITTEES OF THE MEMBERS**

The members, by resolution adopted by a majority of the members, may designate one or more committees which, to the extent provided in such resolution, shall have and exercise the authority of the members in the management of the Corporation, except as limited by the Certificate of Formation, these Bylaws or the Texas Business Organizations Code. Each such committee shall consist of two or more members. The designation of such committees and the delegation thereto of authority shall not operate to relieve the members of any responsibility imposed upon it or him by law.

Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until a successor is appointed in the committee member's stead, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof. 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. Unless otherwise provided in the resolution designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the members.

## **ARTICLE IV – DIRECTORS**

### **1. BOARD OF DIRECTORS**

To the extent not limited or prohibited by law, the Certificate of Formation or these Bylaws, the powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

### **2. NUMBER AND ELECTION OF DIRECTORS**



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The number of directors shall be seven (7) provided that the number may be increased or decreased from time to time by an amendment to these Bylaws or resolution adopted by the Board of Directors, provided that the number of directors may not be decreased to fewer than three (3). No decrease in the number of Directors shall have the effect of shortening the term of any incumbent director.

At the first annual meeting of members and at each annual meeting thereafter, the members shall elect directors. A director shall hold office for a term of two (2) years, without limiting the number of terms a director can be elected to. The election of directors will be staggered, filling four (4) positions at one annual meeting and (3) positions at the next annual meeting. Therefore, all seven (7) positions should never be vacant or newly filled at one single annual meeting.

### **3. REMOVAL**

A director may be removed from office, with or without cause, by the persons entitled to elect, designate, or appoint the director. If the director was elected to office, removal requires an affirmative vote equal to the vote necessary to elect the director.

### **4. RESIGNATION**

A director may resign by providing written notice of such resignation to the Corporation. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

### **5. VACANCIES AND INCREASE IN NUMBER OF DIRECTORS**

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors though not less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of the previous director. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

### **6. ANNUAL MEETING OF DIRECTORS**

Immediately following each annual meeting of members, the Board of Directors elected at such meeting shall hold an annual meeting at which they shall elect officers and transact such other business as shall come before the meeting. The time and place of the annual meeting of the Board of Directors may be changed by resolution of the Board of Directors.

### **7. REGULAR MEETING OF DIRECTORS**

Regular meetings of the Board of Directors may be held with or without notice at such time and place as may be from time to time determined by the Board of Directors.

### **8. SPECIAL MEETINGS OF DIRECTORS**



The Secretary shall call a special meeting of the Board of Directors whenever requested to do so by the President or by one (1) or more directors. Such special meeting shall be held at the date and time specified in the notice of meeting.

#### **9. PLACE OF DIRECTORS' MEETINGS**

All meetings of the Board of Directors shall be held either at the principal office of the Corporation or at such other place, either within or without the State of Texas, as shall be specified in the notice of meeting or executed waiver of notice.

#### **10. NOTICE OF DIRECTORS' MEETINGS**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at that Director's 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 in a sealed envelope so addressed, the postage thereon prepaid. If 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 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 transaction 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.

#### **11. QUORUM AND VOTING OF DIRECTORS**

A quorum for the transaction of business by the Board of Directors shall be a majority of the number of directors fixed by these Bylaws. Directors present by proxy may not be counted toward a quorum. The act of the majority of the directors present in person or by proxy 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 the Certificate of Formation.

A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

#### **12. COMPENSATION**

Directors, as such, shall not receive any stated salary for their services, other than waiver of dues for no more than one (1) lot for their term of service.

#### **13. ACTION BY DIRECTORS WITHOUT MEETING**

Any action required by the Texas Business Organizations Code to be taken at a meeting of the Board

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of Directors, or any action which may be taken at a meeting of the Board of Directors or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Board of Directors entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

If the Corporation's Certificate of Formation so provide, any action required by the Texas Business Organizations Code to be taken at a meeting of the Board of Directors or any action that may be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Board of Directors or committee members as would be necessary to take that action at a meeting at which all of the Board of Directors or members of the committee were present and voted.

Each written consent shall bear the date of signature of each Director or committee member who signs the consent. A written consent signed by less than all of the Board of Directors or committee members is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by this section, a consent or consents signed by the required number of Board of Directors or committee members is delivered to the Corporation at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the Corporation having custody of the books in which proceedings of meetings of Board of Directors or committees are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the President or principal executive officer of the Corporation.

Prompt notice of the taking of any action by Board of Directors or a committee without a meeting by less than unanimous written consent shall be given to all Board of Directors or committee members who did not consent in writing to the action.

If any action by Board of Directors or a committee is taken by written consent signed by less than all of the Board of Directors or committee members, any articles or documents filed with the Secretary of State as a result of the taking of the action shall state, in lieu of any statement required by this Act concerning any vote of the Board of Directors or committee members, that written consent has been given in accordance with the provisions of section 6.202 of the Texas Business Organizations Code and that any written notice required by such section has been given.

A telegram, telex, cablegram, or similar transmission by a Director or member of a committee or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a Director or member of a committee shall be regarded as signed by the Director or member of a committee for purposes of this section.

#### **14. COMMITTEES OF THE BOARD OF DIRECTORS**

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which

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committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending or restating the Certificate of Formation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repeated by such committee. The designation and appointment of any such committee and the delegation of authority to such committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law upon the Board of Directors or upon any individual Director.

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

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

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.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE V – OFFICERS**

### **1. NUMBER OF OFFICERS**



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The officers of the corporation shall consist of a president, three vice presidents, a secretary/treasurer, and two assistant secretaries. Any two or more offices may not be held by the same person, except for secretary and treasurer, or by two or more people of the same household. All officers shall be Members of the corporation and Members of the Board of Directors, with currently paid dues. The officers shall be elected annually at the first meeting of the Board of Directors held after the election of directors by the members.

## **2. ELECTION OF OFFICERS AND TERM OF OFFICE**

All officers shall be elected or appointed bi-annually by the Board of Directors at the regular annual meeting of the Board of Directors for such terms not exceeding two (2) years, without limiting the number of terms and officer can be elected to. Officers shall be elected for terms of two (2) years each to replace officers whose terms of office have expired. Officers shall be elected at the Annual Meeting of the Board of Directors of the Association and shall hold office for the term elected and until their successors shall have been elected and evidenced their consent to serve in such capacity.

## **3. REMOVAL OF OFFICERS, VACANCIES**

Any officer elected or appointed may be removed by the Board of Directors whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

## **4. POWERS OF OFFICERS**

Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors. The President may secure the fidelity of any and all officers by bond or otherwise.

All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

In the discharge of a duty imposed or power conferred on an officer of a Corporation, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by: (1) one or more other officers or employees of the Corporation, including members of the Board of Directors; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.



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An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

The Officers shall have the power:

- (a) To adopt and publish rules and regulations governing the use of the Common Areas and facilities located within the Subdivision, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) To exercise for the Association all power, duties and authority vested in or delegated to this Association and not reserved to the membership by other provision or these By-Laws, the Articles of Incorporation or the Restrictions, or the Contract of Sale;
- (c) To establish, and disburse and maintain such petty cash fund as necessary for efficiently carrying on the business of the Association, and to delegate such duties to the Officers of the Association as are necessary to effectuate this provision; and
- (d) To engage the services of a manager, independent contractors, or such employees as it deems necessary, and to prescribe the conditions, compensation and duties of their work. Such power shall include authority to enter into management agreements with other parties to manage, operate or perform all or any part of the affairs and business of the Association.

It shall be the duty of the Officers;

- (a) To 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 who are entitled to vote;
- (b) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) As more fully provided in the Restrictions or Contract of Sale:
  - (1) To fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual meeting, and
  - (2) To send written notices of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual meeting;
- (d) To issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. A reasonable charge may



be made by the Officers for the issuance of these certificates. Such certificates shall be conclusive evidence of any assessment therein stated to have been paid;

- (e) To procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) To cause all officers, employees or agents, having fiscal responsibility to be bonded, as it may deem appropriate; and
- (g) To cause the Common Areas of the Subdivision to be maintained. Each property owner is responsible for the up-keep and appearance of their property. This up-keep includes, but is not limited to, the maintenance, mowing, removal of fallen trees and debris, etc. If up-keep cannot be arranged by the property owner, or if, in the opinion of the Officers of the Association, the lot is being neglected by the owner, the Association has the right to hire a third party contractor to perform the up-keep at a reasonable cost to the owner.

## **5. PRESIDENT**

The President shall be the chief executive officer of the Corporation and shall preside at all meetings of all directors and members. Such officer shall see that all orders and resolutions of the board are carried out, subject however, to the right of the directors to delegate specific powers, except such as may be by statute exclusively conferred on the President, to any other officers of the Corporation.

The President or any Vice-President shall execute bonds, mortgages and other instruments requiring a seal, in the name of the Corporation. When authorized by the board, the President or any Vice-President may affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of either the Secretary or an Assistant Secretary.

The President shall be ex-officio a member of all standing committees.

The President shall submit a report of the operations of the Corporation for the year to the directors at their meeting next preceding the annual meeting of the members and to the members at their annual meeting.

## **6. VICE-PRESIDENTS**

The Vice-President, or Vice-Presidents in order of their rank as fixed by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and they shall perform such other duties as the Board of Directors shall prescribe.

## **7. THE SECRETARY AND ASSISTANT SECRETARIES**

The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the



members and all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall keep in safe custody the seal of the Corporation, and when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by the Secretary's signature or by the signature of an Assistant Secretary. The Assistant Secretaries shall assist the Secretary in any function of his/her duties as he/she so requests.

In the absence of the Secretary or an Assistant Secretary, the minutes of all meetings of the board and members shall be recorded by such person as shall be designated by the President or by the Board of Directors.

## **8. THE TREASURER AND ASSISTANT TREASURERS**

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain the Corporation's books of account and shall render to the President and directors an account of all of the Treasurer's transactions and of the financial condition of the Corporation and exhibit the books, records and accounts to the President or directors at any time. The Treasurer shall disburse funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the President, and present to the President's attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized. The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the President.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the incumbent's possession or under the incumbent's control belonging to the Corporation.

The Assistant Treasurers in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and they shall perform such other duties as the Board of Directors shall prescribe.

## **ARTICLE VI – COMMITTEES AND SERVICES**

### **1. SPECIAL COMMITTEES**

The "Architectural Committee" shall exercise the functions required of such a committee under the recorded Restrictive covenants applicable to Amberwood Subdivision. This committee will be



comprised of three (3) committee members from the Board of Directors. Any member of such committee may be removed by a majority vote of the officers when in their judgment the best interests of the Association and the lot owners in Amberwood Subdivision shall be served by such removal, only in accordance with previous sections of these Restated By-Laws.

## **2. SERVICES**

No Officer or Committee member of this Association shall be required to devote his time or render services exclusively to the Association. Each Officer shall be free to engage in any and all other businesses and activities either similar or dissimilar to the business of this Association. Likewise, each and every Officer shall be free to act for and service any other corporation or corporations, entity or entities, in any capacity, whether or not the purposes, business and activities thereof by similar or dissimilar to those of this Association, without breach of any duty to this Association or its members. No contract or other transaction of this Association shall ever be affected by the fact that any Officer of this Association is interested in, or connected with any party to such contract or transaction, provided that such contract or transaction shall be approved by a majority of the Officers at a duly called meeting at which time such contract or transaction shall be authorized or confirmed, and majority shall consist of Officers not so interested or connected.

## **ARTICLE VII – INDEMNIFICATION AND INSURANCE**

### **1. INDEMNIFICATION**

The Corporation shall have the full power to indemnify and advance expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

### **2. INSURANCE**

The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the members of the Corporation. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured,

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maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

## **ARTICLE VIII - MISCELLANEOUS**

### **1. WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or director of the Corporation under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, 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 equivalent to the giving of such notice.

### **2. MEETINGS BY TELEPHONE CONFERENCE, ELECTRONIC OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY**

Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the Corporation, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such members, board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

### **3. SEAL**

The Corporation may adopt a corporate seal in such form as the Board of Directors may determine. The Corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

### **4. CONTRACTS**

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be

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general or confined to specific instances, but must inure a benefit to the Corporation. All contracts authorized by the Board of Directors must first be approved by a majority of the Board of Directors. Such approval must be recorded in a manner that makes said approval available for inspection by the members upon request.

#### **5. CHECKS, DRAFTS, ETC.**

All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors. Any check or draft over the amount of \$500.00 must be first approved by a majority of the Board of Directors and signed by the Secretary/Treasurer and at least one other director. Such approval must be recorded in a manner that makes said approval available for inspection by the members upon request.

#### **6. DEPOSITS**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### **7. GIFTS**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

#### **8. BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members, Board of Directors, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members entitled to vote. A member of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the member.

#### **9. FINANCIAL RECORDS AND ANNUAL REPORTS**

The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Corporation shall be kept at the registered office or principal office of the Corporation in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

PP 095-11-2033



10. **FISCAL YEAR**

The fiscal year of the Corporation shall be as determined by the Board of Directors.

11. **MAINTENANCE FEES**

The Officers may determine the amount of annual maintenance fees required for proper maintenance of the Association property. The Officers shall propose the details of assessment of such fees on all property owners for a vote by all Association members at a Special Meeting called pursuant to these By-Laws. Upon approval by a majority of those members voting, such detailed assessment shall become effective and shall operate to amend all Deed Restrictions previously of record and such amendment of restrictions shall be recorded in the records of Harris County as of the date of passage. Such approved Restrictions shall thereafter be covenants running with the land for the benefit of all property contained within the Amberwood Property Owners Association, Inc.

Dues shall be payable on a monthly schedule. The Officers may determine the amount of the transfer fee required for transferring ownership on any lot within Amberwood Subdivision.

Amberwood Property Owners Association requires these dues be paid in monthly installments, but can be paid in advance. However, no member will be in default until December 31<sup>st</sup> of the year in which the monthly dues became due and payable. When any member shall be in default in the payment of dues, his/her membership may thereupon be terminated by the Officers in the manner provided in these By-Laws.

12. **FIREARMS AND VEHICLES**

The discharging of firearms within the Subdivision is not permitted. All motorized vehicles shall travel ONLY on authorized roads.

**ARTICLE IX – CONSTRUCTION**

1. **PRONOUNS AND HEADINGS**

All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.

2. **INVALID PROVISIONS**

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

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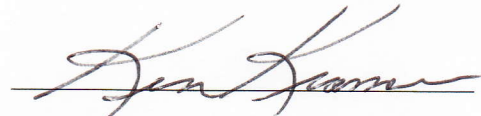
## ARTICLE X – AMENDMENT OF BYLAWS

The Board of Directors may alter, amend or repeal these Bylaws, or adopt new Bylaws, unless the Certificate of Formation or the Texas Business Organizations Code limits such powers, and new By-Laws may be adopted by a majority of the Officers present in any regular meeting or at any special meeting, if at least ten (10) days written notice is given of an intention to alter, amend or repeal these By-Laws or to adopt new By-Laws at such meeting and a majority of the members of the Association does not evidence in writing their disapproval of such change in the By-Laws prior to the expiration of such ten (10) day period.

## ARTICLE XI – AUDIT


A yearly audit of funds shall be made annually by a committee selected by the Officers and an annual report concerning such audit shall be given at the annual meeting of the membership.

Re-Adopted by the Board of Directors on this \_\_\_\_ day of March, 2015, for the purpose of recording the 2007 Adopted Amended and Restated Bylaws of Amberwood Property Owners Association, Inc., a Texas Non-Profit Corporation.

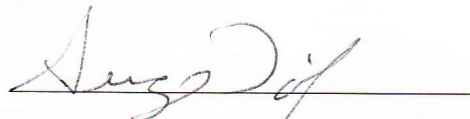


**Ken Kramer, Secretary**

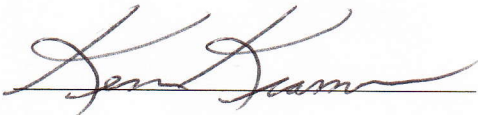
Executed in Humble, Harris County, Texas on this \_\_\_\_ day of \_\_\_\_\_, 2015, by the Amberwood Property Owners Association, Inc., Board of Directors.



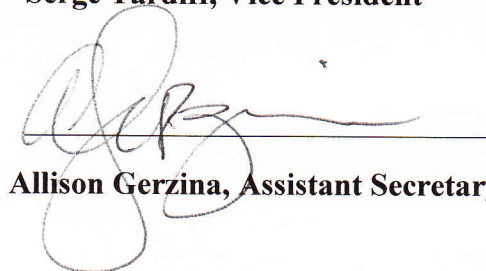
**Ray Bless, President**



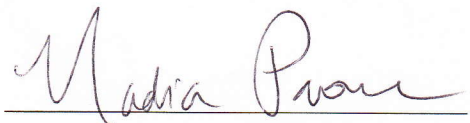
**Serge Tardiff, Vice President**



**Ken Kramer, Secretary**



**Allison Gerzina, Assistant Secretary**



**Nadia Paone, Assistant Secretary**

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STATE OF TEXAS                   §  
   §  
COUNTY OF HARRIS           §

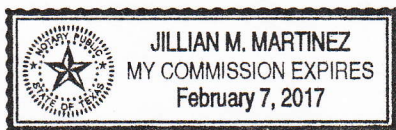
This document was acknowledged before me on this 27<sup>th</sup> day of March, 2015, by  
**Ray Bless, President** of the Amberwood Property Owners Association, Inc.



[Signature]  
Notary Public State of Texas

STATE OF TEXAS                   §  
   §  
COUNTY OF HARRIS           §

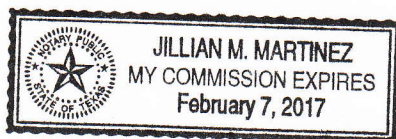
This document was acknowledged before me on this 26<sup>th</sup> day of March, 2015, by  
**Serge Tardiff, Vice President** of the Amberwood Property Owners Association, Inc.



[Signature]  
Notary Public State of Texas

STATE OF TEXAS                   §  
   §  
COUNTY OF HARRIS           §

This document was acknowledged before me on this 26<sup>th</sup> day of March, 2015, by  
**Ken Kramer, Secretary** of the Amberwood Property Owners Association, Inc.



[Signature]  
Notary Public State of Texas

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STATE OF TEXAS

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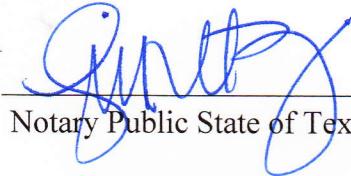
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COUNTY OF HARRIS

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This document was acknowledged before me on this 27<sup>th</sup> day of March, 2015,  
**Allison Gerzina, Assistant Secretary** of the Amberwood Property Owners Association, Inc.



  
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STATE OF TEXAS

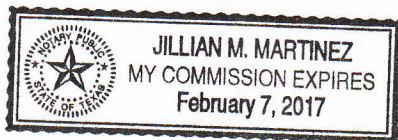
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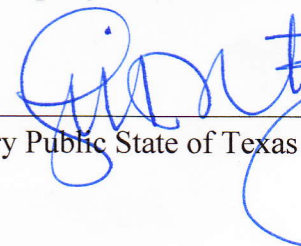
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COUNTY OF HARRIS

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This document was acknowledged before me on this 31<sup>st</sup> day of March, 2015, by  
**Nadia Paone, Assistant Secretary** of the Amberwood Property Owners Association, Inc.



  
\_\_\_\_\_  
Notary Public State of Texas

After Recording Return to:

Amberwood POA

P. O. Box 14116

Humble, TX 77347

✓

PP 095-11-2037



GOVERNING DOCUMENTS

FOR

AMBERWOOD, AN UNRECORDED SUBDIVISION

HARRIS COUNTY, TEXAS

STATE OF TEXAS

§

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COUNTY OF HARRIS

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DOCUMENTS GOVERNING THE FOLLOWING SUBDIVISION:

AMBERWOOD, AN UNRECORDED SUBDIVISION, AND BEING MORE FULLY DESCRIBED AS 55.47 ACRES OUT OF THE A. R. BODMAN SURVEY, A-141, HARRIS COUNTY, TEXAS, AND BEING A PART OF THAT CERTAIN 69.16 ACRE TRACT DESCRIBED IN DEED, RECORDED UNDER FILM CODE 186-10-0013, ET SEQ., OF THE OFFICIAL PUBLIC RECORDS OF REAL PROPERTY OF HARRIS COUNTY, TEXAS.

**RECORDER'S MEMORANDUM:**

At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All blockouts, additions and changes were present at the time the instrument was filed and recorded.

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RP 095-11-2039

FILED

2015 JUN 30 PM 12:53

*Stan Stansut*  
COUNTY CLERK  
HARRIS COUNTY, TEXAS

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL  
PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.  
THE STATE OF TEXAS  
COUNTY OF HARRIS

I hereby certify that 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 Real Property of Harris  
County, Texas

JUN 30 2015



*Stan Stansut*  
COUNTY CLERK  
HARRIS COUNTY, TEXAS