

**ARTICLES OF ASSOCIATION BYLAWS
OF NORTHRIDGE OWNERS ASSOCIATION**

ARTICLE I: NAME AND LOCATION

The name of the corporation is Northridge Owners Association, Inc. hereinafter referred to as the Association. The principle office of the Corporation shall be located within the "Northridge Subdivision," which is located in the Jonathan C. Pitts survey. The mailing address is P.O. Box 1592, Willis, Texas 77378.

ARTICLE II

Section 1. "**Association**" shall mean and refer to Northridge Owners Association, Inc., its successors and assigns.

Section 2. "**Properties**" shall mean and refer to all or any part of that certain real property located in Northridge Subdivision in Montgomery County, Texas, according to the Plat thereof filed for record with the Montgomery County Tax Assessor's Office of Montgomery County, Texas.

Section 3. "**Lot**" shall mean and refer to any numbered or lettered Lot shown on the recorded Plat of the subdivision and any further subdivision of any reserve area.

Section 4. "**Record Owner**" for any given lot in the subdivision shall mean that person with the most recently recorded deed in the Real property Records of Montgomery County, Texas for such lot in such person's name.

Section 5. "**Restrictive Covenants**" shall mean and refer to the most current restrictions applicable to the Properties as recorded in the Deed and/or Real Property Records of Montgomery County, Texas.

Section 6. "**Voting Member**" shall mean and refer to those persons entitled to voting membership as provided in Article IV herein.

Section 7. "**Common Stock**" shall be the stock issued under the authority of Northridge Owners Association, Inc. Membership will be restricted to those property owners who have paid the \$50 membership fee, for which they will receive two (2) shares of stock in the Association. Each member will be entitled to one (1) vote per share with a maximum of two (2) votes per membership.

ARTICLE III: PURPOSE

This Association shall be a non-profit organization whose purpose shall be to promote civic and community welfare and pride among the residents of NORTHRIDGE, encourage and enforcing the restrictive regulations and covenants of said Subdivision conducive to good planning and the sustaining of property values therein; fostering and assisting in the general civic and social enterprises and activities which may be beneficial to the community and such other purposes, express or limited, as is contained in the Articles of Incorporation.

ARTICLE IV: VOTING MEMBERSHIP

Section 1. Subject to eligibility requirements there shall be **one vote for each share of stock** in the Northridge Owners Association, Inc. Said shares of stock shall be issued only to the **Record Owners of property** as provided in subpart (a) hereafter or the Purchaser under a Contract for Deed or Lease Purchase as provided in subpart (b) or both. All voting members must be in "GOOD STANDING" as defined below.

(a) The Record Owner who has provided a true copy of the applicable and most recently recorded Deed in his name together with the mailing address and telephone number of such Record Owner to the Board of Directors who have endorsed the same "officially accepted" for registration; or

(b) The Purchaser named in a "Contract for Deed", or Lease Purchase Agreement with such Record Owner as **is** named in subpart (a) above, for the purchase of such Lot under such Contract for Deed in his name, together with the mailing address and telephone number of such Purchaser to the Board of Directors who have endorsed the same "officially accepted" for registration.

The Board of Directors shall be entitled to rely fully upon the last of such "officially accepted" filings for all purposes.

To be eligible to vote, each voting member of the Association must be in "GOOD STANDING". Those members who have approved and funded the Operating Budget of the Association as voted on by the members in a regular or a special meeting shall be considered members in "GOOD STANDING" and eligible to vote.

Section 2. Any person who occupies any lot under a Deed or a Contract for Deed shall be **DENIED** the right to vote.

Section 3. **Number of votes.** Each eligible Voting Member duly registered pursuant to Article IV hereof shall be allowed one (1) vote for each respective Certificate of Stock so registered on each matter submitted to a vote at a meeting of the membership held therefor.

Section 4. **Proxy vote** shall be allowed only by signature of the person so designated in an "OFFICIALLY ACCEPTED" Deed Registration and filing with the Board of Directors and only on OFFICIAL PROXY forms provided by the Board of Directors.

Section 5. **Elections of Directors** of the Association. Nomination of officers shall be held at the last general assembly of the fiscal year.

Voting shall take place at the last general assembly of the fiscal year. Voting shall be by a show of hands or by ballot. If by ballot, the votes must be counted during the General Assembly by a Committee of three (3), appointed by the Board of Directors.

A majority vote shall determine the winner, with the new officers being installed at the first General Assembly of the fiscal year, following their elections.

ARTICLE V: POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall be the governing body of the Association with full rights and authority to determine policy, outline, plan and carry into execution all business, activities, and policy as approved by the Association, to enter into and execute all necessary agreements and instruments incident thereto in the name of the Association, and shall constitute, together with their proper delegates and agents, the exclusive representatives of the Association. In addition to the foregoing powers, the Board shall be authorized to institute, as well as settle or compromise, in the name of the Association or otherwise any necessary legal proceedings to carry into effect the purpose and policies of the Association whether against Members or others, or to enforce, or prevent violations of, the covenants or restrictions applicable to the Subdivision; and to employ legal counsel in connection with any of the foregoing, with the approval of the Association, by call of a Special Meeting, together with the power to do any and all things necessary and appropriate to achieving the purposes of the Association including but not limited to the following, to wit:

(a) suspend the voting rights of a member NOT in "GOOD STANDING".

(b) 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; and

(c) to compromise, settle and defend **claims and lawsuits** on behalf of the Association whether against Members or others and to employ legal counsel for these purposes by approval of the Northridge Owners Association, Inc. members.

Section 2. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to make the same available pursuant to Article XIV of these Bylaws;

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

(c) perform all duties and exercise all lawful powers to guarantee a democratic governing of the Association and to preserve the peace and goodwill among its Members.

(d) perform any and all other duties imposed by applicable law.

Section 3. To accept and review written complaints or communications from eligible Voting Members and when deemed necessary or appropriate to take action thereon directly by board action or when required by membership meeting.

ARTICLE VI: FISCAL YEAR

Section 1. The **fiscal year** of the Association shall begin on January 1st of each calendar year and extend through December 31st of the same year. Providing, however, the first year of the corporation shall be from the date of adoption of these Bylaws until December 31, 1993.

ARTICLE VII: IMPROVEMENT ASSOCIATION OFFICERS OF THE MEMBERSHIP

Section 1. The officers of the Membership shall consist of a President, Vice President, Secretary, and Treasurer at a minimum. Other officers may be elected by a simple majority. No nominee for such appointment may vote for himself.

(a) Association officers also serves on the Board of Directors for his or her term.

(b) The term of office of each officer shall be one (1) year unless reelected.

(c) No two (2) members from the same family shall be permitted to hold office at the same time.

Section 2. In case a vacancy occurs among the officers, the Board of Directors shall appoint a successor to serve during the unexpired term of the office vacated.

Section 3. Any Officer may be removed from office by the Board of Directors when, in their judgment, the best interest of the Association shall be served by such removal. Such Officer shall be removed by a simple majority of eligible members voting in favor of removal at any regular or special member meeting at which a quorum is had. Any Officer may resign at any time 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.

ARTICLE VIII: DUTIES OF OFFICERS

Section 1. The **President** shall preside at all meetings of the Members, prepare the agenda for such meeting, preserve order, and exercise supervision of such affairs; and shall decide all questions of procedure of such meeting, and further, shall perform such other and additional duties as are customarily required of this office.

Section 2. The **Vice President** shall assist the President in the discharge of these duties, and in the absence of the President, shall preside at all meetings of the members and shall perform the duties of the President during the latter's absence. Further, the Vice President shall perform any and all additional duties which may be delegated by the President.

Section 3. The **Secretary** together with the Board of Directors shall keep a full and correct record of all proceedings of this Membership; have charge of all records of the Membership; conduct the correspondence, and mail all bulletins and notices and keep a record of all the foregoing; answer all letters from Members; and otherwise comply with these Bylaws and the restrictive covenants for the subdivision.

Section 4. The **Treasurer**, unless otherwise directed by the Board of Directors, shall collect all mail, prepare all bank deposits, reconcile all bank statements; post all receipts to proper accounts; deposit all such funds in the bank; draw all checks on the Membership's funds, which checks so drawn shall be countersigned by another officer or director; shall keep a full, true and correct record of all funds and all financial transactions of the Membership, keep all books of account of the Membership, and shall render a complete report thereof to the Membership at its annual meetings, or more often as required by the President; procure all office supplies; and otherwise comply with these Bylaws and the restrictive covenants for the subdivision.

ARTICLE IX: ELIGIBILITY, NUMBER, TERM, VACANCY, ETC. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of nine (9) directors, elected as hereinafter set out.

Section 2. Eligibility. At the time of nomination and election of any Director and at all times during such Director's term the following shall be the requirements for eligibility, to wit:

- (a) An eligible Voting Member in "GOOD STANDING"
- (b) Duly elected pursuant to these bylaws.

Provided however any director may cure a defect in eligibility under subparts (a) and (b) within 15 days notice from the Board of Directors of such deficiency. Upon the 16th day the directorship shall be declared vacant.

Section 3. If a vacancy occurs or is declared by the Board of Directors in the position of a director, the remaining directors may appoint a successor for the balance of the term vacated.

Section 4. Any Board Member may be removed from office by the Board of Directors for failure to attend Association meetings, when in their judgment, the best interest of the Association shall be served by such removal. Such Director shall be removed by a simple majority of eligible members voting in favor of removal at any regular or special membership meeting at which a quorum is had. The director who is subject to a motion shall abstain from voting thereon. Any Board Member removed from office pursuant to these Bylaws shall automatically cease to serve as officer.

Section 5. Any Board Member 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.

ARTICLE X: MEETINGS

Section 1. **Membership Meetings:** (A) the annual meeting of the membership shall be held on the first Monday of each January, unless same falls on a holiday, in

which instance the meeting shall then be held on the second Thursday of that month; or at such other time as may be determined by the President without requirement of call. (B) Special meetings of the membership may be called by the President or the Board of Directors. Such request shall state the reason therefor. Such reason must be a matter which can properly be voted on by the voting membership. Whether or not such matter, which is the reason given for the request, is a matter properly subject to the vote of the membership shall be determined by the President, or in the President's absence, the Vice President.

(a) **Note of Meetings.** The President of the NORTHRIDGE OWNERS ASSOCIATION, INC. shall post in three (3) public places in the subdivision a notice stating the place, day and hour of the meeting.

(b) **Quorum.** Subject to Article X, Section 1, hereof business may be conducted at any meeting of the members, annual, quarterly, or special, provided six Directors are present and or fifteen (15) eligible voters are present in person.

(c) **Purpose of Membership meeting.** The express purpose of membership meetings, annual, quarterly, or special, is to provide an opportunity for eligible members to properly address the membership in attendance and/or to properly address the chair.

(d) **Passage of Resolution.** All action to be taken by the membership shall be upon resolution, preceded by motion duly seconded and supported by a majority of all eligible votes cast.

(e) Except as provided herein only matters properly upon the agenda included in the notice of any regular, quarterly, or special meeting of the membership will be heard at any such meeting provided however, there shall be a maximum time, determined by the President, allowed to each person named on the agenda for presentation of their matter. Only matters upon which voting members are eligible to vote will be heard from the floor at any such meeting provided that the same are on the agenda therefor. In order to have a proper matter placed upon the agenda by the President for any given meeting, annual or special, a written request must be received by the President a minimum of thirty (30) days prior to the date of any such meeting. Such written request shall be signed by a voting member provided a full disclosure has been made to each. Any request certified as proper matter for such meeting and eligible to be voted upon by the membership shall be placed upon the agenda for the meeting. Matters not on the agenda for any given meeting may nevertheless be heard during such meeting upon waiver of the agenda requirement by the President. Anything contained herein to the contrary notwithstanding, nominations for directorship of the Association may be made from the floor during the annual meeting by any eligible voting member in good standing. Write-in candidates shall be accepted from eligible voters.

Section 2. Board of Director Meetings

(a) May be called by the President, or Vice President in the President's absence, when business requires, and held at such place as designated by the Board;

(b) Special meetings of the Board of Directors may be called by the President, or in the President's absence, by the Vice President or by any other directors, to be held at the time and place designated in the notice thereof, which notice shall be given to the directors, not less than one (1) day before the date of such meeting, by telephone call, personal delivery, or personal communication.

(c) Emergency meetings of the Board of Directors shall be held in the same manner as special meetings;

(d) A majority of the members constituting the Board of Directors present shall constitute a quorum for any meeting of the Board;

(e) Passage of Resolution. All action to be taken by the Board of Directors shall be upon resolution, preceded by motion duly seconded and supported by a majority vote of all non-interested Directors;

(f) All meetings shall be open meetings. Open meetings shall be construed to mean that such meetings may be attended by eligible voting members.

ARTICLE XI: RULES OF ORDER FOR MEETINGS

Section 1. **Board of Directors.** Modified Robert's Rules of Order shall be followed at all meetings of the Board of Directors.

Section 2. **Members.** Modified Robert's Rules of Order shall be followed at all meetings of the Members.

ARTICLE XII: ELECTION OF BOARD OF DIRECTORS

Section 1. Nominations shall come from the floor at the last stated General Assembly meeting of the fiscal year.

Section 2. Subject to Article IX hereof, the election of the Directors shall be held at the last general assembly meeting of the fiscal year and shall in all cases be by show of hands or ballot. The nominee receiving the majority of the eligible votes cast in person or by proxy shall be declared elected subject to verification of good standing. If by ballots, the President will appoint a committee of three (3) members in attendance to tabulate count. Totals to be announced before the meeting adjourns.

ARTICLE XIII: ARCHITECTURAL CONTROL COMMITTEE AND OTHER COMMITTEES

Section 1. The newly elected Board of Directors will serve as the Architectural Control Committee consisting of the nine (9) Board of Directors.

(a) No building shall be erected, placed or altered on the property until the building plans, specifications and plot plans showing the location of such building have been submitted in writing to the **Architectural Control Committee, at P.O. Box 1592, Willis, Texas 77378**; and such plans have been approved in writing by **The Architectural Control Committee** as may be established, as to conformity and harmony of external and structural design and quality and as to location of the building and in conformity with the declarations, reservations, protective covenants, limitations, conditions and restrictions, as hereinafter set out.

(b) In the event said **Architectural Control Committee**, fails to approve or disapprove such design and location within thirty (30) days after said plans and specifications have been submitted to it, and if no suit to enjoin the erection of such building or the making of such alterations has been commenced prior to the completion thereof, such approval will not be required and this covenant will be deemed to be fully complied with. Notice of disapproval shall be delivered in person or by registered letter, addressed to Purchaser's last known address, and with said notice will set forth in detail the elements disapproved and the reason therefor. Such notice need not, however, contain any suggestions as to the methods of correcting the matters and things disapproved. The judgment of the supervising authority or committee shall in all things be FINAL.

(c) Any owner who has suffered damage to his residence by reason of fire or other casualty may apply to the Architectural Control Committee for reconstruction, rebuilding, or repair of his residence in a manner in which will provide for an exterior appearance and design different from that which existed prior to the date of the casualty. Application for such approval shall be made in writing together with full and complete plans, specifications, working drawings, and elevations showing the proposed reconstruction and the end result thereof. The Architectural Control Committee shall grant approval only if the design proposed by the owner would result in a finished residence of exterior design harmonious with other residences in the subdivision.

(d) Whenever, in this article, approval of the Architectural Control Committee is required, such approval shall be in writing. In the event the Architectural Control Committee fails to approve or disapprove within thirty (30) days after a receipt of an acceptable request, with all accompanying plans, specifications, and the like, to do so, approval will be deemed to have been given, and compliance with the terms of these provisions conclusively presumed.

Section 2. In addition the President of the Association shall appoint other committees as he/she deems necessary and appropriate for carrying out the purposes of the Association. All members of all committees shall serve at the pleasure of the President, but in no event shall the term of such committee or any member thereof, be appointed for longer than two (2) years. Any committee with any authorization to manage the corporation shall consist of three (3) or more persons, a majority of whom shall be Directors.

Section 3. Any committee member may be removed by the Board of Directors when, in their judgment, the best interest of the Association shall be served by such removal. All committees are responsible to the Association President and the Board of Directors, and the Association Membership.

ARTICLE XIV: BOOKS AND RECORDS

The Board of Directors shall keep correct and complete books and records of account and shall keep the minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors and shall keep at its registered address or principal address in this State a record of the names and address of its members entitled to vote.

The books, records and papers of the Association under this Article XIV shall be subject to inspection by any member. The time and place of any such inspection shall be upon written request and upon mutual agreement of the Secretary of the Board. Copies requested shall be at the sole cost and expense of the Member requesting the same. The initial charge for such copies shall be .50 per sheet paid cash in advance.

ARTICLE XV: UNANIMOUS WRITTEN CONSENT

Subject to applicable law, any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of the members or directors of the Association, or any action which may be taken at a meeting of the members or directors or of 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 members entitled to vote with respect to the subject matter thereof, or all of the directors, 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, and may be stated as such in any Articles or document filed with the Secretary of State of Texas under the Texas Non-Profit Corporation Action.

ARTICLE XVI: CORPORATE SEAL

The Association may have a seal in circular form having within its circumference the words: NORTHRIDGE OWNERS ASSOCIATION, INC.; however, the use of such seal shall not be required for validity of any act of the Association.

ARTICLE XVII: AMENDMENTS

These Bylaws may be altered, repealed or amended by a two-third ($2/3$) vote of the eligible voting members. Notification of the time and place of the meeting where the same is to be considered shall be delivered or mailed to each member in good standing at least fifteen (15) days before the date of such meeting and shall be posted in three (3) public places within the subdivision. The Board is authorized to incorporate any such alteration, change, or amendment into the Bylaws by a full restatement of the same without further vote of the membership.

The undersigned, comprising the entire Board of Directors of the Association, hereby unanimously adopt the foregoing Bylaws of the Association pursuant to Vernon's Ann. Civ. St. Art. 1396-2.09 of the State of Texas.

The Bylaws were approved and adopted by the eligible voting members on May 6, 1993.