

## **Bylaws**

# **Marlborough Square Section 1 Owners Assoc dba Stratford Townhomes Association**

## EXHIBIT "A"

BYLAWS  
OF  
MARLBOROUGH SQUARE, SECTION I  
OWNERS' ASSOCIATION, INC.

## ARTICLE I

NAME AND LOCATION

The name of the corporation is MARLBOROUGH SQUARE, SECTION I OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the Association shall be located at 550 South Post Oak Road, Suite 425, Houston, Texas 77027, but meetings of Members and Directors may be held at such places within the State of Texas, County of Harris, as may be designated by the Board of Directors.

## ARTICLE II

DEFINITIONS

Section 2.01. All terms used herein shall have the meaning given thereto in the Declaration unless expressly stated to the contrary herein.

Section 2.02. "Articles of Incorporation" shall mean the articles of incorporation of the Association, as amended from time to time.

Section 2.03. "By-Laws" shall mean these By-Laws of the Association, as amended from time to time.

Section 2.04. "Declaration" shall mean the Declaration of Covenants, Conditions, and Restrictions, as amended from time to time, a copy of which Declaration is recorded in the Official Public Records of Real Property of Harris County, Texas, under Film Code No. \_\_\_\_\_. The Declaration is incorporated herein by this reference for all purposes.

Section 2.05. "Director" shall mean a member of the Association's Board of Directors.

Section 2.06. "Member" shall mean those persons entitled to membership in the Association as provided in the Declaration.

Section 2.07. "Nominating Committee" shall mean a committee formed for the purpose of nominating candidates for election to the Board of Directors as contemplated by Section 4.02 of the By-Laws.

Section 2.08. "Property" shall mean the 'Land', as defined in the Declaration.

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## ARTICLE III

MEMBERS, MEETINGS, AND VOTING RIGHTS

Section 3.01. Composition and Powers. Every Owner shall be a Member of the Association and shall continue to be a Member for so long as he owns a Townhouse, all as more fully set out in the Declaration. If more than one person or entity owns a Townhouse, each such person shall be a Member provided the vote of such person shall be limited as provided in Section 3.02 of the Declaration. The foregoing is not intended to include persons or entities holding an interest in a Townhouse merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, the ownership of any Townhouse. Except as otherwise provided in these By-Laws or in the Declaration, all action to be taken or authorized by the Members shall be deemed validly taken or authorized upon adoption by vote of a majority of the Members present, in person or by proxy, at any properly called meeting at which a quorum is present, in person or by proxy.

Section 3.02. Annual Meetings.

.01 The first annual meeting of the Members shall be held when called, upon ten (10) days' prior written notice to the Members, by the initial Board of Directors of the Association. Such meeting shall be called at the time established by Section 3.03 of the Declaration.

.02 Thereafter, the annual meeting of the Members shall be held on the third Monday in the month of January of each year at 8:00 P.M.; provided, however, if the first annual meeting is less than six months prior to the month of January, the second annual meeting shall not be held until the second January following the first annual meeting. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 3.03. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of ten (10) Members.

Section 3.04. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ten (10) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied in writing by such Member to the Association for the purpose of notice. Such notice shall specify the place, date, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 3.05. Quorum and Adjournment. The presence at any meeting, in person or by proxy, of Members entitled to cast twenty-five percent of the votes in the Association shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. Any meeting of the Association, whether annual or special, may be adjourned from time to time, whether a quorum be present or not, without notice other than the announcement at the meeting, and such adjournment may be to

such time, date, and place as may be determined by a majority of the votes cast at such meeting. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting as originally called.

Section 3.06. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Townhouse.

Section 3.07. Voting. Each Member shall have a vote or votes in the Association according to the Fractional Interest appurtenant to the Townhouse owned by such Member, as set forth in Section 3.02 of the Declaration.

#### ARTICLE IV

##### BOARD OF DIRECTORS

Section 4.01. Composition. Until the Election Date defined in Section 3.03 of the Declaration, the affairs of the Association shall be managed by a Board of three (3) Directors appointed by Developer. Such Board may expand its size to five (5) by appointment of two additional Members to serve on the Board. After such appointment, the affairs of the Association shall be managed by a Board of five (5) Directors elected by the Members. Directors need not be Members of the Association. At the first annual meeting (and at the first special meeting after any merger of the Association), the Members shall elect one (1) Director for a term of one (1) year, two (2) Directors for terms of two (2) years each, and two (2) Directors for terms of three (3) years each; and at each annual meeting thereafter the Members shall elect one (1) or two (2) Directors, as the case may be, for a term of three (3) years. Though elected for the term of years specified, Directors shall serve until their successors are elected.

Section 4.02. Nomination. Nominations for election to the Board of Directors shall be made by the Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more other persons who shall be either Directors or Members of the Association, but a majority of whom shall be Directors. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-Members.

Section 4.03. Election. Election to the Board of Directors shall be by secret written ballot. At such election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration and these By-Laws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 4.04. Removal. Prior to the Election Date, no Director shall be subject to removal by the Members. Thereafter, any Director may be removed from the Board of Directors, with or without cause, by an affirmative vote of a majority of all votes in the Association represented at a special meeting called for such purpose. In the event of death, resignation, or removal of a Director, his successor shall be elected by the remaining members of the Board of Directors and shall serve for the unexpired term of his predecessor.

Section 4.05. Compensation. No Director shall receive compensation for any service he may render to the Association; however, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 4.06. Quorum. A majority of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of such Board of Directors. A vote of the Directors shall be valid if concurred in by a majority present at a meeting.

Section 4.07. Action Taken Without a Meeting. The Directors shall have the right to take any action without a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 4.08. Meetings. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may determine. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days' written notice to each Director, which notice may be waived by attendance at the meeting or by written waiver.

Section 4.09. Powers and Duties. The Board of Directors, for the benefit of the Members, shall have the following powers and duties:

.01 To exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, Articles of Incorporation, or the Declaration.

.02 To take all such lawful action as the Board of Directors may determine to be necessary, advisable or convenient to effectuate the purposes and provisions of the Declaration, the Articles of Incorporation, and by By-Laws.

.03 To perform any and all duties imposed on or powers allowed to the Board of Directors by applicable law.

## ARTICLE V

### OFFICERS AND THEIR DUTIES

Section 5.01. Election of Officers. The officers of the Association shall be the President, one or more Vice Presidents, Secretary, and Treasurer, and, in addition thereto,

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in the discretion of the Board of Directors, such other officers with such duties as the Board of Directors shall from time to time determine. All officers shall be elected annually by the Board of Directors as the Board of Directors may determine. All officers shall serve until their successors shall have been elected or until they have been removed or have resigned. All officers shall be subject to removal at any time by the Board of Directors. The Board of Directors may, in its discretion, elect acting or temporary officers and elect officers to fill vacancies occurring for any reason whatsoever, and may, in its discretion, limit or enlarge the duties and powers of any officer elected by it. Any person may simultaneously hold more than one of any of the offices, except the offices of President and Secretary. The officers may be Members or Non-Members.

Section 5.02. The President. The President shall preside at all meetings of the Board of Directors and the Members; see that orders and resolutions of the Board of Directors are carried out; and, unless otherwise provided by the Board of Directors, sign all leases, mortgages, deeds, and other written instruments that have been approved by the Board of Directors or pursuant to the authority granted by the Board of Directors.

Section 5.03. The Vice Presidents. Each Vice President shall have such power and duties as may be assigned to him by the Board of Directors. If more than one Vice President is elected, the Board of Directors shall designate who is the First Vice President, who is the Second Vice President, etc. In the absence of the President, the First Vice President shall perform the duties of the President. Such authority to act for the President shall vest to the Vice Presidents in the order of their numerical designation by the Board of Directors.

Section 5.04. The Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings in conformity with these By-Laws; keep appropriate current records showing the Members of the Association together with their addresses; and perform such other duties assigned by the Board of Directors.

Section 5.05. The Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all money of the Association and shall disburse such funds as directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board of Directors; sign all checks and promissory notes of the Association; keep proper books of account; cause an annual statement of the Association's books to be made at the completion of each fiscal year; prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members; and perform all other duties assigned to him by the Board of Directors.

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## ARTICE VI

COMMITTEES

Section 6.01 In addition to the committees provided for in the Declaration and the By-Laws, the Board of Directors may appoint such other committees as may be deemed appropriate by the Board.

## ARTICLE VII

CORPORATE SEAL

Section 7.01 The Association may have a seal in the form prescribed by the Board of Directors.

## ARTICLE VIII

MISCELLANEOUS

Section 8.01. Covenant to Obey Laws, Rules, and Regulations. Each Member shall be subject to the Declaration and shall abide by the By-Laws and Rules and Regulations as the same are or may from time to time be established by the Board of Directors. Each Member shall observe, comply with, and perform all rules, regulations, ordinances, and laws made by any governmental authority of any municipal, state, and federal government having jurisdiction over the Property or any part thereof.

Section 8.02. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 8.03. Amendment. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of 75% of the Members present, in person or by proxy, so long as written notice of the proposed By-Law change was given to the Members at least ten (10) days in advance of the meeting. If any such amendment affects the rights of any first Mortgagee, as defined in the Declaration, the consent of 100% of the first Mortgagees (based upon one (1) vote for each Mortgage held) shall also be required.

Section 8.04. Conflicts. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these By-Laws or the Articles of Incorporation, the Declaration shall control.

FILED

JAN 28 9 38 AM 1981

*Chick Redelman*  
COUNTY CLERK  
HARRIS COUNTY, TEXAS

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RULES AND REGULATIONS CONCERNING USE AND OCCUPANCY OF MARLBOROUGH SQUARE, SECTION I

1. No sidewalk, driveway, parking area, public hallway, walkway or stairway, or any other Common Area shall be obstructed in any manner, nor shall any Owner store or place or cause to be stored or placed any object in such areas.
2. Owners may place upon balconies or patios appurtenant to such Owner's Townhouse patio furniture and such decorative items as such Owner may deem desirable, provided, however, that the Board shall have the right at any time to direct removal of any item which the Board determines, in its sole discretion, detracts from the general appearance of the Project.
3. No animal shall be permitted on the Project except normal household pets. There shall be allowed only three such pets per Townhouse. The Board shall have the right to direct the removal of any pet which is disturbing to any other Owners in the Project. All pets must be restrained by a leash when outside of a Townhouse, and no pet shall be allowed to run loose within the confines of the Project.
4. No sign, notice, or advertisement of any type shall be posted within the confines of the Project without the prior written consent of the Board except "For Sale" or "For Rent" signs permitted by Section 2.06 of the Declaration.
5. No radio or television antennas shall be attached to any of the Townhouses or maintained outside of a Townhouse without the prior written consent of the Board.
6. Each Owner shall keep his Townhouse in good order and repair.
7. Automobiles, campers, boats, house trailers and other vehicles or similar items, if permitted by the Association within the Project, must be kept inside the Owner's garage. Garage doors must be kept closed at all times except when in use for ingress or egress. Vehicles not properly parked shall be subject to removal by the Board at the Owner's expense.
8. These Rules and Regulations may be amended at any time, and from time to time, by the Board.

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 on

JAN 28 1981



*Quita L. ...*  
COUNTY CLERK,  
HARRIS COUNTY, TEXAS

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