

**Bylaws**  
**Wildwood Civic Association**

*Intro Copy*

BYLAWS OF  
WILDWOOD CIVIC ASSOCIATION  
A NON-PROFIT CORPORATION

ARTICLE I

OFFICES

The principal office of the Corporation shall be located at 12670 Briar Patch Drive, Houston, Texas, until and unless changed by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. ASSOCIATION: "Association" shall mean and refer to WILDWOOD CIVIC ASSOCIATION, its successors and assigns.

Section 2. PROPERTIES: "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. COMMON AREA: "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. LOT: "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. OWNER: "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot or portion of a Lot which is a

a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. DECLARANT: "Declarant" shall mean and refer to WESTGATE DEVELOPMENT COMPANY, its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. DECLARATION: "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Real Property Records of Harris County, Texas.

Section 8. MEMBER: "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 9. DWELLING UNIT: "Dwelling Unit" shall mean and refer to each single family residential structure whether such structures are detached from other like units or not including any carports, garages or out buildings, if applicable, to be built upon the properties after such structure has been conveyed to an Owner.

### ARTICLE III

*amended*  
Section 1. ANNUAL MEETING. The annual meeting of the shareholders shall be held at the principal office of the Corporation at 7:00 o'clock p.m. on the third Thursday in November of each year, for the election of the Board of Directors

(hereinafter called "Board") for the ensuing year and for the transaction of such other business as may properly come before the meeting. In the event the date of the annual meeting falls on a legal holiday in Texas, the meeting shall be held on the next succeeding business day, and may be continued from day to day or to such other time as may be deemed proper, without additional notices, until all business is completed.

Section 2. SPECIAL MEETINGS. A special meeting of the shareholders may be held at any time upon call by the President, or by order of a majority of the Board, and it shall be the duty of the President to call a meeting whenever requested to do so by shareholders holding more than ten per cent (10%) of the issued and outstanding capital stock. No question may be voted upon at a special meeting unless the notice of such meeting states that one of the purposes of such meeting will be to act upon such question or such meeting is attended by all of the shareholders entitled to vote upon such a question, and all of such shareholders vote that such question may then be voted upon at such meeting.

Section 3. NOTICE OF MEETINGS. Written notice stating the place, date and hour of the meeting and, in the case of a special meeting, the purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary or the officer or person or persons calling the meeting, to each shareholder of record 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 shareholder at his address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid.

Section 4. QUORUM. The member holding twenty per cent (20%) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum at a meeting. If a quorum is not present at any meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 5. PROXIES.

- (a) At all meetings of shareholders, a shareholder may vote in person or by proxy executed in writing by the shareholder or by his 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 and shall automatically cease upon conveyance by the member of his Lot or Dwelling Unit.
- (b) Each member shall be entitled to one vote upon each matter submitted to a vote at a meeting.

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Section 6. VOTING BY MAIL. Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

Section 7. PRESIDING OFFICER AND MINUTES. All meetings shall be presided over by the President who shall be ex officio chairman of the meeting. Such meeting shall be attended by the Secretary, who shall be ex officio Secretary of such meeting. But if the President or Secretary shall not be in attendance at any meeting, then the shareholders may select another officer to preside at such meeting or to serve as Secretary of the same.

#### ARTICLE IV

##### BOARD OF DIRECTORS

Section 1. MANAGEMENT. The business and affairs of this Corporation shall be under the management of the Board.

Section 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors of the Corporation shall be five (5). The number of directors shall be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent directors, and the number of directors must always be between five and fifteen, inclusive. Each director shall hold office until the next annual meeting of shareholders and until his successor shall have been elected and qualified. Directors need not be residents of the State of Texas or members of the Corporation.

Section 3. ELECTION. At the first annual meeting of

shareholders and at the annual meeting thereafter, the members shall elect directors to hold office until the next succeeding annual meeting, and until successors shall have been elected and qualified.

Section 4. REMOVAL. Any director may be removed from his position as director, either with or without cause, by vote of seventy per cent (70%) of the members eligible to vote at any special meeting if notice of intention to act upon the question of removing such director shall have been stated as one of the purposes for the calling of such meeting.

Section 5. VACANCIES. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board for a term of office continuing only until the next election of directors by the members.

Section 6. QUORUM. A majority of the number of directors shall constitute a quorum for the transaction of business, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board unless otherwise specifically required by law or by these Bylaws.

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Section 7. REGULAR MEETINGS. A regular meeting of the Board shall be held without other notice than this Bylaw immediately after, and at the same place as the annual meeting of shareholders. The Board may provide, by resolution, the time and place, within Harris County, Texas, for the holding of additional regular meetings without other notice than such resolution.

Section 8. SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the President or any two directors. Notice of the call of a special meeting shall be in writing and delivered for transmission to each of the directors not less than during the third day immediately preceding the day for which such meeting is called. Notice of any special meeting may be waived in writing signed by the person or persons entitled to such notice; such waiver may be executed at any time before or after the time herein specified for the giving of such notice, but not later than the time specified in such notice for the holding of the special meeting. Attendance of a director at a special meeting shall constitute a waiver of notice of such special meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business or the meeting is not lawfully called or convened.

Section 9. STATEMENT OF PURPOSE. Neither the purpose nor the business proposed to be transacted at any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meetings.

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Section 10. ACTION WITHOUT A MEETING. Any action that may be taken by the Board at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the directors.

Section 11. COMPENSATION. By Resolution of the Board, each director may be paid his expenses, if any, of attendance at each meeting of the Board, but may not be paid a stated salary as director or a fixed sum for attendance at each meeting of the Board. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving fair compensation therefor.

#### ARTICLE V

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

Section 1. POWERS: The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) 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 Bylaws, the Articles of Incorporation, or the Declaration;

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

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. DUTIES: 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 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 twenty-five percent (25%) of the Class A or Class B members who are entitled to vote;

(b) 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 Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

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

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

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

(g) cause the Common Area and exterior of the Dwelling Units to be maintained.

## ARTICLE VI

### OFFICERS

Section 1. NUMBER: The officers of the Corporation shall be a president, one or more vice presidents (the number thereof to be determined by the Board), a treasurer and a secretary, and such assistant secretaries, assistant treasurers or other officers as the Board may appoint. Any two or more offices may be held by the same person, except that the president and secretary shall not be the same person.

Section 2. ELECTION AND TERM OF OFFICE: The officers of the Corporation shall be elected annually by the Board at the

first meeting of the Board held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as can conveniently be done. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. REMOVAL: Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. PRESIDENT: The President shall be the principal executive officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the shareholders and of the Board. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board, certificates for shares of the Corporation, and any contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution

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thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 6. THE VICE PRESIDENT: In the absence of the President or in the event of his death, inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign, with the Secretary or an Assistant Secretary, certificates for shares of the Corporation, and shall perform such other duties as from time to time may be assigned to him by the President or by the Board.

Section 7. THE TREASURER: The Treasurer shall:

(a) have charge and custody of and be responsible for all funds and securities of the Corporation;

(b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks or other depositories as shall be selected by the Board; and

(c) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to

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time may be assigned to him by the President or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. Any one or more of the above duties may be otherwise delegated by the Board.

Section 8. THE SECRETARY: The Secretary shall:

- (a) keep the minutes of the shareholders and of the Board meetings in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all certificates for shares prior to the issue thereof and to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws;
- (d) keep a register of the address of each shareholder;
- (e) sign with the President certificates for shares of the Corporation, the issue of which shall have been authorized by resolution of the Board;
- (f) have general charge of the stock transfer books of the Corporation;
- (g) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board. Any one or more of the above duties may be otherwise delegated by the Board.

Section 9. ASSISTANT SECRETARIES AND ASSISTANT TREASURERS:

The Assistant Secretary, when authorized by the Board, may sign with the President or a Vice President certificates for shares of the Corporation the issuance of which shall have been authorized by a resolution of the Board. The Assistant Treasurers shall respectively, if required by the Board, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President of the Board.

ARTICLE VII

COMMITTEES

Section 1. COMMITTEES 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 committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the Association. However, 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 Association; amending the articles of incorporation; 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 Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Association; 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 repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on its or him by law.

Section 2. OTHER COMMITTEES: Other committees not having and exercising the authority of the Board of Directors in the management of the Association 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 Association, and the President of the Association shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.

Section 3. TERM OF OFFICE: Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his successor is appointed, unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.



Section 4. CHAIRMAN: One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. VACANCIES: 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.

Section 6. QUORUM: 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.

Section 7. RULES: Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

#### ARTICLE VIII

##### CONTRACTS, INVESTMENT RESTRICTIONS, CHECKS & DEPOSITS

Section 1. CONTRACTS: The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, except as otherwise prohibited by any applicable law or by the Articles of Incorporation or by these Bylaws, and such authority may be general or confined to specific instances. The Board may also accept gifts on behalf of the Corporation.

Section 2. LOANS: No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority must be confined to specific

instances.

Section 3. CHECKS, DRAFTS AND DEPOSITS: All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board. The Board may at any time, and from time to time, designate one or more banks as depositories for the Corporation.

#### ARTICLE IX

##### BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

#### ARTICLE X

##### ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special

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assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of nine percent (9%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

#### ARTICLE XI

##### SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "Corporate Seal of Wildwood Civic Association".

#### ARTICLE XII

##### WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Association, 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 deemed equivalent to the giving of such notice.

ARTICLE XIII

GENERAL PROVISIONS

Section 1. FISCAL YEAR: The fiscal year of the Corporation shall be as the Board may at any time or from time to time hereafter determine.

ARTICLE XIV

AMENDMENTS

These Bylaws may be amended :

(a) by the shareholders at any annual meeting of the shareholders or, if notice of a proposal to amend these Bylaws and the respect in which proposed to be amended is given in any special meeting of shareholders, at such special meeting, or

(b) by the Board of Directors at any regular or special meeting duly called, which right and power the shareholders hereby confer upon the Board.

We, the undersigned President and Secretary of Wildwood Civic Association do hereby certify that the foregoing Bylaws are correct and that the same have been duly adopted by said Corporation at a meeting of the Board of Directors of this Corporation held at the offices of such Corporation in Houston, Texas on the \_\_\_ day of \_\_\_\_\_, 197\_\_.

ATTEST:

*Myron B. McCullough*  
Secretary

BY \_\_\_\_\_

President

## POOL AND LAKE RULES

1. Hours - Monday-Thursday 10:00 am - 10:00 pm  
Friday-Sunday 10:00 am - 11:00 pm
2. Children must be accompanied by an adult.  
Hours - 10:00 am - 6:00 pm
3. Guests must be accompanied by resident.
4. Two guests per resident.
5. Appropriate swim wear required in pool. (No cut-offs)
6. No glassware allowed in pool or lake areas.
7. No pets in pool area.
8. No individual in intoxicated condition or afflicted with communicable disease allowed.
9. No radios or electrical equipment allowed.
10. No fish nets or trout lines allowed at any time in the lake.
11. Small boats requiring oars allowed on the lake during daylight hours. Boats cannot be stored in the lake area.

## COMMON AREAS

1. If townhome is leased, notification to the management office of leasor's name, mailing address, and phone number must be made within fifteen (15) days.
2. All residents shall utilize the garages for the garaging of vehicles belonging to them and shall not park such vehicles on the Private Streets and Alleys or in the guest parking spaces.
3. No structure of a temporary character (trailer, mobile home, modular home, tent, shack, barn, or any other building) shall be placed on any lot either temporarily or permanently.
4. No exterior outside TV-FM antennas allowed without the approval of the Review Board prior to installation.
5. All fences must be approved by Review Board prior to installation.

6. No noxious or offensive activity shall be carried on or permitted upon any lot or upon the common properties. Nor shall anything be done thereon which may be or become an annoyance or nuisance to the neighborhood or to other residents.
7. No repair work, dismantling or assembling of motor vehicles or other machinery or equipment shall be done or permitted on any street, driveway or other portion of the common area.
8. No sign of any kind shall be displayed to the public view on any lot or common area other than real estate.
9. No animals, livestock or poultry, shall be raised or kept on any lot or common property, except dogs, cats or certain other household pets (not to exceed three (3) adult animals). All animals must be kept in the manner of the law (leashes used while on common areas).
10. No lot or any part of the common areas shall be used as a dumping ground for garbage, trash, rubbish or other waste matter.
11. Areas designated for parking of vehicles are for temporary use of residents and their guests. No boat, trailer, camper, motor home or mobile home shall be parked on any such area or other portion of the common area.
12. Open air drying of clothes shall be confined to individual's patios and must be kept screened by adequate planting or fencing so as not to be visible from adjoining lots or properties.
13. Recreational equipment, boxes, cartons, tools and like equipment may be stored in carports or garages, provided that same are screened from public view in a manner acceptable to the Review Board.