

*See also amendment
dated 3/21/88.*

BYLAWS
OF
FAIRFIELD INWOOD PARK NEIGHBORHOOD ASSOCIATION INC.

I. NAME AND LOCATION

The name of the corporation is Fairfield Inwood Park Neighborhood Association Inc. The principal office of the corporation shall be located in Houston, Texas, but meetings of members and directors may be held at such places within Harris County, Texas, as may be designated by the Board of Directors.

II. DEFINITIONS

The following words shall have meanings as assigned to them:

1. Association: Fairfield Inwood Park Neighborhood Association Inc., a nonprofit corporation incorporated under the laws of the State of Texas and its successors and assigns.

2. Board: the duly elected board of directors of the Association.

3. Declarant: Friendswood Development Company and its successors and assigns.

4. Declaration: the Declaration of Covenants, Conditions, and Restrictions applicable to the Property, recorded in the Official Public Records of Real Property of Harris County, Texas.

5. Equivalent Unit: the unit of property, subject to assessment pursuant to the terms of this Declaration, by which votes in the Association are assigned and assessments are levied, as fully described in the Declaration.

6. Common Area: all real property owned in fee or held by easement by the Association for the exclusive common use and enjoyment of the Owners, including areas designated by Declarant to be conveyed by deed or easement to the Association.

7. Member: those persons entitled to membership in the Association as provided in the articles of incorporation of the Association.

8. Owner: the record owner, whether one or more persons or entities, of fee simple title to any land subject to assessment by the Association, but excluding those having such interest merely as security for the performance of any obligation.

9. Property: Fairfield Inwood Park, Sections One and Two, and any other lands which may hereafter be made subject to the Declaration and the jurisdiction of the Association.

III. MEETINGS OF MEMBERS

1. Annual Meetings. The first annual meeting of the Members shall be held on a date selected by the Board upon ten days prior written notice to the Members, and each subsequent regular annual meeting of the Members shall be held within thirty days of the anniversary date of the last annual meeting, on a day and at a time and place to be selected by the Board.

2. Special Meetings. Special meetings of the Members may be called at any time by the President, by the Board, or upon written request executed on behalf of one-fourth of the votes in the Association.

3. Notice of Meetings. Except as to the first annual meeting, notice of each annual meeting shall be posted in a conspicuous place within the boundaries of the Property. Written notice of each special meeting shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of the notice, postage prepaid, at least fifteen days before the meeting to each Member entitled to vote, addressed to the Member's address last appearing on the books of the Association or supplied by the Member to the Association for the purpose of notice. The notice shall state the place, day, hour, and purpose of the meeting.

4. Quorum. The presence at any meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth 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 bylaws. If the required quorum is not present or represented at any meeting, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half of the required quorum at the previous meeting. This procedure may be repeated until a quorum is obtained. No subsequent meeting shall be held more than sixty days following the preceeding meeting.

5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing, filed with the Secretary, revocable, and automatically expire upon conveyance by the Member of the property subject to assessment by the Association.

IV. BOARD OF DIRECTORS: SELECTION, TERM OF OFFICE

1. Number. The affairs of this Association shall be managed by a Board of five directors, who need not be Members of the Association.

2. Term of Office. At the first annual meeting of the Members, the Members shall elect three directors for a term of one year and two directors for a term of two years. At each annual

meeting thereafter, the Members shall elect directors for a term of two years in the number required to maintain the membership of the Board at five.

3. Removal. Any director may be removed from the Board, with or without cause, by a majority of the votes in the Association. In the event of death, resignation, or removal of a director, the successor shall be selected by the remaining directors and shall serve for the unexpired term of the predecessor.

4. Compensation. No director shall receive compensation for any service rendered to the Association. Any director may, however, be reimbursed for actual expenses incurred in the performance of duties as a director.

V. NOMINATION AND ELECTION OF DIRECTORS

1. Nomination. Nominations for election to the Board shall be made by a 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 director, and two or more other persons. The Nominating Committee shall be appointed by the President prior to each annual meeting, to serve from the close of that annual meeting until the close of the next annual meeting and shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Nominations may be made from among Members or non-members.

2. Election. Election to the Board may be by secret written ballot or by voice vote, as determined by the President or such other officer as may preside over the meeting. At the election, the Members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the articles of incorporation and the Declaration. The persons receiving the largest number of votes shall be elected.

VI. MEETINGS OF DIRECTORS

1. Regular Meetings. Regular meetings of the Board shall be held not less than annually, as determined by the Board from time to time, at such place and hour as may be fixed from time to time by resolution of the Board.

2. Special Meetings. Special meetings of the Board shall be held when called by the President or by any two directors, upon not less than three days notice to each director.

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

4. Action Taken Without a Meeting. The directors may take any action in the absence of a meeting which they could take at a meeting if a consent in writing, setting forth the action taken, shall be signed by all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

VII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. Powers. The Board shall have power to:

a. manage the Common Area and Association facilities for the benefit of the Members; adopt and publish rules governing their use and the personal conduct of the Members and their tenants, occupants, and guests while using the Common Area and facilities; and establish penalties for the infraction of the rules and regulations;

b. suspend a Member's voting rights and right to use the Common Area during any period in which the Member is in default in the payment of any assessment levied by the Declaration or the Association. These rights may also be suspended, after notice and hearing, for a period not to exceed sixty days for infraction of published rules and regulations;

c. exercise on behalf of the Association all powers, duties, and authority vested in or delegated to the 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 to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board or four Board meetings within one year;

e. employ a manager, an independent contractor, or other employees as deemed necessary, and prescribe their duties;

f. provide lighting and cleaning for the streets internal to the Property;

g. maintain the street rights of way adjacent to landscape reserves and esplanades within the rights of way; and

h. contract for other services as deemed necessary by the Board.

2. Duties. It shall be the duty of the Board to:

a. cause to be kept a complete record of all its acts and corporate affairs and present a statement of the record to the Members at the annual meeting of the Members or at any special meeting when a statement is requested in writing by one-fourth of the votes in the Association;

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

c. as more fully provided in the Declaration:

(1) determine the category of Equivalent Unit applicable to all property subject to its jurisdiction;

(2) fix the amount of the annual assessment against each Equivalent Unit at least thirty days in advance of each annual assessment period;

(3) initiate a vote to approve special assessments where determined necessary by the Board;

(4) levy enforcement assessments when necessary;

(5) send written notice of each assessment to every Owner subject to the assessment;

(6) enforce payment, by all lawful means available, of all assessments which are not paid within thirty days after the due date.

d. issue, or 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 the certificate. If a certificate states an assessment has been paid, the certificate shall be conclusive evidence of such payment;

e. indemnify its directors, officers, employees, and agents to the full extent permitted by the laws of the State of Texas;

f. procure and maintain adequate liability and hazard insurance, including errors and omissions coverage, for the Association, the Board, and that property owned by the Association that the Association determines should be insured;

g. cause all officers or employees having fiscal responsibilities to be bonded, as deemed appropriate;

h. accept conveyance of the Common Area by Declarant and thereafter cause the Common Area and the buildings and facilities on the Common Area to be maintained, including but not limited to trimming, watering, and trash pick-up, as necessary; and

i. administer the use restrictions of the Declaration.

VIII. OFFICERS AND THEIR DUTIES

1. Enumeration of Officers. The officers of this Association shall be a President, a Vice President, a Secretary-Treasurer, and such other officers as the Board shall determine. All officers shall at all times be members of the Board.

2. Election of Officers. The election of officers shall take place at the first meeting of the Board following each annual meeting of the Members.

3. Term. The term of each office shall be one year, and officers shall hold office for one year and until their successors are qualified, unless unable to do so by reason of resignation, removal, or disqualification.

4. Directors of Fairfield Community Association Inc.. The President or the President's designee shall be the Association's representative as director of the Fairfield Community Association Inc.

5. Special Officers. The Board may elect or appoint such other officers as the affairs of the Association may require for a term of one year. These officers shall hold office for no more than one year and shall have such authority, and perform such duties as the Board may, from time to time, determine.

6. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary-Treasurer. The resignation shall take effect on the date of receipt of the notice or at any later time specified in the notice, and, unless otherwise specified, the acceptance of the resignation shall not be necessary to make it effective.

7. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to the vacancy shall serve for the remainder of the term of the officer replaced.

8. Multiple Officers. No person shall simultaneously hold more than one of any of the offices, except in the case of special offices created pursuant to Paragraph 4 of this Article.

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

a. President. The President shall preside at all meetings of the Board; see that orders and resolutions of the Board are carried out; and have authority to sign all leases, mortgages, promissory notes, deeds, and other written instruments on behalf of the Association.

b. Vice President. The Vice President shall act in the place of the President in the event of absence, inability, or refusal to act and shall exercise and discharge such other duties as may be required by the Board.

c. Secretary-Treasurer. The Secretary-Treasurer shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring the seal; give notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses; receive and deposit in appropriate bank accounts all monies of the Association and disburse such funds as directed by resolution of the Board; have authority to sign promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a competent accountant at the completion of each fiscal year; prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting and deliver a copy of each to the Members; and perform such other duties as required by the Board.

IX. COMMITTEES

The Board shall appoint an Architectural Review Committee as provided in the Declaration, a Nominating Committee as provided in these bylaws, and other committees as deemed appropriate in carrying out its purposes.

X. BOOKS AND RECORDS

The books, records, and papers of the Association shall at all times, during reasonable business hours and upon adequate notice, be subject to inspection by any Member. 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.

XI. ASSESSMENTS

As more fully provided in the Declaration, each Equivalent Unit is subject to annual, special, and enforcement assessments which are secured by a continuing and contractual 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 days after the due date, the assessment shall bear interest from the date of delinquency at the highest rate of interest provided by applicable law, and the Association may either bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and the costs of collection of any enforcement action, including reasonable counsel fees, shall be added to the

amount of the assessment. No Owner may waive or otherwise escape liability for any assessment by nonuse of the Common Area or abandonment of the property subject to assessment or any other means.

XII. APPEALS

1. Right of Appeal. Any decision of the Architectural Review Committee or any other committee appointed by the Board may be appealed, provided that all subordinate avenues of resolution have been pursued and provided further that all parties involved comply with the decision of the committee until the Board amends or reverses the committee's decision.

2. Appeals Petitions. Appeals petitions shall be legibly written and shall be submitted in form satisfactory to the Board.

3. Hearing. Any Member filing an appeal shall be entitled to a hearing before the Board upon at least seven days prior written notice to all interested parties.

4. Decision. Following the hearing, the Board may, by majority vote of a quorum, uphold the decision of the committee in its entirety, amend the decision, or overturn the decision.

5. Further Action. A Member shall exhaust all available remedies as provided in this Declaration before the Member may resort to a court of law for relief from any committee decision. This limitation shall not apply to the Board or any Member where the complaint alleges non-payment of assessments.

XIII. CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Fairfield Inwood Park Neighborhood Association Inc.

XIV. MISCELLANEOUS

1. The fiscal year of the Association shall begin on January 1 and end on December 31 of every year, except that the first fiscal year shall begin on the date of incorporation.

2. In the case of any conflict between the articles of incorporation and these bylaws, the articles shall be superior; and in the case of any conflict between the Declaration and these bylaws, the Declaration shall be superior.

3. Any notice required to be sent to any Member pursuant to these bylaws, shall be deemed to have been properly sent when mailed, postpaid, to the last known address of the Member on the records of the Association at the time of the mailing.

XV. AMENDMENTS

These bylaws may be amended at any meeting of the Members, by a vote of a majority of a quorum of the votes present in person or by proxy.

We, being all the directors of FAIRFIELD INWOOD PARK NEIGHBORHOOD ASSOCIATION INC., have executed these bylaws on February 23, 1988.

Mary C Baker
MARY C. BAKER

John L. Bakoss
JOHN L. BAKOSS

Richard E. Francis
RICHARD E. FRANCIS

Suzanne Ingemanson Page
SUZANNE INGEMANSON PAGE

Gary L. Robison
GARY L. ROBISON

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on Feb. 23, 1988 by Mary C. Baker, John L. Bakoss, Richard E. Francis, Suzanne Ingemanson Page, Gary L. Robison, directors of Fairfield Inwood Park Neighborhood Association Inc., a Texas non-profit corporation, on behalf of said corporation.

W-346A

Judy Matthews
JUDY MATTHEWS
Notary Public in and for State of Texas
My Commission Expires 11-1-88.

AMENDMENT TO BYLAWS
OF
FAIRFIELD INWOOD PARK NEIGHBORHOOD ASSOCIATION INC.

The Bylaws of the above nonprofit corporation are hereby amended as follows:

Section XV of the Bylaws is amended to read as follows:

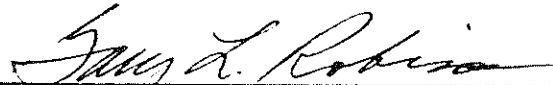
XV. AMENDMENTS

These bylaws may be amended at any meeting of the Members, by a vote of a majority of a quorum of the voters present in person or by proxy. As long as the Declarant controls a majority of the votes in the Association, any amendment to these bylaws shall additionally require the approval of the Federal Housing Administration or the Veterans Administration.

In all other respects, the Bylaws shall remain as they were prior to this Amendment.

Amendment adopted to be effective March 21, 1988.

We, being the President and Secretary of FAIRFIELD INWOOD PARK NEIGHBORHOOD ASSOCIATION INC., have executed this Amendment to Bylaws on March 21, 1988.



Gary L. Robison
President



Mary C. Baker
Secretary

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, a notary public, on this day, personally appeared Gary L. Robison and Mary C. Baker, known to me to be the persons whose names are subscribed to the foregoing document and, being by me each first duly sworn, each declared that the statements therein are true and correct.

Given under my hand and seal on 3/21/88.

W-390A ⊕



JUDY MATTHEWS
Notary Public in and for State of Texas
My Commission Expires 11-1-88.