

RESTATED AND AMENDED BY-LAWS
OF
WILLIAMSBURG SETTLEMENT MAINTENANCE ASSOCIATION
(with amendments one, two, three and four incorporated in BLUE text)

ARTICLE I

NAME AND LOCATION

The name of the Corporation is WILLIAMSBURG SETTLEMENT MAINTENANCE ASSOCIATION. The principal office of the Corporation shall be located at 1602 Hoyt Lane, Katy, Harris County, Texas 77449, but meetings of the Members and Directors may be held at any place within Harris County, Texas, as may be designated from time to time by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. “Corporation” where used herein shall mean and refer to Williamsburg Settlement Maintenance Association, its successors and assigns.

Section 2. “Properties” shall mean and refer to that certain residential subdivision known as Williamsburg Settlement, Section One, Section Two and Section Three according to the ~~plat~~plats thereof recorded in the Map Records of Harris County, Texas, ~~and any additional residential subdivisions or common areas duly annexed thereto and for which this Corporation may hereafter be designated to provide maintenance services, as permitted by the Articles of Incorporation of said Association.~~

Section 3. “Lot” shall mean and refer to any residential building lot shown upon the recorded plat of any subdivision included in the Properties, or any residential building site resulting from re-subdividing or consolidating of lots as permitted by the Restrictions applicable to any such subdivision, but shall not include any tract which may be designated on any subdivision plat as an “Unrestricted Reserve”.

Section 4. “Owner” shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, but excluding parties having an interest in any Lot merely as security for the performance of an obligation.

Section 5. ~~“Developer” shall mean and refer to Williamsburg Development Corporation, a Texas corporation, its successors and assigns, with respect to the aforementioned subdivision, and shall mean and refer to the developer named in the applicable recorded Restrictions with respect to any other duly annexed subdivisions for which this Corporation may be designated to provide maintenance services.~~

~~Section 6.~~ “Restrictions” shall mean and refer to any instrument recorded in the Official Public Records of Real Property of Harris County, Texas, which sets forth restrictions, reservations, conditions and easements applicable to the residential subdivision or subdivisions constituting the Properties (as Properties are defined under Section 2 above).

~~Section 76.~~ “Member” shall mean and refer to those persons entitled to ~~membership~~Membership in this Corporation, as provided in its Articles of Incorporation.

~~Section 87.~~ “Director” shall mean and refer to a duly elected member of the Board of Directors of the Corporation.

~~Section 9. “Eligible Member” shall mean and refer to those Members who are not delinquent in the payment of any assessments, fees or charges due and payable to the Corporation, as determined by the Directors in accordance with these Bylaws.~~

ARTICLE III

MEETINGS OF MEMBERS

~~Section 1. Annual Meetings. The first annual meeting of the Members shall be held on September 21, 1985, at the hour of 10:00 a.m., at which time the members of the initial Board of Directors of the Corporation or their successors shall resign simultaneously for the purpose of vesting membership rights in the Lot Owners.~~

~~Thereafter, regular Regular meetings of the Members shall be held annually during the month of April on a date set by the Board between January 1 and December 1 of each year at such place and hour as may be fixed from time to time by resolution of the Board of Directors. The first regular annual meeting of the Corporation shall take place during the month of April, 1986.~~

~~Section 2. Special Meetings.~~ Special meetings of the Members may be called at any time by the President, or by a majority of the ~~members~~Members of the Board of Directors of the Corporation, (as determined by the board of Directors no less than thirty ~~{(30)}~~ days prior to the date of the special meeting) or upon the written request of at least 10% of all of the Eligible Members.

~~Section 3. Notice of Meetings.~~ Written notice of each meeting of the ~~members~~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 fifteen (15)~~ no less than ten (10) days ~~but not and no~~ more than ~~fifty (50)~~sixty (60) days before such meeting to each member entitled to vote thereat, addressed to the ~~member’s~~Member’s address last appearing on the books of the Corporation, or supplied by such ~~member~~Member to the Corporation for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

~~Section 4. Quorum.~~ The presence at the meetings of Eligible Members entitled to cast, or of

proxies of ~~Eligible~~ Members entitled to cast, at least ~~15~~10% of the votes of the ~~membership~~Membership shall constitute a quorum for any action. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until ~~a quorum as aforesaid shall be present or be~~Members entitled to cast, or proxies of Members entitled to cast, at least 5% of the votes of the Membership are present or represented.

Section 5. Proxies. At all meetings of ~~members~~Members, each ~~member~~Member may vote in person, by proxy, or by ~~proxy~~electronic or absentee ballot. All ~~non-electronic~~ 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 Lot.

ARTICLE IV

BOARD OF DIRECTORS

SELECTION

TERM OF OFFICE

Section 1. Number. The affairs of this Corporation shall be managed by a Board of Directors having no fewer than three (3) members. ~~All Directors must be either (1) an owner and occupant of a Lot or (2) an officer of a corporation, a partner in a partnership, or an individual owning and developing one or more Lots. No person shall be a Director who is not (or represents an entity which is not) an Eligible Member, all of whom shall be Members of the Corporation. No person shall be eligible to serve as a Director who has been convicted of a felony or crime of moral turpitude.~~

Section 2. Board of Directors - Term of Office ~~Three (3) year terms for all. The term of each Director elected to the Board of Directors effective April 1987, shall be three (3) years.~~ These three (3) year terms are effective upon expiration of current terms.

~~At any time after the Corporation shall have members, as aforesaid, the~~The number of Directors may be increased or decreased from time to time by amendment to the By-Laws of this Corporation, provided the number of Directors shall never be less than three (3).

In the event of the resignation, death or incapacity to serve of any of the Directors of the Corporation, the remaining Directors shall by a majority vote elect a successor to serve the remaining balance of the term of said Director.

Section 3. Removal. On receiving proof of a felony or crime of moral turpitude by any Director, the Board shall remove and permanently bar that Director from future Board Membership. Any Director may be removed from the Board, with or without cause, by a majority vote of a quorum of ~~Eligible~~ Members of the Corporation at an annual meeting or special meeting of the Corporation called for such purpose, and in the event of such removal of a Director, a successor shall be appointed by the remaining Directors to serve until the next annual meeting at which time an election shall be held to elect a new Director to serve the unexpired term of said

Director. _____

Section 4. Compensation. No Director shall receive compensation for any service rendered to the Corporation. However, any Director may be reimbursed for actual expenses incurred in the performance of his or her duties.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors as provided herein shall be made in the manner set forth from time to time by the Directors. In addition, nominations may be made from the floor at the annual meeting. ~~All nominations shall be made among Eligible Members (as determined by the Board of Directors no less than 30 days prior to the date of the annual meeting).~~

Section 2. Election. Election to the Board of Directors shall be by ~~secret~~ written ballot. At such election the ~~Eligible~~ Members or their proxies may cast, with respect to each vacancy, one vote for each Lot owned by one or more ~~Eligible~~ Members. The persons receiving the largest number of votes shall be elected to fill the vacancies. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held no less than once every three (3) months at such date and hour as may be fixed from time to time by the Board of Directors. The Board of Directors shall prepare a tentative schedule of meeting dates for each year in December of the preceding year and shall post the schedule ~~at the principal office of~~ on the Association web site. ~~At least 72 hours prior to each meeting the meeting agenda shall be posted on the Association web site and notice of such posting emailed to all owners who have registered their email addresses with~~ the Corporation.

Section 2. Special Meetings. Special meetings of the Board of Directors may be held from time to time when called by the President of the Corporation, or by a majority of the Directors, after not less than three (3) ~~days~~ notice to each Director.

Section 3. Quorum. A majority of the Board 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.

Section 4. ACTION TAKEN BY UNANIMOUS CONSENT. The Directors shall have the right to take any action on behalf of the Corporation which they could take at a

meeting (either regular or special) by unanimous consent of all the Directors, provided that the action so taken is stated in writing, signed by all the Directors, and recorded in the minutes of the Corporation. Any action so taken and recorded shall have the same force and effect as though taken at a duly held meeting of the Directors.

ARTICLE VII

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 any facilities made available to the ~~members~~Members, and the personal conduct of the ~~members~~Members and their guests thereat, and to establish penalties for the infraction thereof;

(b) suspend any ~~member's voting rights and~~Member's right to use any facilities which may be made available to ~~members~~Members during any period in which such ~~member~~Member shall be in default in the payment of any assessment levied by the Corporation; and, after notice and hearing, to suspend such rights ~~for a period not to exceed sixty (60) days, for~~until each infraction ~~of published rules and regulations;~~has been remedied.

(c) exercise for the Corporation all powers, duties, and authority vested in or delegated to this Corporation and not reserved to the ~~membership~~Membership by other provisions of these By-Laws, the Articles of Incorporation, or the applicable Restrictions;

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

(e) employ a manager, independent contractors, employees, and such agents as the Board of Directors deems necessary to carry out the function of the Corporation.

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~~Members at the annual meeting of the ~~members~~Members, or at any special meeting when such statement is requested in writing by at least one-fourth (1/4) of the ~~members~~Members who are entitled to vote;

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

(c) enforce the annual maintenance charge on all Lots, as more fully provided in the Restrictions, and in connection therewith to:

(1) fix the amount of the annual assessment against each Lot as provided in the Restrictions;

(2) send written notice of the annual assessment on each Lot to the Owner addressed to the last known address of such Owner as shown on the records of the Corporation, as soon as practicable after fixing the amount of such assessment; and

(3) foreclose the lien against any property for which assessments are not paid within sixty (60) days after due date, or to bring an action at law or take any other appropriate action 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 or under the jurisdiction of the Corporation;

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

(g) cause any area or facility under the jurisdiction of the Corporation to be adequately maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Corporation shall be a president (who shall at all times be a member of the Board of Directors), a vice president, a secretary, a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. ~~Officers shall be elected from time to time as desired by the initial Board of Directors, and after the Corporation shall have members, the~~The election of officers shall take place at a meeting of the Board of Directors to be held immediately following each annual meeting of the ~~members~~Members.

Section 3. Term The officers of this Corporation shall be elected annually by the Board and each shall hold office for one (1) year unless such officer shall sooner resign, or be removed from office, or otherwise be disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. 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. 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.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) ~~(a)~~ The president shall preside at all meetings of the Board of Directors at which he or she is present; shall see that orders and resolutions of the Board are carried out; shall sign all contracts, leases, mortgages, promissory notes, deeds and other written instruments.

Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his or her absence, inability or refusal to act, shall exercise and discharge such other duties as may be required by the Board.

Secretary

(c) The secretary shall record the votes and keep minutes and proceedings of the Board and of the Members; ~~keep the corporate seal of the Corporation and affix it on all papers requiring said seal;~~ serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Corporation together with their addresses, shall perform other duties as required by the Board.

Treasurer

(d) The treasurer shall supervise the receipt and deposit in appropriate bank accounts of all monies of the Corporation and shall supervise the disbursement of such funds as directed

by resolution of the Board; supervise the keeping of proper books of account; cause an annual audit of the Corporation books and records to be made by an independent certified public accountant at the end of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Members at the regular annual meeting or at a special meeting.

All checks shall be signed by two of the officers of the Corporation, one of whom must be the President or Vice President.

ARTICLE IX

COMMITTEES

The Board of Directors shall appoint such committees as may be deemed appropriate in carrying out the purpose of the Corporation.

ARTICLE X

BOOKS AND RECORDS

~~The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any member. The Restrictions, the Articles of Incorporation and the By Laws of the Corporation shall be available for inspection by any member at the principal office of the Corporation, where copies may be purchased at reasonable reproduction cost.~~

The books and records of the Corporation shall be made available and produced in accordance with the Association's records production and retention policies.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Restrictions, each Owner of record of a Lot on the date of assessment is obligated to pay the Corporation annual maintenance fund assessments, which are secured by a continuing lien upon the property against which the assessment is made. If the assessment is not paid within ~~fifteen (15)~~thirty-one (31) days after due date, the assessment shall be considered delinquent and shall bear interest from the date of delinquency at the rate of ten per cent (10%) per annum, and the Corporation may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot affected. Accrued unpaid interest and all costs and reasonable attorneys' fees incurred by the Corporation with respect to the collection of such unpaid charges may be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by abandonment of his Lot or house or non-use of any facility made available to Owners.

ARTICLE XII

CORPORATE SEAL

~~The Corporation shall have a seal in circular form having within its circumference the words:~~

~~WILLIAMSBURG SETTLEMENT MAINTENANCE ASSOCIATION~~

~~ARTICLE XIII~~

AMENDMENTS

Section 1. These By-Laws may be amended from time to time ~~by a majority of the Board of Directors, or,~~ at a regular or special meeting of the Members of the Corporation by a majority of the votes of a quorum of ~~members~~Members present in person ~~or,~~ by proxy ~~(after such time as the Corporation shall have members)-or~~ electronic or absentee ballot.

Section 2. In the case of any conflict between the Articles of Incorporation of the Corporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Restrictions and these By-Laws, the Restrictions shall control.

ARTICLE ~~XIV~~XIII

MISCELLANEOUS

The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December of every year.

~~IN WITNESS WHEREOF, we, being all of the current Directors of WILLIAMSBURG SETTLEMENT MAINTENANCE ASSOCIATION, have hereunto affixed our signatures, effective as of the 25th day of July, 1977.~~

Signed by:

Marvin E. Leggert
H. Arthur Littell
Peter Boatright

WILLIAMSBURG SETTLEMENT MAINTENANCE ASSOCIATION

CERTIFICATION

I, the undersigned, being the President of Williamsburg Settlement Maintenance Association (WSMA), hereby certify that the foregoing resolution was adopted at a meeting of the Members of the Corporation on the _____ day of _____, 2012.

BY: _____, President DATE: _____

PRINT NAME: _____