

By-Laws
Of
Wilderness Trails Homeowners Association

Article I

The name of the corporation is Wilderness Trails Homeowners Association, hereinafter referred to as the "Association." The meetings of members and directors may be held at such places within the state of Texas, county of Galveston, as may be designated by the Board of Directors.

Article II

Section 1. "Association" shall mean and refer to the Wilderness Trails Homeowners Association, a Texas non-profit corporation, it's successors and assigns.

Section 2. "Properties" shall mean and refer to that certain property or properties described in the declaration in Galveston county, Texas, and any additional jurisdiction of the association.

Section 3. "Lot" shall mean and refer to any plot of land shown upon any recorded map of the properties.

Section 4. "Owner" shall mean and refer to the recorded owner, whether one or more entities, of the fee simple title to any lot which is part of the properties subject to a maintenance charge assessment by the Association, including contract sellers, but excluding those having interest merely as security for the performance of any obligation.

Section 5. "Declarant" shall mean the owner of that certain property in Wilderness Trails, a subdivision in Galveston county, Texas.

Section 6. "Declaration" shall mean and refer to the declaration of covenants, conditions, and restrictions for Wilderness Trails, a subdivision in Galveston county, Texas, recorded in volume 3324, pages 508-526, and any additions and supplements thereto.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the declaration.

Article III

Meetings of Members

Section 1. Annual Meetings

The annual meeting shall be held at such time and place as determined by the Board of Directors, customarily but not restricted to the Friendswood Public Library.

Section 2. Special Meetings

Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon a written request by one-fourth of the members.

Section 3. Notice of Meetings

Notification to members of the meetings shall be made by any one combination of or all of the following methods at the discretion of the Board:

1. Association Newsletter
2. Individual First Class Mail
3. Local Newspaper

Notification will be made not less than fifteen (15) days or more than fifty (50) days before such meeting. The notification will state the time and place of the meeting.

Section 4. Proxies

At all meetings of members, each member may vote in person or 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 their property.

Section 5. Quorum

The presence at the meeting of the members entitled to cast, or if proxies entitled to the cast, shall constitute a quorum for any action except as otherwise provided in the articles of incorporation, the declaration, or these by-laws.

Article IV

Board of Directors

Section 1. Board of Directors

The affairs of this association shall be managed by a board of five (5) directors, who must be members of the association.

Section 2. Term of Office

Three (3) directors shall be elected by the members for a term of three (3) years.

One (1) director for a term of two (2) years.

One (1) director for a term of one (1) year.

Section 3. Nomination

Nomination for election to the Board of Directors shall be made from the members present or by proxy at the annual meeting.

Section 4. 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 of each vacancy as many votes as they are entitled to cast under the provisions of the declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 5. Removal

Any director may be removed from the board with or without cause by a majority vote of the members of the association. In the event of death, resignation or removal of a director, their successor shall be elected by the remaining members of the board and shall serve for the unexpired term of their predecessor.

Section 6. Compensation

No director shall receive compensation for any services they may render to the association. However, any director may be reimbursed for their actual expenses incurred in the performance of their duties.

Article V

Meetings of Directors

Section 1. Regular Meetings

Regular meetings of the Board of Directors shall be held at least semi-annually at such place and hour as may be fixed by mutual consent of a majority of board members.

Section 2. Special Meetings

Special meetings of the Board of Directors shall be held when called by the President of the association or any director after not less than three (3) days notice to each director, such notice may be waived at or prior to such meeting.

Section 3. Quorum

A majority of the number of directors shall constitute a quorum for the transaction of the 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 Without A Meeting

Any action which may be required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all the members of the Board. Such consent shall be placed in the minute book of the association with the minutes of the Board of Directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Article VI

Powers and Duties of the Association

Section 1. Powers

The association, by and through its Board of Directors, shall have the following rights and powers:

- A.) Suspend the voting rights and right to the use of any facilities or services provided by the association 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
- B.) Exercise for the association all powers, duties, and authorities vested in or delegated to this association and not reserved to the membership by other provisions of these by-laws, articles of incorporation, or declaration.
- C.) Declare the office of a member of the Board of Directors to be vacant in the event such member is absent from three (3) consecutive regular or special meetings of the Board of Directors.
- D.) Employ a manager, an independent contractor, or such other employees as it deems necessary, and to prescribe in writing their duties and terms of employment.

Section 2. Duties

It shall be the duty of the association, by and through it's 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 one-fourth of the members of the association who are entitled to vote.
- B.) Supervise all offices, agents, and employees of this association, and to see that their duties are properly performed.
- C.) Fix the amount of the annual assessment against properties subject to the jurisdiction of the association and take actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof.
- D.) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period.
- E.) Issue, or cause an appropriate office to issue, upon request by any owner, a certificate setting forth whether or not the assessment on their property has been paid. If a certificate shall state that an assessment has been paid, then such certificate shall be conclusive evidence of such payment.
- F.) Procure and maintain such liability and hazard insurance as it may deem appropriate on any property or facilities owned by the association.
- G.) Cause any officers or employees having fiscal responsibilities to be bonded, as it may deem necessary.

Article VII

Officers and Their Duties

Section 1. Enumeration of Officers

The officers of this association shall be a president, a vice president, and a secretary, who shall at all times be members of the Board of Directors.

Section 2. Election of Officers

Election to the office of president shall be by the members of the association at the annual meeting of the association.

Election to the offices of vice-president and secretary shall be made by the Board of Directors.

Section 3. Term

All offices are for a term of one (1) year, except the president which is two (2) years, unless he or she resign, or be removed, or otherwise be disqualified to serve.

Section 4. Special Appointments

The Board of Directors may elect such other officers as the affairs of the association 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. Authority to Sign Checks

The Board, from time to time, may authorize any person or persons, who need not be officers or directors of the association, to sign checks of the association. Such agents may be authorized to sign singly or jointly, as the Board in its discretion may decide. The Board may at any time rescind and revoke authority granted to any person.

Section 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 president or the secretary. The acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies

A vacancy in any office or position on the Board of Directors may be filled by appointment by the Board of Directors. The officer or Board position appointed shall serve for the remainder of the term of the officer or Board member being replaced.

Section 8. Multiple Offices

No person shall simultaneously hold more than one (1) office of this association except in the case of special offices created pursuant to Section 4 of this article.

Section 9. Duties

The duties of the officers of the association are as follows:

- A.) President: The president of the association shall preside at all meetings of the Board of Directors of the association; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments, and shall co-sign all promissory notes.
- B.) Vice-President: 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 and shall exercise and discharge such other duties as may be required by the Board.
- C.) Secretary: The secretary shall record the votes and keep the minutes of the meetings and proceedings of the board and of the members; keep the corporate seal of the association and affix it on all papers requiring said seal; keep appropriate current records showing the members of the association together with their addresses, and shall perform duties as required by the Board.

Article VIII

Committees

The association shall appoint an architectural control committee as provided in the declaration. The Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes.

Article IX

Books and Records

The books, records, and papers of the association shall at all times during reasonable business hours be subject to inspection by any member.

Article X

Assessments

As more fully described in the declaration, each member is obligated to pay the association annual and special 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 six (6%) percent 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 action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessment provided for herein by non-use of the facilities or services provided by the association or by abandonment of their lot.

Article XI

Corporate Seal

The association shall have a seal in circular form having within its circumference the words "Wilderness Trails Homeowners Association" and with the center, the word "Texas."

Article XII

Amendments

Section 1. Amendments

The by-laws may be amended at a regular or special meeting of the Board of Directors by a vote of a majority of a quorum of Board members present in person or by proxy.

Section 2. Conflict

In the case of any conflict between the articles of incorporation and these by-laws, the articles shall control, and in case of any conflict between the declaration and these by-laws, the declaration shall control.

Article XIII

Miscellaneous

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. In witness thereof, we, being the directors of the Wilderness Trails Homeowners Association, have hereunto set our hands this 16 day of September, 1992.

*Signatures on File.