

**BYLAWS OF  
TEXAS NATIONAL PROPERTY OWNERS ASSOCIATION  
A Texas Non-Profit Corporation  
(Amended November 2021)**

**ARTICLE I**

**ASSOCIATION**

**Section I  
Purpose**

The purpose of Texas National Property Owners Association (the "Association" and/or the "Corporation") is to provide for the management of the affairs of the Texas National Subdivision, Sections 1 through 9, and Texas National Country Club Homes Subdivision (collectively, the "Subdivision") in accordance with the Articles of Incorporation and the Declaration of Covenants, Conditions, and Restrictions, as recorded with Montgomery County and the State of Texas authorities, as may be amended from time to time (the "Restrictions"). Management shall be effected through a Board of Directors (the "Board" or "Board of Directors"), whose primary goal shall be the preservation and enhancement of the Subdivision for the best interest of all property owners, as may be expressed by the membership, either in formal proposals, or by representations at open Board meetings.

**Section II  
Offices**

The principal office of the Corporation is located at 3500 W. Davis Street, Suite 190, Conroe, Texas 77304. The Corporation may have such other offices as the Board may determine.

**ARTICLE II**

**MEMBERSHIP**

**Section I  
Eligibility**

The Corporation shall have two classes of members, which shall consist of lot owners in all sections of the Subdivision. The first class of membership shall include lot owners, wherein a home is not located on the lot. One membership shall be allocated to each lot, irrespective of the number of persons owning such lot. One vote is allocated to each membership, except that multiple lots combined into a single building site shall be limited to one vote. The purchase of a lot automatically admits the owner to a membership in the Corporation. The membership of any owner shall automatically terminate when such member ceases to be an owner of any property in the Subdivision. No person or other entity may be a member of the Corporation unless such person or entity is an owner of property in the Subdivision. The second class of members shall be homeowners, wherein the lot owned by the owner includes an owner's home. Such homeowners

shall receive one vote for their home, and one vote for their lot, as members of the Corporation.

## **Section II Maintenance Fees**

Annual maintenance fees shall be determined by the Board of Directors and, subject to the Restrictions, may be changed at any meeting so duly called. There shall be a "no refund" policy, relative to the maintenance fee or any special assessment. A transfer fee of fifty dollars (\$50) shall be charged to any new member when taking title to a lot within the Subdivision, such title automatically carrying Association membership. Any assessment not paid by the last day of February shall be charged a late fee of twenty-five (\$25) dollars. Annual maintenance fee assessments against property located in the "undeveloped" areas of the Subdivision (Sections 5, 6, 7, 8, and 9, plus the undeveloped portions of Section 4) shall be seventy-five dollars (\$75), unless and until such time as these areas are supported by Subdivision street infrastructure.

## **ARTICLE III**

### **MEETING OF MEMBERS**

#### **Section I Semiannual Meetings**

A semiannual meeting of the members shall be held in or around the first (1<sup>st</sup>) week of May and November of each year at or around the hour of 7:00 p.m., or at such other times as may be reasonably set by the Board, for the purpose of transacting such business as may come before the meeting. The agenda for the May meeting shall provide for the election of directors. If the election of directors shall not be held on the day designated, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

#### **Section II Special Meetings**

Special meetings of the members may be called by the President, the Board of Directors or not less than one-tenth (1/10<sup>th</sup>) of the members having voting rights.

#### **Section III Place of Meeting**

The Board of Directors may designate any place as the place of meeting for any semiannual meeting or for any special meeting called by the Board of Directors.

#### **Section IV Notice of Meetings**

Written or printed notice stating the place, day and hour of any meeting of members shall

be delivered personally, by e-mail or by mail to each member entitled to vote at such meeting, not less than twenty days nor more than sixty days before the date of such meeting, by or at the direction of the president or the secretary or the officers or persons calling the meeting. An agenda shall be included with such notice. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation with postage prepaid.

## **Section V Voting Rights**

The voting rights of a Member may be cast or given:

- (1) in person or by proxy at a meeting of the Association;
- (2) by absentee ballot; or
- (3) by electronic ballot by electronic mail or facsimile.

Absentee ballots may not be counted, even if properly delivered, if the Member attends any meeting to vote in person so that any vote cast at a meeting by the Member supersedes any vote submitted by absentee or electronic ballot previously submitted for that proposal. Absentee or electronic ballots may not be counted on the final vote of a proposal if the motion was amended at a meeting of the Members to be different from the exact language on the absentee or electronic ballot. Any solicitation for votes by absentee ballot by the Association must include an absentee ballot that contains each proposed action and provides an opportunity to vote for or against the proposed action, instructions for delivery of the completed absentee ballot, including the delivery location, all of which are required by Section 209.00592 of the Texas Property Code.

## **Section VI Quorum**

Four percent (4.0%) of the members having the right to vote must be present at any given meeting, either in person or by proxy, in order to establish a quorum for the purpose of transacting business at all meetings convened in accordance with these Bylaws. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

In the absence of a quorum at a meeting of Members, the meeting may be adjourned and immediately reconvened for the sole purpose of conducting Director elections. The quorum required for election of Directors at the reconvened meeting shall be the number of votes cast in person, by proxy, by absentee ballot, or electronic ballot.

## **Section VII Proxies**

At any meeting of members, any member entitled to vote may appoint any designated party to exercise his/her vote by proxy. Such appointment must be executed in writing by the member or by his or her authorized attorney-in-fact, and delivered to the Secretary no later than ten days preceding general membership meetings. No proxy shall be valid after six months from the date of its execution unless otherwise provided in the proxy.

### **Section VIII Election Vote Tabulators**

A person who is a candidate in an Association election or who is otherwise the subject of an Association vote, or a person related to that person within the third degree of consanguinity or affinity, as determined under Chapter 573 of the Texas Government Code, may not tabulate or otherwise be given access to the ballots cast in the election or vote.

### **Section IX Recount Procedures**

A Member may, not later than the fifteenth (15<sup>th</sup>) day after the date of a meeting at which an election was held, require a recount of votes in accordance with Section 209.0057 of the Texas Property Code.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

#### **Section I General Powers**

The affairs of the Corporation shall be controlled by its Board of Directors, and shall be managed by its officers, each acting within specific authorities delegated by the elected Board of Directors.

#### **Section II Number, Tenure, and Qualifications**

The number of directors shall be no fewer than three and no more than seven, all of whom are members of the Corporation. Members with a felony conviction or a conviction for a crime involving moral turpitude from not more than twenty (20) years before the date the Board is presented with the evidence thereof are not eligible to serve. The members may, at any semiannual or special meeting, vote to increase the number of Directors. Each director shall hold office for two years from the date of election and until his or her successors shall have been elected and qualified.

#### **Section III Open Board Meetings**

Regular and special Board meetings shall be open to Members, subject to the right of the Board to adjourn a meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the property Association's attorney, matters involving the invasion of privacy of individual owners, or matters that are to remain confidential by request of the affected parties and agreement of the Board. Following any executive session, any decision made in the executive session shall be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual owners, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary shall include a general explanation of any expenditures approved in executive session.

#### **Section IV Special Meetings**

Special Meetings of the Board of Directors may be called by, or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

#### **Section V Notice**

Notice of any special meeting of the Board of Directors shall be given at least fourteen (14) days prior to such meeting by written notice, and shall include the agenda for such meeting. The notice shall be delivered personally or sent by mail or e-mail (return receipt requested) to each director at his or her address as shown by the records of the Corporation. Notice of such meetings, and the agenda, shall also be posted at the Community Information Center. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage pre-paid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### **Section VI Meetings With Notice to Members**

Members shall be given notice of the date, hour, place, and general subject of a regular or special meeting of the Board, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be (a) mailed to each member not later than the tenth (10<sup>th</sup>) day or earlier than the sixtieth (60<sup>th</sup>) day before the date of the meeting; or (b) provided at least one hundred forty-four (144) hours before the start of a regular Board meeting and at least seventy-two (72) hours before the start of a special Board meeting by: (i) posting the notice in a conspicuous manner reasonably designed to provide notice to the members: (A) in a place located on the Association's common property, or on conspicuously located private property within the Subdivision, or (B) by posting the notice on an Internet website maintained by the Association or by a management company on behalf of the Association; and (ii) by sending the notice by e-mail

to each owner who has registered an e-mail address with the Association.

**Section VII**  
**Meetings Without Notice to Members**

The Board, by any method of communication, including electronic and telephonic meetings, may meet without prior notice to Members, if each director may hear and be heard by every other director, or the Board may take action by unanimous written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate Board attention. The action taken without notice to the Members must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes at the next regular or special meeting of the Board. Notwithstanding the authority to meet without notice to the Members, the Board may not, without prior notice to the Members, consider or vote on fines; damage assessments; initiation of foreclosure actions; initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety; increases in assessments; levying of special assessments; appeals from a denial of architectural control approval; or the suspension of a right of a particular Member before the Member has an opportunity to attend a Board meeting to present the Member's position, including any defense on the issue.

**Section VIII**  
**Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting without further notice.

**Section IX**  
**Manner of Acting**

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Section X**  
**Vacancies**

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A Board member appointed to fill a vacant position shall serve the unexpired term of the predecessor Board member. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at a semiannual meeting or at a special meeting of members called for that purpose.

**ARTICLE V**

## **OFFICERS**

### **Section I General**

The officers of the Corporation shall be a president, one or more vice-presidents (the number to be determined by the Board of Directors), a secretary/treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries! treasurers, as it shall deem desirable, such officers to have the authority and perform duties prescribed by the Board of Directors. Any two or more offices may be held by the same person, except the office of President.

### **Section II Election and Term of Office**

The officers of the Corporation shall be elected biannually by the Board of Directors at the semiannual meeting of the Board of Directors held in or around May. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. New officers may be appointed at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been elected and qualified.

### **Section III Removal**

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

### **Section IV Vacancies**

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

### **Section V President**

The president shall be the principal executive officer of the Corporation and shall, in general supervise and control all of the business and affairs of the Corporation. The president shall preside at all meetings of the members and of the Board of Directors. The president may sign, with the secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other

officer or agent of the Corporation. In general, the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

### **Section VI Vice-President**

In the absence of the president or in the event of an inability or refusal to act, the vice-president or in the event there be more than one vice-president, vice-presidents 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 on the president. Any vice-president shall perform such other duties as may be assigned by the president or by the Board of Directors.

### **Section VII Secretary/Treasurer**

If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Secretary/Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for money due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Secretary/Treasurer shall keep the minutes of the meetings of the members and Board of Directors in one or more books provided for that purpose; see that all notices are given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep and maintain a register of the mailing address of each member which shall be furnished to the Secretary/Treasurer by such member; and in general, perform all duties incident to the office of secretary and such other duties as may be assigned by the president or Board of Directors.

## **ARTICLE VI**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

#### **Section I Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

#### **Section II Checks, Drafts, or Orders for Payment**

All checks, drafts, or orders for the payment of money, notes, or other evidences of

indebtedness 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 be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the Corporation acting in the capacity of President under the provision of Section VI (authority as provided in Article V "Officers", Section VI "Vice-President.")

### **Section III Deposits**

All funds of the Corporation shall be deposited from to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **ARTICLE VII**

### **MISCELLANEOUS**

#### **Section I Books and Records**

The Corporation 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 Corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time, in accordance with the Association's Records Production Policy.

#### **Section II Audits**

A complete, independent audit of the financial records of the Corporation shall be conducted every two years, beginning with the effective date of these Bylaws.

#### **Section III Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

#### **Section IV Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, 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 VIII**

### **AMENDMENTS**

#### **Section I**

#### **Power of Members to Amend Bylaws**

The Board of Directors is expressly authorized to amend these Bylaws. In addition, these Bylaws may be amended by the affirmative vote or written assent of a majority of the members present at a meeting called for the purpose according to the Articles or Bylaws.

#### **Section II**

#### **Power of the Members to Amend Restrictions That Govern the Texas National Property Owners Association**

The current restrictions and covenants applicable to the Subdivision, as currently recorded under clerk's file no. \_\_\_\_\_ of the Official Public Records of Real Property of Montgomery County, Texas, may be amended by the owners in accordance with the Restrictions, and applicable state law.

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**Attestation**

Adopted by the Board of Directors of Texas National Property Owners Association, on this  
\_\_\_\_ day of \_\_\_\_\_ 2021.

\_\_\_\_\_  
\_\_\_\_\_, Director

\_\_\_\_\_  
\_\_\_\_\_, Director

\_\_\_\_\_  
\_\_\_\_\_, Director

ATTEST:

\_\_\_\_\_  
\_\_\_\_\_, Secretary

**RESOLUTION  
ADOPTED BY THE BOARD OF DIRECTORS  
OF  
TEXAS NATIONAL PROPERTY OWNERS ASSOCIATION REGARDING BYLAWS**

STATE OF TEXAS                   §  
  §  
COUNTY OF MONTGOMERY       §

We the undersigned, being a majority of the members of the Board of Directors of Texas National Property Owners Association, a Texas non-profit corporation (the "Association"), organized under the Texas Non-Profit Corporation Act, do by this writing approve the following resolution:

**WHEREAS**, Section 22.102 of the Texas Business Organizations Code provides as follows:

- A. The initial Bylaws of a corporation shall be adopted by its board of directors or, if the management of the corporation is vested in its members, by the members.
- B. The Bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the certificate of formation.
- C. A corporation's board of directors may amend or repeal the corporation's Bylaws. or adopt new Bylaws, unless:
  - (1) the certificate of formation or the Code reserves the power exclusively to the members in whole or in part;
  - (2) the management of the corporation is vested in its members; or
  - (3) the members in amending, repealing, or adopting a particular bylaw expressly provide that the board of directors may not amend or repeal that bylaw.

**WHEREAS**, the current Board of Directors desire to amend the Bylaws for the Association.

**NOW, THEREFORE**, the undersigned Board of Directors of the Association do hereby adopt the above and foregoing Bylaws to which this resolution is attached as the Bylaws of the Association.

This Resolution may be executed in multiple counterparts, which, when placed together, shall constitute the fully executed original instrument.

Dated: \_\_\_\_\_

Board of Directors  
TEXAS NATIONAL PROPERTY  
OWNERS ASSOCIATION

\_\_\_\_\_  
\_\_\_\_\_, Director

\_\_\_\_\_  
\_\_\_\_\_, Director

\_\_\_\_\_  
\_\_\_\_\_, Director

ATTEST:

\_\_\_\_\_  
\_\_\_\_\_, Secretary

STATE OF TEXAS                   §  
  §  
COUNTY OF MONTGOMERY   §

This instrument was acknowledged before me on \_\_\_\_\_, 2021 by \_\_\_\_\_, Director; \_\_\_\_\_, Director; and \_\_\_\_\_, Director, of Texas National Property Owners Association, a Texas nonprofit corporation, on behalf of said corporation.

\_\_\_\_\_  
Notary Public, State of Texas