

**SECOND AMENDED AND RESTATED BYLAWS  
OF  
WOODS OF WIMBLEDON CIVIC ASSOCIATION INC.  
("ASSOCIATION")**

ARTICLE I

NAME AND LOCATION. The name of the corporation is Woods of Wimbledon Civic Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located at Houston in Harris County, Texas, but meeting of members and directors may be held at such places within the State of Texas, County of Harris, as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

Section 1. "Association" shall mean and refer to Woods of Wimbledon Civic Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to any real or personal property as may hereafter be brought within the jurisdiction of the Association.

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

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded maps of Woods of Wimbledon Subdivision.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons *or* entities, of the fee simple title to any Lot, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Members" shall mean and refer to those persons who are Owners ~~and residents~~ of Woods of Wimbledon Subdivision. There shall be but one membership for each lot in the subdivision that is occupied by a residence.

Section 7. "Fiscal Year" for membership and financial purposes shall be January 1 through December 31.

ARTICLE III  
MEETING OF MEMBERS

Section 1. Annual Meetings. ~~The~~ *An* Annual Meeting of the members shall be held *at least once a year* ~~during the month of January of each year at a time and place fixed by the Board of Directors~~ *during the fourth (4<sup>th</sup>) quarter prior to issuance of invoices for the annual assessment.*

Section 2. Special Meeting. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of one tenth (1/10) of the members.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of the secretary or person authorized to call the meeting, by delivery or by mailing a copy of such notice, postage prepaid, at least *ten (10) to sixty (60)* days before such meeting to each member addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, ten (10%) percent of the votes shall constitute a quorum for any action except as otherwise provide in the Articles of incorporation or these By-Laws 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 represented.

Section 5. Proxies. At all meetings of members, each member may vote in, person or by proxy, absentee ballot, or electronic ballot (e-mail, facsimile, or posting on an internet website).

All members may vote; no member may be disqualified from voting for any reason. All proxies and ballots must be in writing and filed with the secretary. Electronic votes are considered written and signed. Absentee ballots must contain each proposed action with an opportunity to vote for or against, ballot mailing or delivery instructions, and a disclaimer that the ballot will not be counted if the proposal is changed at the meeting. Absentee ballots will not be counted if the member attends the meeting and votes in person or if the language of the vote changes from what was listed on the absentee ballot. Individual ballots may be disqualified for any of the following reasons, including, but not limited to, failure to sign the written ballot, failure to identify property to validate ownership, conflict between votes of two (2) members of the same property, unreadable or ambiguous markings for vote, or voting for more candidates than open positions. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot or sixty (60) days whichever occurs first.

Section 6. Vote Tabulator. A person who is a candidate in an election to the Board of Directors or who is otherwise the subject of an Association election, or a person related to that person within the third degree by consanguinity or affinity, may not tabulate or otherwise be given access to the ballots cast in that election except as provided by law. The person who tabulates votes in the election may not disclose to any other person how an individual voted, *unless ordered by a Court.*

Section 7. Recount of Votes. Any member may, not later than the 15<sup>th</sup> day after the date of the meeting at which the election was held, require a recount of the votes. A demand for a recount must be submitted in writing either: (1) by certified mail, return receipt requested, or by delivery by the United States Postal Service with signature confirmation service to the Association's mailing address as reflected on the most recently filed management certificate; or (2) in person to the Association's managing agent as reflected on the most recently filed management certificate or to the address to which proxies and absentee ballots are mailed. The Association shall, at the expense of the member requesting the recount, retain for the purpose of performing the recount, the services of a person who:

- (a) is not a member of the Association or related to a member of the Board of Directors within the third degree by consanguinity; and
  - (1) a current or former county judge, county elections administrator, justice of the peace, or county voter registrar; or
  - (2) a person agreed on by the Association and the member requesting the recount.

Any recount must be performed on or before the 30<sup>th</sup> day after the date of receipt of a request and payment for a recount. If the recount changes the results of the election, the Association shall reimburse the requesting member for the cost of the recount. The Association shall provide the results of the recount to each member who requested the recount. Any action taken by the Board of Directors in the period between the initial election vote tally and the completion of the recount is not affected by any recount.

#### ARTICLE IV BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of eight (8) directors, who shall be Members of the Association.

Section 2. Term of Office. Members of the Board of Directors will be elected for one (1) year terms, except that the term of office for any officer serving as Director will be controlled by Section 2, Article VIII herein.

Section 3. Removal. Any director may be removed from the Board, ~~with or~~ without cause, by a majority vote of the members *voting, in person or by proxy, at a meeting of the members at which a quorum is present* ~~of the Association.~~ *Any director may be removed from the Board, with cause, by a majority vote of the remaining directors.* In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor. If the Association is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a Director has been convicted of a felony or crime involving moral turpitude (e.g. dishonesty, fraud, deceit) *not more than 20 years before the date the board is presented with the evidence*, the Director is immediately ineligible to serve on the Board of Directors, automatically considered removed from the Board of Directors, and prohibited from future service on the Board of Directors.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However; any director may be reimbursed for his actual expenses incurred in the performance of his duties.

#### ARTICLE V NOMINEESATION AND ELECTION OF DIRECTORS

Section 1. Nominees to the Board of Directors ~~ation.~~ ~~Nomination for election to the Board of Directors shall be made by a Nominating Committee.~~ *At least ten (10) days before the date the Association disseminates absentee ballots or other ballots to members for purposes of voting in a Board election, the Association must provide notice to the members soliciting candidates interested in running for a position on the Board. The notice must contain instructions for an eligible candidate to notify the Association of the candidate's request to be placed on the ballot and the deadline to submit the candidate's request. The deadline may not be earlier than the 10th day after the date the Association provides the notice required by this Section. The notice required by must be: (1) mailed to each owner; or (2) provided by: (A) posting the notice in a conspicuous manner reasonably designed to provide notice to members: (i) in a place located on the Association's common property or, with the property owner's consent, on other conspicuously located privately owned property within the subdivision; or (ii) on any Internet website maintained by the Association or other Internet media; and (B) sending the notice by e-mail to each owner who has registered an e-mail address with the Association. The Association must list on each absentee ballot or other ballot for an election the name of each eligible candidate from whom the Association received a request to be placed on the ballot.* Nominations may also be made from the floor at the annual meeting. ~~The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies~~

~~that are to be filled. All nominees, including those placed in nomination from the floor of the annual meeting, must have given prior consent to serve being placed in nomination.~~

Section 2. Election Committee. An election committee consisting of three (3) individuals who qualify as vote tabulators per Article III Section 6 will be appointed by the president of the Association prior to the counting of the ballots. This election committee shall preside over the election and insure that:

- (a) All ballots are signed;
- (b) All ballots are checked against Association's membership roll; *and*
- (c) No more than one (1) ballot per household is counted.

Section 3. Election. Election to the Board of Directors shall be by secret written ballot at the annual meeting. Persons receiving the greatest number of votes shall be elected. Cumulative voting is not permitted. If the election is uncontested, the slate may be accepted by acclamation.

## ARTICLE VI MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two (2) directors, after not less than 24 hours' notice to each director.

Section 3. Quorum. A simple majority (greater than half) of the 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 quorum is present shall be regarded as the act of the Board, unless the act of a greater number is required by law or by those By-Laws.

Section 5. Open Meetings Requirement. Regular and special meetings of the Board must be open to members, subject to the right of the Board to adjourn a board meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the Association's attorney, matters involving the invasion of privacy of individual members, or matters that are to remain confidential by request of the affected parties and agreement of the board. Following an executive session, any decision made in the executive session must be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual members, violating any privilege, or disclosing information that was to remain

confidential at the request of the affected parties. The oral summary must include a general explanation of expenditures approved in executive session, if any. ***A Board meeting may be held by electronic or telephonic means provided that: (1) each Board member may hear and be heard by every other board member; (2) except for any portion of the meeting conducted in executive session: (A) all owners in attendance at the meeting may hear all Board members; and (B) owners are allowed to listen using any electronic or telephonic communication method used or expected to be used by a Board member to participate; and (3) the notice of the meeting includes instructions for owners to access any communication method used by the Board.***

Section 6. Notice to Members. Members shall be given notice of the date, hour, place, and general subject of a regular or special board meeting, 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 10<sup>th</sup> day or earlier than the 60<sup>th</sup> day before the date of the meeting; or
- (b) provided at least 72 hours before the start of the meeting by:
  - (1) posting the notice in a conspicuous manner reasonably designed to provide notice to the members: in a place located on the Association's Common Areas; or, with the member's consent, on other conspicuously located privately owned property within the subdivision; or on any Internet website maintained by the Association or other Internet media; and
  - (2) sending the notice by e-mail to each member who has registered an e-mail address with the Association for this purpose.

Section 7. Action Taken by the Directors. ~~The Board may meet by any method of communication, including electronic and telephonic, 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 action.~~ ***The Board may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to owners under Section 6 above, if each Board member is given a reasonable opportunity to express the Board member's opinion to all other Board members and to vote.*** Any action taken without notice to members must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special board meeting.

The Board may not, without prior notice to members, consider or vote on:

- (1) fines;
- (2) damage assessments;

- (3) initiation of foreclosure actions;
- (4) initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety;
- (5) increases in assessments;
- (6) levying of special assessments;
- (7) appeals from a denial of architectural control approval; or
- (8) a 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;
- (9) lending or borrowing money;**
- (10) the adoption of amendment of a dedicatory instrument;**
- (11) the approval of an annual budget or the approval of an amendment of an annual budget that increases the budget by more than 10 percent;**
- (12) the sale or purchase of real property;**
- (13) the filling of a vacancy on the board;**
- (14) the construction of capital improvements other than the repair, replacement, or enhancement of existing capital improvements; or**
- (15) the election of an officer.**

Section 8. Minutes of the Meetings. The Board shall keep a record of each regular or special board meeting in the form of written minutes of the meeting. The Board shall make meeting records, including approved minutes, available to a member for inspection and copying on the member's written request to the Association's managing agent at the address appearing on the most recently filed management certificate.

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

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

- (a) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provision of these By-Laws, the Articles of Incorporation, or the Declaration;
- (b) 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;
- (c) Employ such employees as they deem necessary, and to prescribe their duties; and
- (d) Employ security service, common utility service and those services currently being covered by any maintenance charge by the subdivision developer.

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 one-twentieth (1/20) of the members;
- (b) Supervise all employees of the Association and to see that their duties are properly performed;
- (c) Fix the amount of the annual dues for each voting member;
- (d) Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (e) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate, with the bond premium to be paid by the Association;
- (f) Cause any Common Area to be maintained;
- (g) Enforce any deed restrictions applicable to the Woods of Wimbledon subdivision.

## ARTICLE VIII OFFICERS AND THEIR DUTIES

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

Section 2. Election of Officers. ~~The election of officers shall take~~ ***officers of this Association shall be elected annually by the Board*** at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. ~~The officers of this Association shall be elected annually by the Board and~~ Each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. Special Appointments. The Board 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. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time, giving written notice to the Board, the president or the secretary. Such resignation shall take place effect on the date 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 he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person, No person shall have simultaneously hold more than one (1) 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) The president shall preside at all meetings of the Board of Directors; 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 ~~checks and~~ promissory notes. The president shall be an ex officio member of all committees and shall decide all questions of procedure and order.

Vice-President

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

Secretary

- (c) The secretary 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 said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as required by the Board.

Treasurer

- (d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign, together with at least one (1) other officer, ~~all checks and promissory notes of the Association;~~ ***handle and keep track of electronic accounting records and payments***, keep proper books of account; cause a financial review of the Association books to be made at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at the annual meeting, and make a copy of each available to each member.

## ARTICLE IX COMMITTEES

~~Section 1. The Board of Directors shall appoint a Nominating Committee, as provided in these By Laws. In addition, the Board of Directors shall appoint, as soon as possible after election to such office, the following standing committees:~~

- ~~(a) Membership, Telephone, and Directory Committee~~
- ~~(b) Finance, and Budget Committee~~
- ~~(c) Utility, Safety, and Maintenance Committee~~
- ~~(d) Activities Committee~~

~~Section 2. Additional committees may be appointed by the President.~~

~~Section 3. The number of members and duties of all committees shall be defined by the Board.~~

### ***New Provisions Below:***

Section 1. Authority. By resolution, the Board of Directors may create, combine, divide, and disband one or more standing or ad hoc committees, from time to time, to assist the Board of Directors with its functions. Each resolution shall name the committee and identify its responsibilities. All actions and decisions of a committee are subject to approval, disapproval, or modification by the Board of Directors, to whom the committee must report on a periodic basis and as requested by the Board of Directors. In event of conflict between the Board of Directors and its committees, the decision of the Board of Directors controls.

Section 2. Composition. Each committee shall consist of a chairperson who is a board member and additional committee members as the board determines, each of whom must be appointed by the Board of Directors. A vacancy on a committee may be filled only with a Board of Director appointee. A committee member or chair may be removed, with or without cause, by the Board of Directors. The president of the Association is an ex officio member of all committees.

Section 3. Chair. The chair of each committee must be appointed by the Board and be a member of the Association.

Section 4. Term. Each committee member and chair continues to serve until removed by the Board of Directors, or until the member resigns.

**Section 5. Architectural Control Committee. *The foregoing provisions of Article IX do not apply to the Architectural Control Committee ("ACC"). The composition and authority of the ACC shall be governed by The Woods of Wimbledon Reservations, Restrictions and Covenants and the Texas Property Code.***

## ARTICLE X BOOKS AND RECORDS

Subject to the Association's Records Production and Copying Policy, the books, record and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association.

Each officer shall, within five (5) days after retiring from office, deliver to his successor all papers and properties in his possession belonging to the Association.

The treasurer's books shall be ~~reviewed~~~~audited~~ annually in such manner as decided by the Board of Directors.

## ARTICLE XI EXPENDITURES

Section 1. The Board of Directors will present ***the approved*** a budget at the Annual Meeting. Such budget will ***be presented*** to the membership for ***review and discussion***~~consideration and approval the proposals which the Board of the Board's plans for the institute during the coming year.~~

Section 2. ~~The Board of Directors may spend up to \$1,000 for any purpose not presented as a budgeted item without specific approval of the members. Amounts in excess of \$1,000 requires the approval of a majority of the voting members present at a meeting called for the purpose of obtaining such approval.~~ ***The Board of Directors may spend and approve expenditures beyond the approved budget by up to 5 % of the total approved budget without prior notification to the membership.***

ARTICLE XII  
DUES

The annual dues of the Wood of Wimbledon Civic Association shall be established each year by the Board of directors and shall be due and payable annually on the date set by the Board of Directors.

ARTICLE XIII  
PROCEDURE

Section 1. The Revised Edition of Robert's Rules of Order may be used when conducting all meetings of this Association and the Board,

Section 2. ~~The following shall be the order of business for all meetings:~~

- ~~(a) Registration of members in attendance.~~
- ~~(b) Reading of the Minutes of the last meeting.~~
- ~~(c) Treasurer's report.~~
- ~~(d) Committee's report.~~
- ~~(e) Unfinished Business.~~
- ~~(f) New Business.~~
- ~~(g) Program.~~
- ~~(h) Notification of next meeting.~~
- ~~(i) Adjournment.~~

ARTICLE XIV  
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Woods of Wimbledon Civic Association, Inc., and with such words a five pointed star with the letters TEXAS.

ARTICLE XV  
MISCELLANEOUS

Section 1. These By-Laws may be amended, at a regular or special meeting of the ~~voting~~ members, by a two-thirds (2/3) vote of a quorum of those members present in person or by proxy.

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

***Section 3. The Association may use an alternative method of providing notice for which another method of is prescribed by law or the Deed Restrictions or Bylaws, if the property owner to whom the notice is provided has affirmatively opted to allow the Association to use the alternative method of providing notice. Examples of alternative notice methods include, but are not limited to, fax and email.***

***Section 4. Amendment by Board. The Board may not unilaterally amend the By-Laws, except for the following limited purposes, which must be clearly identified in the instrument of amendment, and then only to the extent necessary to achieve the permitted goal, and only with the unanimous written consent of all Directors who are currently serving:***

- (1) To correct an obvious error that affects the validity or enforceability of the document, if doing so is in the best interests of the Association and its members.***
- (2) To correct an editing error that will not have an impact on the interpretation of the sentence amended.***
- (3) To comply with a requirement of applicable law that requires a specific provision to be included in or removed from a document.***