

Jeff Bosh, President
Woods of Wimbledon Civic
Association, Inc.

December 10, 2002

Dear Jeff:

I am enclosing an updated copy of the by-laws, which reflects the original by-laws amended through January 13, 1994 and wish to offer the following observations to you and the board to consider in future actions by the association:

1. Since the association always has difficulties securing a quorum for annual meetings, I would suggest that a proxy be prepared for future meetings which specifically authorize the President to cast votes at the annual meetings. This is specifically authorized by Section 4 of Article III of the by-laws. Each director should be given the responsibility of personally obtaining the proxy vote of at least three members.
2. The Board should make sure that the requirements of Section 1 of Article V are complied with in respect to the nomination and election of officers and board members.
3. Article V, Section 2 must also be strictly complied with in order to withstand any future legal challenge involving law suits to enforce assessments, etc.
4. Section 3 of Article VIII prescribes the term of office for officers of the association. Unless someone can produce minutes showing that Section 3 has ever been amended, I suggest that a special meeting of the membership be held to amend this by-law and re-elect the officers.
5. Section 2 of Article XI needs to be strictly observed. Suggest that this be amended to increase to \$2500 at a future meeting of the membership.

Very truly yours,


Glenn S. Dennis



Adopted _____

BY-LAWS

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 meetings 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 Wood 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. "Voting Member" shall mean and refer to those members who are current in payment of dues.

Section 8. "Fiscal Year" for membership and financial purposes shall be January 1st through December 31st.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The Annual Meeting of the members shall be held during the month of November each year at a time and place fixed by the Board of Directors.

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 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 five (5) 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 provided 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. 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 his Lot or sixty (60) days whichever occurs first.

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, including the president, vice-president, secretary and treasurer, who shall be voting members of the Association.

Section 2. Term of Office. Two (2) members will be elected to the Board in even years and two (2) members will be elected in odd years. Term of office shall be two (2) years, except that the term of office for any officer serving as Director will be controlled by Section 2, Article VIII herein. Directors may be elected to no more than two (2) consecutive elected terms of office.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association or by a 75% vote of the members of the Board. 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.

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.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATIONS AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors 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 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 prior to each annual meeting of the members. The Nominating Committee shall make as many nominations for election to 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 before being placed in nomination.

Section 2. Election. Election to the Board of Directors shall be by ballot at the annual meeting. An election committee consisting of one board member and two (2) additional association members will be appointed by the president of the Association prior to the counting of ballots. This election committee shall preside over the election and insure that:

- (a) all ballots are signed;
- (b) all ballots are checked against the poll roll which shall be the Association membership roll;
- (c) no more that one (1) ballot per household is counted.

The official ballot for the election will be submitted to each household at least five (5) days before the annual meeting. Signed absentee ballots may be delivered to the secretary of the Association before 6 p.m. on the day of the annual meeting. Persons receiving the greatest number of votes shall be elected.

ARTICLE VI

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly with notice, 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 majority of the number of directors consisting of five (5) members shall constitute a quorum for the transaction of business. Every act or decision done or made by 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, unless the act of a greater number is required by law or by these By-Laws.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the 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 provisions 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;
- (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 who are entitled to vote;
- (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. Officers shall be elected at the annual meeting of the Association by the members.

Section 3. Term. The officers of this Association shall be elected annually by the members 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 secretary. Such resignation shall take 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 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; keep proper books of account; cause an annual audit 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

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.

ARTICLE X

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. 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, where copies may be purchased at reasonable cost.

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 audited annually in such manner as decided by the Board of Directors.

ARTICLE XI

EXPENDITURES

Section 1. The Board of Directors will present a budget at the Annual Meeting. Such budget will present to the membership for consideration and approval the proposals which the Board plans to institute during the 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 voting members. Amounts in excess of \$1,000 require the approval of the majority of the voting members present at a meeting called for the purpose of obtaining such approval.

ARTICLE XII

DUES

The annual dues of the Woods 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. The Board shall have the authority to assess and collect penalties and interest for the late, insufficient or nonpayment of the annual dues assessed.

ARTICLE XIII

PROCEDURE

Section 1. The Revised Edition of Robert's Rules of Order shall be authority for procedure in conducting all meetings of this Association and the Board, when not in conflict with provisions of these By-Laws.

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 reports.
- (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: Wood of Wimbledon Civic Association, Inc., and with such words a five pointed star with the letters T E X A S.

ARTICLE XV

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 Articles of Incorporation and these By-Laws, the Articles shall control.