

AMENDED AND RESTATED BYLAWS OF
WOODLAND HEIGHTS CIVIC ASSOCIATION, INC.
(a Texas Non-Profit Corporation)

These Amended and Restated Bylaws (the “Bylaws”) were adopted to be effective as of _____, 2019 (the “effective date” herein) and govern the affairs of the WOODLAND HEIGHTS CIVIC ASSOCIATION, INC., a Texas nonprofit corporation (hereinafter the “Association”), pursuant to Chapter 22 of the Texas Business Organizations Code (the “Code”).

ARTICLE I
NAME; DEFINITIONS

Section 1.01. Name. The name of this corporation shall be WOODLAND HEIGHTS CIVIC ASSOCIATION, INC., a Texas nonprofit corporation.

Section 1.02. Definitions.

- (a) “Association Boundaries” shall mean the area beginning at the North Freeway (I-45) and North Main, along North Main to Pecore St.; west on Pecore to Bruce Street; north on Bruce Street to Key Street; west on Key Street to Michaux Street; south on Michaux Street to 11th Street; west on 11th Street to Studewood; south on Studewood to Katy Freeway (I-10); east on Katy Freeway (I-10) to North Freeway (I-45); north on North Freeway (I-45) to North Main.
- (b) “Board of Directors” shall mean the Board of Directors as defined in Article VI of these Bylaws.
- (c) “Homeowner Member” shall mean any individual(s) owning residential real property within the Association Boundaries (excluding condominiums but including townhomes), which real property is the principal residence of such individual(s), shall be eligible for a Homeowner category of membership and the privileges thereof.
- (d) “Associate Member(s)” shall mean any individual(s) whose principal residence is within the Association Boundaries (excluding condominiums but including townhomes), but who does not own their residence. Subject to the terms and conditions contained herein, Associate Members may attend and participate in the meetings of the Members of the Association, but shall not have the right to vote on any matters coming before the Members (except to the extent a Member in Good Standing grants a written proxy to such Associate Member as provided in these Bylaws).

- (e) “Lot” shall mean (i) any platted residential lot or (ii) any contiguous residential parcel if the same is not platted located within the Association Boundaries.
- (f) “Member” shall mean and refer to Homeowner Members and Associate Members.

ARTICLE II OFFICES

Section 2.01. Registered Office. The registered office of the Association shall be as designated with the Secretary of State of the State of Texas, as it may be changed from time to time.

Section 2.02. Other Offices. The Association may also have offices at such other places both within and without the State of Texas as the Board of Directors may from time to time determine or the business of the Association may require.

ARTICLE III PURPOSES

Section 3.01. Purposes. The Association is organized for the primary purpose of operating a nonprofit civic organization to bring about civic betterment and social improvements to the Heights area of Houston, Texas, and to have and exercise all of the rights, powers and privileges and perform all of the duties and obligations as set forth in or allowed by the Articles of Incorporation of the Association, as the same may have been or may be in the future amended.

ARTICLE IV MEMBERSHIP

Section 4.01. Membership. Each and every Homeowner Member or Associate Member who pays the Association’s annual dues and any special assessments shall be a Member of the Association. The membership of a person in the Association shall terminate automatically whenever such person ceases to own or lease a residential property within the Association Boundaries. Membership in the Association is not transferable or assignable.

Section 4.02. Member in Good Standing. A Member of the Association shall be considered to be a Member in Good Standing if such Member:

- (a) has fully paid (in good funds) all annual dues and any other assessments or other charges adopted by the Association then due and payable;
- (b) has otherwise discharged other obligations to the Association as may be required of Members hereunder; and

- (c) has met the proof of ownership requirement, if any, provided for in Section 13.01 of these Bylaws.

Associate Member in Good Standing shall be entitled to attend meetings of the Members of the Association and participate in Association functions, but shall not be entitled to make or second motions, vote on any Association business (including, without limitation, the election of Directors), or hold an elected office of the Association (except to the extent a Member in Good Standing has granted such Associate Member a written proxy in accordance with the terms of these Bylaws). A Homeowner Member in Good Standing shall have the right to attend meetings of the Members of the Association, participate in Association functions, and shall be entitled to make or second motions, or vote on any Association business (including, without limitation, the election of Directors), or hold an elected office of the Association.

The Board of Directors shall have sole responsibility and authority for determining the Good Standing status of any Member at any time, and shall make such determination with respect to all Members prior to a vote being taken by the Association on any matter.

Section 4.03. Voting Rights of Members in the Association. Only Homeowner Members in Good Standing shall be entitled to vote at the Association meetings of the Members. Each such Homeowner Member in Good Standing shall be entitled to one vote on each matter submitted to the Members; provided, however, in no case shall there be more than one vote cast with respect to any one Lot. Further, if any person or entity owns more than one Lot, then such person or entity shall only be entitled to cast one vote upon any matter submitted to the Members. If for any Lot there is more than one person that is a record title holder of the same or has a right to control or vote on behalf of such record title holder, the vote for such Lot shall be exercised by such record title holders or other persons, among themselves, as they may determine and advise the Association in writing prior to the meeting at which the vote is to be cast. In the absence of such agreement or advice, the vote for such Lot shall be deemed to be a vote against the proposed action if more than one record title holder or person seeks to exercise it. If only one record title holder of a Lot or other person with control or voting right with respect thereto attends a meeting in person or by proxy, the other adult record title holder(s) shall be deemed to have assented to the vote of such person present at the meeting. The vote of the Majority of Members shall be sufficient for the transaction of any business, unless otherwise provided by law or these Bylaws.

ARTICLE V ASSOCIATION MEETINGS OF MEMBERS

Section 5.01. Place of Meeting. Meetings of the Association shall be held at such suitable place as the Board of Directors may determine.

Section 5.02. Annual Meetings/Regular Meetings.

- (a) There shall be an annual meeting of the Members of the Association to be held on a date in May of each calendar year and at such place within the Association Boundaries or within two miles from the Association Boundaries, and at such time as may be

designated by written notice of the Board (or absent such Board notice by written notice signed by a Quorum of Homeowner Members) sent as provided in these Bylaws to all Members in Good Standing. At such annual meetings, there shall be elected by ballot of the Members in Good Standing a Board of Directors. The Members may also transact such other business of the Association as may properly come before them.

- (b) There shall also be regular meetings of the Members of the Association to be held no more often than once (1) per calendar month and at such place within the Association Boundaries or within two miles from the Association Boundaries, and at such times as may be designated by written notice of the Board sent as provided in these Bylaws to all Members in Good Standing. At such regular meetings the Members shall transact such business of the Association as may properly come before them. The President shall call for no less than six (6) meetings for each year (counting the annual meeting of the Board).

Section 5.03. Special Meetings. It shall be the duty of the President to call a special meeting of the Members in Good Standing upon a petition signed by at least thirty percent (30%) of Members in Good Standing and having been presented to the Secretary of the Association. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business except as stated in the notice shall be transacted at a special meeting. Any such meetings shall be called within five (5) days after receipt by the President of such resolution or petition.

Section 5.04. Notice of Meetings. It shall be the duty of the Secretary or Assistant Secretary of the Association to send a notice to each Member in Good Standing in accordance with Section 11.03 below of each annual, regular or special meeting, stating the time and place it is to be held (and, for a special meeting, the purpose or purposes thereof), at least ten (10) days, but not more than thirty (30) days, prior to such meeting. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds the meeting is not lawfully called or convened.

Section 5.05. Majority. As used in these Bylaws the term a “Majority of Members” shall mean at least fifty-one percent (51%) of those Members in Good Standing *entitled to vote hereunder* and who are present at a duly called meeting of the Members at which a quorum is present. No vote required under these Bylaws may be passed without the affirmative vote of at least a Majority of Members in Good Standing constituting a quorum. Whenever a vote is required hereunder, a Homeowner Member who is not in Good Standing or an Associate Member shall not be considered when determining whether a Majority of Members or (if applicable) a greater percentage assented (except to the extent such person holds the written proxy of a Homeowner Member in Good Standing). Whenever a vote is required under these Bylaws, the vote of a Majority of Members shall be sufficient to approve the action unless a greater percentage is expressly required by applicable law, the Articles of Incorporation of the Association or these Bylaws.

Section 5.06. Quorum. The lesser of (i) ten percent of all then existing Homeowner Members or (ii) 20 Homeowner Members shall constitute a quorum for any action requiring the approval of the Members, except as otherwise provided by applicable law, in the Articles of Incorporation of the Association, or otherwise specifically by these Bylaws. If a quorum should not be present at a meeting of the Association, the Homeowner Members present shall have the power to adjourn the meeting until a quorum shall be present. However, the Homeowner Members in Good Standing at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Members leave the meeting so less than a quorum remains.

Section 5.07. Proxies. Each Homeowner Member entitled to vote at a meeting of Members or to express consent or dissent to action in writing without a meeting may authorize another person or persons to act for him by proxy. Proxies for use at any meeting of Members shall be filed with the Secretary, or such other officer as the Members may from time to time determine by resolution, prior to or at the time of such meeting. All proxies shall be received and taken charge of and all ballots shall be received and canvassed by the secretary of the meeting who shall also decide all questions with respect to the validity of such proxies, the qualification of voters, and the acceptance or rejection of votes.

Section 5.08. Action by Written Consent or Telephone Conference.

- (a) Any decision required or permitted to be made at a meeting of the Members may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the Homeowner Members in Good Standing then entitled to vote on the matter. The original signed consents will be placed in the Association minute book and kept with the corporate records. Furthermore, if the Articles of Incorporation authorize action with less than unanimous consent, action may be taken without a meeting when there are signed written consents by the number of Homeowner Members in Good Standing whose votes would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must be signed and bear the date of signature of the person signing it. A photographic, facsimile, electronically scanned, or similar reproduction of a signed writing, will be treated as an original being signed by the member, director, or committee member. Notwithstanding the foregoing, no action may be taken with less than unanimous consent without a meeting, unless all then Members in Good Standing, who are entitled to vote on such matter, are notified in writing at least five (5) days prior to such action being taken.
- (b) Consents must be delivered to the Association. A consent signed by fewer than all of the then existing Members in Good Standing is not effective to take the intended action unless the required number of consents are delivered to the Association within 90 days after the date the earliest dated consent was delivered to the Association. Delivery must be made by hand or by United States mail. The delivery may be made to the Association's registered office, registered agent, principal place of business, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Association's principal

place of business, the consent must be addressed to the President or principal executive officer.

- (c) The Association will give prompt notice of the action taken to the then Members in Good Standing who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate these written consent procedures were followed to authorize the action and filing.

**ARTICLE VI
BOARD OF DIRECTORS**

Section 6.01. Management by Directors. The powers and duties of the Association shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board of Directors.

Section 6.02. Number and Qualification. The Board of Directors shall consist of at least five (5) individuals who shall also be Homeowner Members. The Members in Good Standing approving these Bylaws hereby acknowledge and agree the Board of Directors currently consists of nine (9) individuals. Each member of the Board of Directors shall individually be referred to herein as a “Director” and collectively referred to as the “Directors”

The terms for the existing Directors of the Association as of the effective date hereof shall be staggered so the terms of four (4) of the currently serving Directors will expire 30 days after the 2019 Annual Meeting in which the new Director is duly elected or on the date of the first Board of Directors meeting following such election, whichever occurs first; and the terms of the remaining five (5) of the currently serving Directors will expire 30 days after the 2020 Annual Meeting in which the new Director is duly elected or on the date of the first Board of Directors meeting following such election, whichever occurs first. The Board of Directors have specifically agreed the currently serving Directors’ terms shall expire as follows:

| Directors | Terms Expires |
|---|--|
| Director – Membership Director – Infrastructure/Land Use Treasurer Secretary | 30 days after the 2019 Annual Meeting in which the new Director is duly elected or on the date of the first Board of Directors meeting following such election, whichever occurs first |
| President Director – Beautification Director – Communication Director – Security Director – Deed Restrictions | 30 days after the 2020 Annual Meeting in which the new Director is duly elected or on the date of the first Board of Directors meeting following such election, whichever occurs first |

Thereafter, each Director will serve for a term two (2) years commencing 30 days after the Annual Meeting in which the new Director is duly elected or on the date of the first Board of Directors meeting following such election, whichever occurs first, except as otherwise specifically provided herein. Each Director shall hold office for the term for which he or she is elected and thereafter until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal.

Section 6.03. Quorum; Required Vote for Director Action. Unless otherwise required by applicable law or provided in the Articles of Incorporation or these Bylaws, a Majority of the Directors fixed by, or in the manner provided in, the Articles of Incorporation or these Bylaws shall constitute a quorum for the transaction of business of the Board of Directors and the act of a Majority of the Directors present at a meeting of which a quorum is present shall be the act of the Board of Directors.

As used in these Bylaws the term a “Majority of the Directors” shall mean at least fifty-one percent (51%) of those Directors of the Association, who are also then Members in Good Standing, at a duly called meeting of the Directors and at which a quorum was present. Whenever a vote is required under these Bylaws, the vote of a Majority of the Directors shall be sufficient to approve the action unless a greater percentage is expressly required by applicable law, the Articles of Incorporation of the Association or these Bylaws.

Section 6.04. Meetings; Order of Business. Meetings of the Board of Directors may be held at such place or places as shall be determined from time to time by a Majority of the Directors. At all meetings of the Board of Directors business shall be transacted in such order as shall from time to time be determined by a Majority of the Directors.

Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds the meeting is not lawfully called or convened.

Section 6.05. Vacancies. Vacancies in the Board of Directors caused by death, resignation or disqualification, i.e., by any reason other than the removal of a Director by a vote of the Members of the Association, shall be filled by vote of the Majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall be a Director until a successor is elected at the next annual meeting of the Association held for such purpose. Any person becoming a Director due to a vacancy shall serve for the remainder of the term of the Director creating such vacancy.

Section 6.06. Annual Meetings. The annual meeting of the Board of Directors shall be held at a time and place designated by the resolution of the Board of Directors.

Section 6.07. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as shall be designated from time to time by resolution of the Board of Directors. Notice of such regular meetings shall not be required.

Section 6.08. Special Meetings. Special meetings of the Board of Directors may be called by the President or, by the Secretary on the written request of any four (4) Directors, in each case on at least 24 hours personal delivery or email notice to each Director. Such notice, or any waiver thereof pursuant to Section 10.3 hereof, need not state the purpose or purposes of such meeting, except as may otherwise be required by law or provided for by the Articles of Incorporation or these Bylaws.

Section 6.09. Compensation. Directors, as such, shall not receive any salary or compensation for their services as Directors; provided, nothing contained herein shall be construed to preclude any Director from receiving compensation which is not excessive for personal services (rendered in other than a “Director” capacity) which are reasonable and necessary in carrying out the Association’s purposes.

Section 6.10. Special Provisions for Meetings of Board of Directors.

- (a) The Board of Directors and any committee of the Association may hold any meeting by telephone or video conference call procedures. In all meetings held by telephone or video conferencing, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone or video conference must state the fact the meeting will be held by telephone or video conferencing, as well as all other matters required to be included in the notice; and a person’s participating in a telephone or video conference call meeting constitutes his or her presence at the meeting.
- (b) Any decision required or permitted to be made at a meeting of the Board of Directors or any committee of the Association may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in the Association minute book and kept with the corporate records. Furthermore, if the Articles of Incorporation authorize action with less than unanimous consent, action may be taken without a meeting when there are signed written consents by the number of Directors, or committee members whose votes would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must be signed and bear the date of signature of the person signing it. A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or a photographic, facsimile, or similar reproduction of a signed writing, will be treated as an original being signed by the member, director, or committee member. Notwithstanding the foregoing, no action may be taken with less than unanimous consent without a meeting, unless all members, directors or committee members, as the case may be, who are entitled to vote on such matter, are notified in writing at least five (5) days prior to such action being taken.
- (c) Written consents by Members, Directors or committee members entitled to vote under these Bylaws must be delivered to the Association. A consent signed by

fewer than all Members, Directors, or committee members entitled to vote is not effective to take the intended action unless the required number of consents are delivered to the Association within 90 days after the date the earliest dated consent was delivered to the Association. Delivery must be made by hand, or by United States mail. The delivery may be made to the Association's registered office, registered agent, principal place of business, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Association's principal place of business, the consent must be addressed to the President or principal executive officer.

- (d) The Association will give prompt notice of the action taken to any Directors or committee members, as the case may be, who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate these written consent procedures were followed to authorize the action and filing.

Section 6.11. No Proxies. A Director must vote in person at any physical meeting.

ARTICLE VII ASSOCIATION DUES

Section 7.01. Dues. The Association by and through the Board of Directors shall set annual dues to be paid by the Members of the Association (applicable to both the Homeowner Members and the Associate Members). Dues shall be due and payable annually in advance by no later than March 31 of each calendar year. . The membership year shall start on each April 1 of a calendar year and end on the next occurring March 31. Dues will not be prorated. The Board of Directors may from time to time approve different categories for dues payment (i.e. Senior Citizens and Associate Members) and the amount of money each dues category shall be assessed. Payment of annual dues shall entitle a Homeowner Member or Associate Member, as the case may be, the rights and benefits established in these Bylaws in accordance with the membership category assigned to such persons. Members who fail to pay dues by March 31 of each year will not have their membership renewed and shall not be deemed to be Members in Good Standing. Members who are not Members in Good Standing shall not be entitled to vote on any Association matters, participate in the business of the Association, or serve as a Director or in any other elected office of the Association. Members who fail timely to pay their dues may activate their membership (and become again Members in Good Standing) by paying the dues owed for the current membership year and shall be deemed active from the date the payment is received. Notwithstanding the foregoing, any check that does not clear, for whatever reason, will not serve to activate a membership. In those cases where the eligibility of an individual or individuals for a particular membership category or dues payment category is unclear or disputed, the matter shall be referred to the Board of Directors for determination by Majority of the Directors.

Section 7.02. Purpose of Dues. The dues charged by the Association shall be paid to the Association and shall be used solely to advance the purposes and goals of the Association as set

forth herein and as further determined by a Majority of the Members or a Majority of the Directors, as the case may be. Without in any way limiting the foregoing general powers, the Association may use such assessments for the following: (a) maintenance, repair, upgrading, or beautification of the area within the Association Boundaries; (b) the payment of premiums for any insurance authorized by the Board of Directors; (c) paying the cost of labor, equipment (including the expense of leasing any equipment) and material required for, and management and supervision of area within the Association Boundaries; (d) carrying out the duties of the Association; (e) carrying out the purposes of the Association as stated herein; and (f) carrying out the terms of these Bylaws.

ARTICLE VIII COMMITTEES

Section 8.01. Designation; Powers. In addition to the standing committees (provided below), the Board of Directors, by these Bylaws or resolution adopted by a Majority of the Directors, may designate from among its Members (both Homeowner Members and Associate Members) one or more committees, each of which shall be comprised of one or more of its Members. Any such committee, to the extent provided in such resolution or in these Bylaws, shall have and may exercise all of the authority of the Board of Directors, subject to the limitations set forth in the Code or below

Establishing a committee or delegating authority to it will not relieve the Board of Directors, or any individual director, or the officers of the Association, of any responsibility imposed by these Bylaws or otherwise imposed by law. Without in any way limiting the foregoing, no committee (including the Executive Committee) has the authority of the Board to:

- (a) Amend the Articles of Incorporation.
- (b) Adopt a plan of merger or of consolidation with another corporation
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the Association's property and assets.
- (d) Authorize voluntary dissolution of the Association.
- (e) Revoke proceedings for voluntary dissolution of the Association.
- (f) Adopt a plan for distributing the Association's assets.
- (g) Amend, alter, or repeal these Bylaws.
- (h) Elect, appoint, or remove a director or officer of the Association.
- (i) Approve any transaction to which the Association is a party and that involves a potential conflict of interest as determined by a Majority of the Directors.

- (j) Take any action outside the scope of authority delegated to it by the Board.
- (k) Expend any sums or incur any indebtedness on behalf of the Association (that is not already contemplated or otherwise provided for in the approved budget for such fiscal year).

Section 8.02. Procedure; Meetings; Quorum. Any committee designated pursuant to Section 7.01 of this Article or of these Bylaws shall choose its own chairperson and secretary, shall keep regular minutes of its proceedings and report the same to the Board of Directors and/or the Members when requested, shall fix its own rules or procedures, and shall meet at such times and at such place or places as may be provided by such rules, or by resolution of such committee. Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present and voting at a meeting is enough to constitute the act of the committee unless the act of a greater number is required by applicable law, the Articles of Incorporation, or by some other provision of these Bylaws. Only a Majority of the Directors may appoint and remove members of a committee.

Section 8.03. Standing Committees. The Association hereby authorizes and shall have only one “standing” committee, which will be the Executive Committee. The activities and scope of authority of any “standing” committee shall be determined from time to time by the Board.

Section 8.04. Executive Committee.

- (a) Notwithstanding anything to the contrary contained in these Bylaws, the Executive Committee shall consist of the following persons:
 - (i) The President;
 - (ii) The Secretary;
 - (v) The Treasurer; and
 - (vi) A Vice President, who shall be one (1) member of the Board of Directors, who is not otherwise serving on the Executive Committee, such member to be appointed by the Board of Directors.
- (b) The President shall be Chair of the Executive Committee. The Executive Committee shall be vested with the full day-to-day management authority of the Association, including, without limitation, the power and authority to negotiate contracts, expend monies, borrow monies, invest funds, and provide other administrative oversight and direction as needed, and to carry out such other duties as may be delegated to it by the Board of Directors from time to time. The President shall set periodic meetings of the Executive Committee as the President deems

necessary or convenient. The Executive Committee shall also prepare the agendas for the meetings of the Board.

- (c) In addition, the Executive Committee shall act on emergency matters that may arise between meetings of the Board.

Section 8.05. Dissolution. The Board of Directors may dissolve any committee at any time, unless otherwise provided in the Articles of Incorporation or these Bylaws.

ARTICLE IX OFFICERS

Section 9.01. Number, Titles and Term of Office. The officers of the Association shall be a President, a Treasurer and a Secretary and the Vice President, and, if approved by the vote of the Board of Directors, one or more Assistant Treasurers and one or more Assistant Secretaries. Each officer shall hold office until his or her successor shall be duly elected and shall qualify or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Any number of offices may be held by the same person. All officers must be Homeowner Members in Good Standing at all times while an officer. Any officer who is also a currently elected a member of the Board of Directors shall not lose his/her rights and status as a Director under these Bylaws.

Section 9.02. Salaries. The officers of the Association shall not be entitled to salaries, but shall be entitled to be reimbursed for all expenses incurred on behalf of the Association.

Section 9.03. Removal. Any officer or member of a committee elected or appointed by the Members may be removed, either with or without cause, by the Members whenever in their judgment the best interests of the Association will be served thereby.

Section 9.04. Vacancies. Any vacancy occurring in the offices of President, Treasurer and Secretary of the Association shall be filled by the Board of Directors as promptly as possible; any vacancy in any other office may be filled by a vote at the next annual meeting of the Board of Directors if the Board of Directors determine to fill such vacancy.

Section 9.05. Powers and Duties of the President. The President shall be the chief executive officer of the Association. Subject to the control of the Board of Directors, the chief executive officer shall have general executive charge, management and control of the operations of the Association with all such powers as may be reasonably incident to such responsibilities; he or she may execute all contracts and other obligations in the name of the Association; and he or she shall have such other powers and duties as designated in accordance with these Bylaws and as from time to time may be assigned to him or her by the Board of Directors.

Section 9.06. Vice President. The Vice President, if any, shall perform such duties and have such powers as the Board of Directors may from time to time prescribe. In addition, in the absence of the President, or in the event of his or her inability or refusal to act, but only with the

prior written consent of the President, the Vice President shall perform the duties of the President, as the case may be, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Section 9.07. Treasurer. The Treasurer, if any, shall have responsibility for the custody of all the funds and securities of the Association, and he or she shall have such other powers and duties as designated in these Bylaws and as from time to time may be assigned to him or her by the Board of Directors. He or she shall perform all acts incident to the position of Treasurer subject to the control of the President and the Board of Directors; and the Treasurer shall, if required by the Board of Directors, give such bond for the faithful discharge of his or her duties in such form as the Board of Directors may require.

Section 9.08. Assistant Treasurers. Each Assistant Treasurer, if any, shall have the usual powers and duties pertaining to his or her office, together with such other powers and duties as designated in these Bylaws and as from time to time may be assigned to him or her by the President or the Board of Directors or the Treasurer. The Assistant Treasurers shall exercise the powers of the Treasurer during that officer's absence or inability or refusal to act.

Section 9.09. Secretary. The Secretary shall keep the minutes of all meetings of the Members and/or the Board of Directors in books provided for that purpose; he or she shall attend to the giving and serving of all notices; he or she shall have charge of the books and papers of the Association as the Board of Directors may direct, all of which shall at all reasonable times during business hours be open to inspection of any Member upon application to the Secretary; he or she shall have such other powers and duties as designated in these Bylaws and as from time to time may be assigned to him or her by the President or the Board of Directors ; and he or she shall in general perform all duties incident to the office of Secretary, subject to the control of the President and the Board of Directors.

Section 9.10. Assistant Secretaries. Each Assistant Secretary, if any, shall have the usual powers and duties pertaining to his or her office, together with such other powers and duties as designated in these Bylaws and as from time to time may be assigned to him or her by the President or the Board of Directors or the Secretary. The Assistant Secretaries shall exercise the powers of the Secretary during that officer's absence or inability or refusal to act.

ARTICLE X INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 10.01. Right to Indemnification. Subject to the limitations and conditions as provided in this Article X, each person who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitratve or investigative (hereinafter a "proceeding"), or any appeal in such a proceeding or any inquiry or investigation that could lead to such a proceeding, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or

was a Director, officer or member of a committee of the Association shall be indemnified by the Association to the fullest extent permitted by the Code, as the same exists or may here after be amended (but, in the case of any such amendment, only to the extent such amendment permits the Association to provide broader indemnification rights than said law permitted the Association to provide prior to such amendment) against judgments, penalties (including excise and similar taxes and punitive damages), fines, settlements and reasonable expenses (including, without limitation, attorneys' fees) actually incurred by such person in connection with such proceeding, and indemnification under this Article X shall continue as to a person who has ceased to serve in the capacity which initially entitled such person to indemnity hereunder. **TO THE FULLEST EXTENT PERMITTED BY THE CODE AND OTHER APPLICABLE LAW, THE INDEMNITY REQUIRED HEREUNDER SHALL APPLY TO ACTS AND OMISSIONS INVOLVING THE ACTIVE, PASSIVE, SOLE OR CONCURRENT NEGLIGENCE OF THE PARTIES TO BE INDEMNIFIED.** The rights granted pursuant to this Article X shall be deemed contract rights, and no amendment, modification or repeal of this Article X shall have the effect of limiting or denying any such rights with respect to actions taken or proceedings arising prior to any such amendment, modification or repeal. It is expressly acknowledged the indemnification provided in this Article X could involve indemnification for negligence or under theories of strict liability.

Section 10.02. Advance Payment. The right to indemnification conferred in this Article X shall include the right to be paid or reimbursed by the Association the reasonable expenses incurred by a person of the type entitled to be indemnified under Section 10.01 who was, is or is threatened to be made a named defendant or respondent in a proceeding in advance of the final disposition of the proceeding and without any determination as to the person's ultimate entitlement to indemnification; provided, however, the payment of such expenses incurred by any such person in advance of the final disposition of a proceeding, shall be made only upon delivery to the Association of a written affirmation by such person of his or her good faith belief he or she has met the standard of conduct necessary for indemnification under this Article X and a written undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined such indemnified person is not entitled to be indemnified under this Article X or otherwise.

Section 10.03. Indemnification of Employees and Agent. The Association, by adoption of a resolution of the Members, may indemnify and advance expenses to an employee or agent of the Association to the same extent and subject to the same conditions under which it may indemnify and advance expenses to Directors, officers and members of committees under this Article X.

Section 10.04. Appearance as a Witness. Notwithstanding any other provision of this Article X, the Association shall pay or reimburse expenses incurred by a Director, officer or member of a committee in connection with his or her appearance as a witness or other participation in a proceeding at a time when he or she is not a named defendant or respondent in the proceeding.

Section 10.05. Nonexclusivity of Rights. The right to indemnification and the advancement and payment of expenses conferred in this Article X shall not be exclusive of any other right which a Director, officer, member of a committee or other person indemnified pursuant to this Article X

may have or hereafter acquire under any law (common or statutory), provision of the Articles of Incorporation of the Association or these Bylaws, agreement, or otherwise.

Section 10.06. Insurance. At the discretion of the Board of Directors, the Association may purchase and maintain insurance, at its expense, to protect itself and any person who is or was a Director or serving as an officer, member of a committee, employee or agent of the Association against any expense, liability or loss, whether or not the Association would have the power to indemnify such person against such expense, liability or loss under this Article IX. The Board of Directors may also authorize the purchase of general liability and other insurance.

Section 10.07. Savings Clause. If this Article X or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Association shall nevertheless indemnify and hold harmless each Director, officer, member of a committee or any other person indemnified pursuant to this Article X as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent permitted by any applicable portion of this Article X shall not have been invalidated and to the fullest extent permitted by applicable law.

Section 10.08. No Personal Liability. Notwithstanding anything stated herein, under no condition or circumstance shall any Member be personally liable for any indemnification or other obligation of the Association under these Bylaws.

ARTICLE XI MISCELLANEOUS PROVISIONS

Section 11.01. Fiscal Year. The fiscal year of the Association shall be such as established from time to time by the Board of Directors.

Section 11.02. Corporate Seal. The Board of Directors may provide a suitable seal, containing the name of the Association. The Secretary shall have charge of the seal (if any). If and when so directed by the Board of Directors, duplicates of the seal may be kept and used by the Treasurer, if any, or by any Assistant Secretary or Assistant Treasurer.

Section 11.03. Notices and Waiver of Notice. Whenever any notice is required to be given by law, the Articles of Incorporation or these Bylaws to a director, officer, or member of a committee of the Association (except with respect to special meetings of the Board of Directors which shall be governed by Section 6.08 above), the same may be given by personal delivery, mail, electronic mail, or facsimile or telecopy transmission. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the Association's records, with postage prepaid. If given by personal delivery, a notice is deemed delivered when actually received by the person himself/herself or received by a person of more than 16 years of age at the recipient's address as it appears on the Association records. If sent by electronic mail, facsimile or telecopy transmission, a notice is deemed delivered when the notice

is sent. A person may change his or her address (including email, text, etc.) in the Association records by giving written notice of the change to the Secretary or Assistant Secretary of the Association. Whenever notice is required to be given by law, the Articles of Incorporation or these Bylaws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 11.04. No Waiver of Rights. The omission or failure of the Association, the Board of Directors, or any Member to enforce any covenant, condition, obligation or other provision of these Bylaws shall not constitute or be deemed a waiver, modification or release thereof, and the Association, Board of Directors, and/or any of the Members shall have the right to enforce the same thereafter.

Section 11.05. Resignations. Any member of a committee or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 11.05. Facsimile and Digital Signatures. In addition to the provisions for the use of e-mailed, facsimile or digital signatures elsewhere specifically authorized in these Bylaws, e-mailed, facsimile and digital signatures of any Member, Director or officers of the Association may be used whenever authorized by such person.

Section 11.06. Books and Records. The Association shall keep books and records of account and shall keep minutes of the proceedings of its Members, its Directors, and each committee of its Members or Directors. The Association shall not issue shares to the Members. Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Any Member, Director or officer of the Association may inspect and receive copies of all the corporate books and records required to be kept under these Bylaws and the applicable laws of the State of Texas. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Association. He or she may do so through his or her attorney or other duly authorized representative, designated in writing, at or before the time the request is made. The inspection may take place at a reasonable time, no later than five (5) working days after the Association receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor. The Association will provide requested copies of books or records no later than five (5) working days after receiving a proper written request.

ARTICLE XII AMENDMENTS

Section 12.01. Amendments. These Bylaws may be amended by a vote of at least two-thirds (2/3) of the members of the Board of Directors of the Association, provided, any technical or other amendment necessary to correct typographical errors may be effected by a Majority of the Directors.

ARTICLE XIII EVIDENCE OF OWNERSHIP, REGISTRATION OF MAILING ADDRESS AND DESIGNATION OF VOTING REPRESENTATIVE

Section 13.01. Proof of Ownership. If any person brings reasonable evidence to the Board of Directors that challenges the qualification or classification of a person to be a Member hereunder (whether a Homeowner Member or an Associate Member), upon request, the person so challenged shall furnish to the President or Secretary of the Association a true and correct copy of the original recorded instrument vesting that person with an interest or ownership in a Lot (or an interest or ownership in a condominium unit or leasehold estate, as the case may be), which copy shall remain in the files of the Association.

Section 13.02. Registration of Mailing Address. The Members shall have one and the same registered mailing address (and/or email address) to be used by the Association for mailing of statements, notices, demands and all other communications, and such registered address shall be the only mailing and/or email address of a person or persons to be used by the Association. Such registered address of a Member shall be deemed to be the mailing address of the Lot owned and/or occupied by such Member, unless a different registered address is furnished by such Member to the President or Secretary at least fifteen (15) days before the effective date for such change of address; and such registration shall be in written form and signed by all of the record titleholders of the Lot or by such persons as are authorized by law to represent the interest of (all of) the owners thereof.

ARTICLE XIV CONFLICTING OR INVALID PROVISIONS

Section 14.01. Conflicting or Invalid Provisions. Notwithstanding anything contained herein to the contrary, should all or part of any Article of these Bylaws be in conflict with the provisions of the Code or any other applicable Texas law, the Code or other applicable law shall control; and should any part of these Bylaws be invalid or inoperative for any reason, the remaining parts, so far as is possible and is reasonable, shall be valid and operative.

CERTIFICATE BY SECRETARY

The undersigned, being the secretary of Woodland Heights Civic Association, Inc., hereby certifies the foregoing Amended and Restated Bylaws were duly adopted by the affirmative vote of no less than two-thirds (2/3) of the members of the Board of Directors of the Association to be effective as of the date first above mentioned in these Amended and Restated Bylaws.

IN WITNESS WHEREOF, I have signed this certification on this the _____ day of _____ of 2019.

_____, Secretary