MEMORIAL PARKWAY

COMMUNITY ASSOCIATION

Proposed By-Law Changes

A side-by-side comparison for Memorial Parkway homeowners

1974 By-Laws → Proposed Amended and Restated By-Laws

WHY WE ARE DOING THIS

Our By-Laws were written in 1974, when Memorial Parkway was still being built and the developer still controlled the Association. They refer to Class A and Class B members who no longer exist and to an office address we left years ago. Several provisions now conflict with the Texas Property Code, which has changed substantially since 1974 — and where they conflict, state law already governs.

This is a full restatement, not a handful of edits. It was prepared by the By-Laws Committee, reviewed by the Association's attorney, and approved by the Board.

BE CAREFUL ABOUT WHAT IS ACTUALLY CHANGING

Many of the changes in this document **do not create new rights**. They bring the By-Laws into line with protections Texas law already gives you and that MPCA already follows. Every change is labeled so you can tell the difference:

1 Already Required by Texas Law
Texas law already requires this and already governs today. These By-Laws are being brought into line with it. This is NOT a new right.

2 Already in the Declarations
This protection already exists in the Declarations or Articles of Incorporation, which control over the By-Laws. The By-Laws do not change it.

3 New — Created by These By-Laws
This is genuinely new. It does not exist today, and these By-Laws create it.

5 Housekeeping — Obsolete Language
Outdated or unnecessary wording cleaned up. No practical change for homeowners.

THE CHANGE THAT MATTERS MOST

If you read only one page, read **Article IV, Section 6**. The Board may no longer decide matters such as fines, assessments, foreclosure, enforcement, the budget or architectural appeals outside of an open meeting you were given notice of and may attend.

HOW TO READ THIS DOCUMENT

Left column: the **1974 By-Laws** as recorded. Right column: the **Amended and Restated By-Laws** as proposed. Both reproduce those documents exactly — nothing shortened or reworded. A green **Board-Approved** note marks wording the Board has approved for addition to that Section.

Appendix — the complete By-Laws. The full text of the proposed Amended and Restated By-Laws is reproduced at the back of this document, beginning after the comparison pages. The comparison pages explain what changed; the Appendix is the document you are voting on.

MEMBERSHIP VOTE

Tuesday, November 3, 2026

On the same ballot as the election of Board members

Prepared by the By-Law Review Committee · Memorial Parkway Community Association. This comparison is provided to help homeowners locate and understand the changes. The Amended and Restated By-Laws themselves are the operative document. The 1974 text is transcribed from the recorded instrument.

ARTICLE I

Name and Location

5 **HOUSEKEEPING — OBSOLETE LANGUAGE** *Outdated or unnecessary wording cleaned up. No practical change for homeowners.*

1974 — CURRENT BY-LAWS

NAME AND LOCATION. The name of the corporation is Memorial Parkway Community Association, hereinafter referred to as the "Association".

The principal office of the corporation shall be located at 2028 Buffalo Terrace, 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.

2026 — PROPOSED

The name of the corporation is Memorial Parkway Community Association, a Texas Non-Profit Corporation, hereinafter referred to as the "Association". The office of the Association is located at 21600 Cimarron Parkway, Katy, Texas 77450.

WHY THIS CHANGE

The Buffalo Terrace address has not been the Association office for many years. The Articles of Incorporation state that MPCA was incorporated under the Texas Non-Profit Corporation Act, and State of Texas Property Code Section 204.004 says "the association must be nonprofit and may be incorporated as a Texas nonprofit corporation" — so that status now appears on the face of the document. "Corporation" was changed to "Association" because Association is already defined. The provision allowing meetings to be held elsewhere in Harris County was deleted.

5 HOUSEKEEPING — OBSOLETE LANGUAGE

Outdated or unnecessary wording cleaned up. No practical change for homeowners.

1974 — CURRENT BY-LAWS

Section 1. "Association" shall mean and refer to Memorial Parkway Community Association, a Texas Non-Profit Corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

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

2026 — PROPOSED

"Properties" means the real property depicted on the following subdivision plats:

[The By-Laws then set out the recording reference for every plat, corrected plat and replat of Memorial Parkway Sections 1 and 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 13 and 14. The full list is reproduced in the Appendix.]

"Common Areas" means the following described real property and improvements thereon owned by the Association for the common use and enjoyment of the Members:

3.62 acres in the H. & T. B. RR Co Survey A-988 as described in that certain Warranty Deed dated July 21, 1981 between LB Development Properties, Inc., as Grantor and Memorial Parkway Community Association as Grantee, recorded under File No H067925, Film Code 190-96-2001 of the Real Property Records of Harris County, Texas.

Block 36 in Memorial Parkway Section 13 as described in that certain Warranty Deed dated September 19, 1985 between CINCO/MEMORIAL PARKWAY JOINT VENTURE, as Grantor and Memorial Parkway Community Association, as Grantee recorded under File No K621827, Film Code 051-77-0016 of the Real Property Records of Harris County, Texas.

Reserve C in Memorial Parkway Section 17 as described in that certain Warranty Deed dated October 4, 1991 between CINCO/MEMORIAL PARKWAY JOINT VENTURE, as Grantor and Memorial Parkway Community Association, as Grantee recorded under File No N460732, Film Code 010-48-1774 of the Real Property Records of Harris County, Texas.

WHY THIS CHANGE

The 1974 definition pointed to a Declaration whose volume and page were never filled in, and described the Common Area in the abstract. The definition of Properties was changed to list each subdivision section and the recording references for each of the plats. "Common Area" was changed to "Common Areas" and a legal description of each of the three Common Areas owned by the Association was added. The definition of "Association" was deleted because it is already defined in Article I.

5 **HOUSEKEEPING — OBSOLETE LANGUAGE** *Outdated or unnecessary wording cleaned up. No practical change for homeowners.*

1974 — CURRENT BY-LAWS

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area and commercial reserves excluded from the scope of the Declaration.

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 which is part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of any obligation.

Section 6. "Declarant" shall mean and refer to Little Ben, Inc., its successors and assigns if such successors or assigns should acquire more than one undeveloped lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration applicable to the Properties recorded in the Office of the County Clerk, Harris County, Texas in Volume ____, Page ____, Deed Records, and any amendments thereafter or such other Declarations created by additional properties dedicated to the subdivision by the Declarant.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration and Articles of Incorporation.

2026 — PROPOSED

"Lot" means a plot of land shown on a recorded subdivision plat of the Properties with the exception of the Common Areas and commercial reserves excluded from the scope of the Declarations.

"Owner" means the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation. Each Owner is subject to the terms and conditions of the By-Laws, the Articles of Incorporation, and these Declarations.

"Declarations" means the following described Declarations of Covenants, Conditions and Restrictions along with any and all amendments and corrections thereto:

[The By-Laws then set out the file number and film code for the Declaration governing each of the twelve sections of Memorial Parkway. The full list is reproduced in the Appendix.]

"Member" means any person or entity who is an Owner in any Lot which is subject to assessment by the Association as provided in the Declarations and Articles of Incorporation.

WHY THIS CHANGE

The definition of Owner was changed to clarify that each Owner is subject to the terms and conditions of the By-Laws, the Articles of Incorporation, and the Declarations. "Declaration" was changed to "Declarations" and now refers to the Declarations of Covenants, Conditions and Restrictions along with any and all amendments and corrections thereto, with a description of each Declaration and its recording references. The definition of Member is taken from Article VI of the Articles of Incorporation and Article III of the Declarations. The definition of "Declarant" was deleted since it is not used elsewhere in the document and is not needed — Little Ben, Inc. completed development long ago. Section numbers were deleted since they are not needed.

5 **HOUSEKEEPING — OBSOLETE LANGUAGE** *Outdated or unnecessary wording cleaned up. No practical change for homeowners.*

1974 — CURRENT BY-LAWS

[No equivalent provisions. The 1974 By-Laws defined eight terms and did not define the Articles of Incorporation, the Board of Directors, the By-Laws themselves, Dedicatory Instruments, Director, or the Subdivision.]

2026 — PROPOSED

"Articles of Incorporation" means the Articles of Incorporation of Memorial Parkway Community Association dated October 4, 1974.

"Board of Directors" or "Board" means the Association's Board of Directors.

"By-Laws" means the Amended and Restated By-Laws of Memorial Parkway Community Association. These By-Laws are applicable to all Properties.

"Dedicatory Instruments" means the governing documents covering the establishment, maintenance, and operation of the subdivision.

"Director" means a member of the Association's Board of Directors.

"Subdivision" means the Memorial Parkway subdivision, and all additions, annexations and/or modifications thereto.

WHY THIS CHANGE

Six definitions were added so that terms used throughout the document have a fixed meaning, and so the By-Laws are expressly stated to apply to all Properties.

ARTICLE III, SECTION 1

Date of the Annual Meeting

5

3 **NEW — CREATED BY THESE BY-LAWS** *This is genuinely new. It does not exist today, and these By-Laws create it.*

1974 — CURRENT BY-LAWS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and subsequent meetings shall be held on the anniversary dates at 8:00 p.m.; if a legal holiday, then on the next succeeding business day.

2026 — PROPOSED

Section 1. Annual Meetings. Annual meetings of the Members shall be held on the first Tuesday of October.

WHY THIS CHANGE

The annual meeting date was set as the first Tuesday of October. Tying the meeting to the anniversary of a 1974 incorporation date produced a date few homeowners could predict. A fixed calendar rule lets every homeowner know when the meeting is without consulting a corporate record.

ARTICLE III, SECTION 2

Special Meetings

6

5 **HOUSEKEEPING — OBSOLETE LANGUAGE** *Outdated or unnecessary wording cleaned up. No practical change for homeowners.*

1974 — CURRENT BY-LAWS

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or Board of Directors, or upon written request of the members who are entitled to vote one-fourth of all of the votes of the Class A membership.

2026 — PROPOSED

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the Board, or upon written request by the Members having at least twenty-five percent (25%) of the votes entitled to be cast, in person or by proxy, at such a meeting.

WHY THIS CHANGE

"President or Board of Directors" was changed to "Board of Directors," and the reference to Class A membership was deleted since it is no longer relevant. Class A and Class B membership ended when the developer sold the last lot. The threshold itself is unchanged in substance — one-fourth of the votes is twenty-five percent — but it is now stated in terms that can be applied.

ARTICLE III, SECTION 3

Notice of Meetings

1 **ALREADY REQUIRED BY TEXAS LAW**

Texas law already requires this and already governs today. These By-Laws are being brought into line with it. This is NOT a new right.

1974 — CURRENT BY-LAWS

Section 3. Notice of Meetings. No written notice will be required for the Annual Meetings of the members. Written notice of each Special Meeting of the members shall be given by the Secretary or person authorized to call the meeting. Notice shall be mailed, postage pre-paid, at least 15 days but not more than 40 days before such meeting to each member entitled to vote. Notice shall be 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, date, hour and purpose of meeting.

2026 — PROPOSED

Section 3. Notice of Meetings. Notice of each meeting of the Members shall be given in writing by the Secretary or person authorized to call the meeting at least ten (10) days but not more than sixty (60) days before such meeting to each Member and shall specify the place, date, time, and purpose of the meeting including any matters to be voted on by the Members. Notice shall also be given in any manner that a Member consents to, in accordance with State law, including by email or other digital transmission. Notice may also be posted in a conspicuous place located on the Association's common property or on the Association's website, and by sending notice by e-mail to each Member who has registered an e-mail address with the Association.

WHY THIS CHANGE

This is conformity with existing law, not a new right. Texas Property Code Section 209.0056 already requires notice of an association meeting or election, and it governs regardless of what these By-Laws say — MPCA gives notice of the annual meeting today. What changes is that the By-Laws stop saying the opposite. The provision was changed to require that notice be given for all meetings. The methods of providing notice are from State of Texas Property Code Section 209.0051. Counsel advised that for notice of member meetings the law only requires written notice, so the posting, website and e-mail methods are permissible but are not mandatory.

ARTICLE III, SECTION 4

Quorum

8

5 **HOUSEKEEPING — OBSOLETE LANGUAGE** *Outdated or unnecessary wording cleaned up. No practical change for homeowners.*

1974 — CURRENT BY-LAWS

Section 4. Quorum. The presence at the meeting of the members entitled to cast, or of proxies entitled to cast, one-tenth of the votes of each class of membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, Restrictions or these By-Laws. If, however, a 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 an announcement at the meeting, until a quorum shall be present or represented.

2026 — PROPOSED

Section 4. Quorum. At any meeting of the Members including a meeting where an election of Directors is to be held, the presence of at least ten percent (10%) of the votes entitled to be cast, whether in person or by proxy, at such a meeting shall constitute a quorum for any action, except as otherwise provided in these By-Laws.

If the required quorum is not present at any meeting of the Members, including the Annual Meeting or otherwise, then the meeting shall be adjourned and another meeting may be called and held immediately after such adjournment, or at a future date, without notice other than announcement at the meeting, to act on the same matter(s) duly-noticed for the original meeting, and the required quorum at any subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting, except that such reduction in the quorum requirement shall not be applicable if the subsequent meeting is held more than ninety (90) days following the original meeting.

In any case, if a quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote thereof, whether present in person or represented by proxy, shall have the power to adjourn the meeting from time-to-time, without notice other than announcement at the meeting, until a quorum shall be present or represented at any reconvened meeting of the Members. At any reconvened meeting of the Members, any business may be transacted which might have been transacted at the meeting as originally notified.

WHY THIS CHANGE

"Each class of membership" was deleted since it is no longer relevant, and the exception was narrowed to "except as otherwise provided in the By-Laws" because the voting provisions in the Articles of Incorporation and the Declarations refer to Class A and B membership. The word "thereat" was deleted since Members may have the right to vote by other means. The ten percent threshold is unchanged. What is added is an orderly path to a valid meeting when quorum fails, with a ninety-day limit so a reduced quorum cannot be used long after the original notice.

ARTICLE III, SECTION 6

Conduct of Meetings

9

3 **NEW — CREATED BY THESE BY-LAWS** *This is genuinely new. It does not exist today, and these By-Laws create it.*

1974 — CURRENT BY-LAWS

[No equivalent provision. The 1974 By-Laws contained no section addressing the conduct of meetings. They did not state who presides at a meeting, who keeps the minutes, or what rules of order apply.]

2026 — PROPOSED

Section 6. Conduct of Meetings. The President shall preside over all meetings of the Association. In the event of his absence, the Vice-President or other designee shall preside. The Secretary, or other person designated by the Board, shall keep the minutes of the meeting and record all resolutions adopted at the meeting. The Board may adopt rules and regulations regarding how meetings of the Members are to be conducted which shall conform to accepted parliamentary procedures.

WHY THIS CHANGE

A document dated 5/7/1991 addressing in detail how meetings are to be conducted was filed of record on 12/16/1999. A later document entitled "Board Meetings Procedures" was filed in December of 2011 with different rules. This provision would allow the current and future Boards to revise or establish rules as may be necessary, and requires that meetings conform to accepted parliamentary procedures.

ARTICLE IV, SECTION 1

Who May Serve on the Board

3 **NEW — CREATED BY THESE BY-LAWS** *This is genuinely new. It does not exist today, and these By-Laws create it.*

1974 — CURRENT BY-LAWS

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association.

2026 — PROPOSED

Section 1. Number. The affairs of the Association shall be managed by a Board consisting of five (5) Directors, all of whom are Members of the Association, with at least four (4) of those Members also being residents of the Subdivision.

WHY THIS CHANGE

"Five directors who need not be members of the Association" was changed so that all five Directors are Members of the Association and at least four are residents of the Subdivision. Under the 1974 By-Laws a person who owned nothing in Memorial Parkway could sit on the Board. State of Texas Property Code Section 209.00591 says that an Association's By-Laws may not require all board members to reside in that subdivision, which is why the residency requirement is four of five rather than all five.

Term of Office and Term Limits

3 **NEW — CREATED BY THESE BY-LAWS** *This is genuinely new. It does not exist today, and these By-Laws create it.*

1974 — CURRENT BY-LAWS

Section 2. Term of Office. At the first annual meeting the Class A members shall elect two directors, one for a term of one year and one for a term of two years; and Class B members shall elect three (3) directors, one for a term of two years and two for a term of three (3) years; and at each annual meeting thereafter the same procedure shall be followed until there are no longer any Class B members; and at such time the Class A members shall thereafter elect the entire board of directors.

2026 — PROPOSED

Section 2. Term of Office. At each annual meeting, the Members shall elect Directors to succeed those Directors whose terms are expiring. Each Director shall serve for a term of three (3) years and shall not serve more than two (2) consecutive terms. A Director who has served two (2) consecutive terms shall not be eligible for election to the Board again until three (3) years have elapsed since the end of the last term said Director served.

Director terms shall be staggered in a 2-1-2 format so that at each annual meeting of the Members there will be at least one available Director position to be voted on and elected.

WHY THIS CHANGE

The reference to Class A and Class B members was deleted since it is no longer relevant, and the provision now states that Members elect Directors to succeed those whose terms are expiring. Terms of differing lengths were changed so that each Director serves a three-year term. This conforms to the 11/27/2011 document entitled Board of Director Terms of Office Election and Nominating Procedures filed in the Harris County Real Property Records. The term limit is new: a Director shall not serve more than two consecutive terms, and is not eligible again until three years after the end of the last term served.

ARTICLE IV, SECTION 3

Removal of a Director

5 **HOUSEKEEPING — OBSOLETE LANGUAGE** *Outdated or unnecessary wording cleaned up. No practical change for homeowners.*

1974 — CURRENT BY-LAWS

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

2026 — PROPOSED

Section 3. Removal. Any Director may be removed from the Board with or without cause by the Members having at least a majority of the votes entitled to be cast at any meeting called for such purpose. In the event of death, resignation, or removal of a Director, a successor shall be selected by the remaining Directors and appointed to serve for the remainder of the unexpired term of the vacated position.

WHY THIS CHANGE

The reference to each class of membership was deleted since it is no longer relevant. The provision was clarified so that a Board member shall be selected by the remaining members of the Board and appointed to serve for the remainder of the unexpired term of the position. This language is from State of Texas Property Code Section 209.00593. Requiring that removal occur at a meeting called for that purpose protects both homeowners and Directors.

ARTICLE IV, SECTION 5

Association Contracts with Directors on the Board

13

1 **ALREADY REQUIRED BY TEXAS LAW**

Texas law already requires this and already governs today. These By-Laws are being brought into line with it. This is NOT a new right.

1974 — CURRENT BY-LAWS

[No equivalent provision. The 1974 By-Laws contained no conflict-of-interest procedure of any kind governing contracts between the Association and a director, a director's relative, or a company in which a director held a financial interest.]

2026 — PROPOSED

Section 5. Association Contracts with Directors on the Board. The Association may enter into a contract with a company in which a current Director of the Board, or a person related to a current Director of the Board by affinity or consanguinity, has a financial interest in at least fifty-one percent (51%) of the profits, only if (1) the Board receives at least two (2) other bids for the contract from persons not associated with the Director, relative or affected company, if such bids are reasonably obtainable; (2) the Director is not given access to the other bids, does not participate in any Board discussion regarding the contract, and does not vote on the award of the contract; and (3) the material facts regarding the Director's relationship or interest with respect to the proposed contract are disclosed to the Board who, in good faith and with ordinary care, authorize the contract by an affirmative vote of the majority of the Directors who do not have an interest. Any contract approved under this section shall also be memorialized by a written resolution signed by the majority of the Directors not having an interest in the contract.

WHY THIS CHANGE

A provision was added that the Association may enter into a contract with a company in which a Board Member or person related to a Board Member has a financial interest only if certain procedures are followed. This complies with State of Texas Property Code Section 209.0052. It does not forbid doing business with a Director's company, but it requires competing bids where reasonably obtainable, recusal from the discussion and the vote, disclosure of the material facts, and a written resolution signed by the disinterested Directors.

1 **ALREADY REQUIRED BY TEXAS LAW**

Texas law already requires this and already governs today. These By-Laws are being brought into line with it. This is NOT a new right.

1974 — CURRENT BY-LAWS

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 and consent of all the directors. Any action so approved shall have the effect as though taken at a meeting of the directors.

2026 — PROPOSED

Section 6. Action Taken Without a Meeting. The Board may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to Members, if each Director is given a reasonable opportunity to express the Director's opinion to all other directors 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 by the vote, and documented in the minutes of the next regular or special board meeting. The Board may not, unless done in an open meeting for which prior notice was given 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;

(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 or amendment of a dedicatory instrument;

(11) the approval of an annual budget or the approval of an amendment of an annual budget;

(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.

WHY THIS CHANGE

This is one of the most consequential changes in the document. Under the 1974 language the Board could approve virtually anything by written consent, with no homeowner present and no notice. The revised Section follows State of Texas Property Code Section 209.0051: action may still be taken outside a meeting, but it must be summarized orally — including expenditures approved — and documented in the minutes of the next meeting. Fifteen categories of decision, including fines, assessments, foreclosure, enforcement, the budget and architectural appeals, may not be decided at all except in an open meeting for which prior notice was given to Members.

Solicitation of Candidates for Election

1 ALREADY REQUIRED BY TEXAS LAW

Texas law already requires this and already governs today. These By-Laws are being brought into line with it. This is NOT a new right.

1974 — CURRENT BY-LAWS

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 one or more members of each class of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. 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. Such nominations may be made from among members or non-members.

2026 — PROPOSED

Section 1. Solicitation of Candidates for Election to the Board of Directors. Not later than the 10th day before the date the Board disseminates absentee ballots or other ballots to the Members for purposes of voting in a board member election, the Board 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 must be provided by mail to each Member; or by:

(i) posting the notice in a conspicuous manner reasonably designed to provide notice to the Members:

(a) in a place located on the Association's common property or, with the affected Member's consent, on other conspicuously located privately owned property within the Subdivision; or

(b) on any Internet website maintained by the Association or other Internet media; and

(ii) sending the notice by e-mail to each Member who has registered an e-mail address with the Association.

The Board shall include on each absentee ballot or other ballot for a board member election the name of each eligible candidate from whom the Association received a request to be placed on the ballot in accordance with this section. Nothing in this section shall be construed to restrict nominations of candidates from the floor of any meeting for the purpose of conducting a board member election.

WHY THIS CHANGE

"Nomination" was changed to "Solicitation of Candidates for Election to the Board of Directors," and the reference to each class of the Association was deleted since it is no longer relevant. Under the 1974 structure a committee appointed by the Board, and chaired by a sitting Board member, determined who appeared on the ballot. The revised Section requires the Board to solicit candidates and to place on the ballot each eligible candidate who asks to be included. Nominations may still be made from the floor at any meeting held to elect Directors.

ARTICLE V, SECTION 2

Notice of Election

16

1 **ALREADY REQUIRED BY TEXAS LAW**

Texas law already requires this and already governs today. These By-Laws are being brought into line with it. This is NOT a new right.

1974 — CURRENT BY-LAWS

[No equivalent provision. The 1974 By-Laws required no separate notice of an election. They also expressly required no notice at all for the annual meeting at which the election was held.]

2026 — PROPOSED

Section 2. Notice of Election. Written notice of each election of the Association shall be delivered to all Members at least ten (10) but no more than sixty (60) days prior to the date fixed for any such election. Any notice of an election shall specify the date, time and place of the election and any other matters to be considered and/or voted on. All notices of elections shall be addressed to each Member at their address as it appears on the books and records of the Association, and the Member is responsible for advising the Association of any change to their preferred address for receiving such notices. The President of the Association, or in their absence, the Vice President of the Association, shall call meetings of the Association to order and act as chairman of such meetings. In the absence of both officers, any officer in attendance shall call the meeting to order and preside over same.

WHY THIS CHANGE

A provision was added requiring that notice of the election be provided to the Members. Homeowners cannot participate in an election they did not know was being held. The corresponding duty on the homeowner is to advise the Association of any change to the address at which notices are to be received.

ARTICLE V, SECTION 3

Voting, Proxies and Ballot Confidentiality

17

1 **ALREADY REQUIRED BY TEXAS LAW**

Texas law already requires this and already governs today. These By-Laws are being brought into line with it. This is NOT a new right.

1974 — CURRENT BY-LAWS

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation and Restrictions. The persons receiving the largest number of votes shall be elected.

2026 — PROPOSED

Section 3. Voting. Election to the Board shall be by secret ballot which must be signed by the Member. Members are entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, the vote for each Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot. If a Member has contracted to sell their home, the Member maintains the right to vote until the date of title conveyance to any other person or legal entity. Any Member may cast their vote by proxy in a form approved and distributed by the Board. No candidate or person related to a candidate shall be given access to the ballots. A person who tabulates votes may not disclose how any Member voted.

WHY THIS CHANGE

Written ballots must be signed by the Member. This is from State of Texas Property Code Section 209.0058, which also says that electronic votes cast under Section 209.00592 constitute written and signed ballots. Members are entitled to one vote for each Lot owned; this is from Article III of the Articles of Incorporation and Article III of the Declarations. A Member who has contracted to sell his home maintains the right to vote until the date of settlement, which is from the Board of Director Terms of Office Election and Nominating Procedures dated (revised) December 2011. Any Member may grant a proxy to cast his vote, from Section 209.00592. No candidate or person related to a candidate shall be given access to the ballots, and a person who tabulates votes may not disclose how any individual voted; both are from Section 209.00594. The ballot is signed so eligibility can be verified — how you voted remains confidential.

ARTICLE V, SECTION 4

When Elected Directors Take Their Seats

3 **NEW — CREATED BY THESE BY-LAWS** *This is genuinely new. It does not exist today, and these By-Laws create it.*

1974 — CURRENT BY-LAWS

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation and Restrictions. The persons receiving the largest number of votes shall be elected.

2026 — PROPOSED

Section 4. Election. The candidates receiving the largest number of votes shall be seated as elected members of the Board and shall immediately begin serving their terms.

WHY THIS CHANGE

The provision was clarified so that the candidates receiving the largest number of votes shall begin serving their terms immediately. The 1974 language declared who was elected but never said when the winner takes office, which left room for a gap between the election and the seating of the new Director.

1 **ALREADY REQUIRED BY TEXAS LAW**

Texas law already requires this and already governs today. These By-Laws are being brought into line with it. This is NOT a new right.

1974 — CURRENT BY-LAWS

[No equivalent provision. The 1974 By-Laws provided no mechanism by which a member could question, verify, or request a recount of an election result.]

2026 — PROPOSED

Section 5. Recount. Any Member may request a recount of votes within fifteen (15) days after the date of the election in accordance with Texas Property Code Section 209.0057. The request must be submitted in writing by any method for which evidence of mailing is provided by the United States Postal Service or a common carrier. The Association shall estimate the cost of a recount by a person qualified to tabulate votes under Texas Property Code Section 209.0057(c) and provide an invoice to the requesting Member within twenty days after receipt of the request. The invoice must be paid within thirty (30) days following the date the invoice is sent or the request will be considered withdrawn. Any deviation in actual costs of the recount from the estimated amount paid by the Member will be reconciled and either invoiced or refunded to the Member as applicable. If the recount changes the results of the election, the Association shall reimburse the requesting Member for the cost of the recount.

WHY THIS CHANGE

A provision for recount was added. This is from State of Texas Property Code Section 209.0057. The requesting Member bears the cost so the process is not used frivolously, but if the recount changes the result of the election the Association reimburses that cost.

ARTICLE VI, SECTION 1

Frequency of Board Meetings

3 **NEW — CREATED BY THESE BY-LAWS** *This is genuinely new. It does not exist today, and these By-Laws create it.*

1974 — CURRENT BY-LAWS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by 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.

2026 — PROPOSED

Section 1. Meetings. Regular meetings of the Board shall be held monthly at a time fixed by the Board.

WHY THIS CHANGE

Regular meetings were changed from quarterly to monthly, and "without notice" was deleted because notice is now required for all meetings. Four meetings a year is not enough to run an association of this size, and "without notice" cannot be reconciled with current law.

ARTICLE VI, SECTION 3

Open Meetings and Executive Session

1 **ALREADY REQUIRED BY TEXAS LAW**

Texas law already requires this and already governs today. These By-Laws are being brought into line with it. This is NOT a new right.

1974 — CURRENT BY-LAWS

[No equivalent provision. The 1974 By-Laws did not state that meetings of the Board were open to members, and set no limits on what could be considered privately.]

2026 — PROPOSED

Section 3. Open Meetings and Executive Session. Regular and special meetings of the Board shall be open to Members subject to the right of the Board to adjourn a meeting and reconvene in a closed executive session to consider matters 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.

WHY THIS CHANGE

This is one of the most significant protections in the document. Board meetings are open to you. Executive session is limited to a defined list of subjects — personnel, litigation, contract negotiations, enforcement, attorney communications and individual privacy — so it cannot be used to move ordinary business behind closed doors. Anything decided in executive session must be summarized out loud and recorded in the minutes, including money approved. This is from State of Texas Property Code Section 209.0051.

ARTICLE VI, SECTION 4

Quorum of the Board

5 **HOUSEKEEPING — OBSOLETE LANGUAGE** *Outdated or unnecessary wording cleaned up. No practical change for homeowners.*

1974 — CURRENT BY-LAWS

Section 3. Quorum. A majority of the number of 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 a quorum is present shall be regarded as the act of the Board.

2026 — PROPOSED

Section 4. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision made by a majority of a quorum of Directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the entire Board.

WHY THIS CHANGE

Clarified so that an act of the Board is one made by a majority of a quorum of Directors present at a duly held meeting, and is regarded as an act of the entire Board.

ARTICLE VI, SECTION 5

Notice of Board Meetings

1 **ALREADY REQUIRED BY TEXAS LAW**

Texas law already requires this and already governs today. These By-Laws are being brought into line with it. This is NOT a new right.

1974 — CURRENT BY-LAWS

[No equivalent provision for notice to members. Regular meetings of the Board were held "quarterly without notice." Special meetings required not less than three (3) days notice to each director only.]

2026 — PROPOSED

Section 5. Notice of Meetings. Regular and special meetings of the Board may be held at such time and place as shall be determined from time-to-time by the President, Vice-President (in President's absence), or upon a majority of the members of the Board. 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:

(1) mailed to each Member not later than the 10th day or earlier than the 60th day before the date of the meeting; or

(2) provided at least 144 hours before the start of a regular board meeting and at least 72 hours before the start of a special board meeting by:

(A) posting the notice in a conspicuous manner reasonably designed to provide notice to the Members:

(i) in a place located on the Association's common property or, with the affected Member's consent, on other conspicuously-located privately-owned property within the Subdivision; or

(ii) on any Internet website available to the Members that is maintained by the Association or by a management company on behalf of the Association; and

(B) sending the notice by e-mail to each Member who has registered an e-mail address with the Association. It is a Member's sole duty to keep an updated e-mail address registered with the Association.

WHY THIS CHANGE

A provision was added that Members be given prior notice of the date, hour, place, and general subject matter of meetings, including a general description of any matter to be deliberated in executive session, and that notice be posted in a place located on Association property, on the website, and sent by e-mail. These methods of providing notice are from State of Texas Property Code Section 209.0051. An open meeting is only meaningful if homeowners know it is being held.

ARTICLE VII, SECTION 1(B)

Suspension of Rights — Voting Rights Protected

1 **ALREADY REQUIRED BY TEXAS LAW**

Texas law already requires this and already governs today. These By-Laws are being brought into line with it. This is NOT a new right.

1974 — CURRENT BY-LAWS

(b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

2026 — PROPOSED

Section 1. Powers. The Board shall have the power to:

- suspend the right of a Member to use the Common Areas after giving written notice by certified mail describing the violation that is the basis for the suspension and allowing the Member a reasonable period to cure the violation or request a hearing within thirty (30) days from the date of notice;

WHY THIS CHANGE

Your right to vote can no longer be taken away. Under the 1974 By-Laws the Board could suspend a Member’s voting rights for being behind on an assessment. That power is deleted. State of Texas Property Code Section 209.0059 makes any provision that would disqualify an owner from voting void.

The Board may still suspend a Member’s use of the Common Areas — but only after written notice by certified mail describing the violation, and only after the Member has been given a reasonable chance to fix it or request a hearing within 30 days. That is from Section 209.006.

ARTICLE VII, SECTION 1(C) AND (D)

Powers of the Board; Absence of a Director

5 **HOUSEKEEPING — OBSOLETE LANGUAGE** *Outdated or unnecessary wording cleaned up. No practical change for homeowners.*

1974 — CURRENT BY-LAWS

(c) 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 or the Articles of Incorporation, or the Restrictions;

(d) declare the office of a member of the Board of Directors to be vacant in the event each such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

2026 — PROPOSED

Section 1. Powers. The Board shall have the power to:

- exercise for the Association all powers, duties, and authority vested in the Association by law and through contract that are necessary and proper for the governance and operation of the Association;

- declare the office of a Director to be vacant in the event such Director shall be absent from three consecutive regular meetings of the Board without reasonable cause; and

WHY THIS CHANGE

Paragraph (c) was changed to "exercise for the Association all powers, duties, and authority vested in the Association that are necessary and proper for the governance and operation of the Association." This is from State of Texas Property Code Section 204.010. The words "without reasonable cause" were added to paragraph (d) by our attorney, so that an ordinarily diligent Director experiencing an extraordinary hardship that prevents participation does not automatically forfeit the office.

ARTICLE VII, SECTION 1(E)

Employing a Manager or Management Company

3 **NEW — CREATED BY THESE BY-LAWS** *This is genuinely new. It does not exist today, and these By-Laws create it.*

1974 — CURRENT BY-LAWS

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

2026 — PROPOSED

Section 1. Powers. The Board shall have the power to:

- employ a manager, an independent contractor, or such other entities and/or employees as they deem necessary to prescribe and perform their duties. The Board shall not, however, enter into a contract with a management company that has been established to provide management or administrative services on behalf of the Association without the affirmative vote by the Members of at least sixty-seven percent (67%) of the votes entitled to be cast.

WHY THIS CHANGE

A provision was added that the Board of Directors shall not enter into a contract with a management company without the affirmative vote of 67% of the Members. State of Texas Property Code Section 207.001 defines "Management Company" as a person or entity established or contracted to provide management or administrative services on behalf of a property owners' association. Retaining a management company is among the largest recurring commitments an association can make and changes how homeowners deal with their HOA day to day, so the decision is reserved to the membership. Ordinary vendors are not affected.

ARTICLE VII, SECTION 2(A)

Reporting to the Membership

5 **HOUSEKEEPING — OBSOLETE LANGUAGE** *Outdated or unnecessary wording cleaned up. No practical change for homeowners.*

1974 — CURRENT BY-LAWS

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

2026 — PROPOSED

Section 2. Duties. It shall be the duty of the Board to:

- keep a complete record of all of its acts and corporate affairs and to present a statement thereof to Members at the annual meeting and at any regular or special meeting when such statement is requested by the Members;

WHY THIS CHANGE

The requirement that the Board present a statement of its acts to members at the annual meeting "or when requested in writing by one-fourth of the Class A members who are entitled to vote" was changed to require that it be presented at the annual meeting and at any regular or special meeting when requested by Members. Requiring a written petition from one-fourth of the membership set a barrier few homeowners could clear, and the class reference is obsolete.

ARTICLE VII, SECTION 2(C) AND (D)

Setting the Annual Assessment

2 **ALREADY IN THE DECLARATIONS**

This protection already exists in the Declarations or Articles of Incorporation, which control over the By-Laws. The By-Laws do not change it.

1974 — CURRENT BY-LAWS

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the owner personally obligated to pay the same, if in the judgement of the Association it is necessary.

2026 — PROPOSED

Section 2. Duties. It shall be the duty of the Board to:

- fix the amount of the annual assessment against each Lot not to exceed the maximum increase allowed by the Declarations above the assessment for the previous year without the affirmative vote of Members of at least sixty-seven percent (67%) of the votes entitled to be cast;
- at least thirty (30) days in advance of each annual assessment period, send written notice of each assessment to every Member that is subject to assessment;

WHY THIS CHANGE

The limit on how much an annual assessment may increase is set by the Declarations, and under Article XIII the Declarations control over these By-Laws. For Memorial Parkway that limit is three percent. The duty to foreclose a lien against any property for which assessments are not paid within 30 days was deleted; that subject is addressed in Article X. The thirty-day advance written notice of each assessment is retained.

ARTICLE VII, SECTION 2(E)

Alternative Payment Schedules

1 **ALREADY REQUIRED BY TEXAS LAW**

Texas law already requires this and already governs today. These By-Laws are being brought into line with it. This is NOT a new right.

1974 — CURRENT BY-LAWS

[No equivalent provision. The 1974 By-Laws offered no alternative to payment in full, and directed the Board to foreclose the lien against any property for which assessments were not paid within thirty (30) days after the due date.]

2026 — PROPOSED

Section 2. Duties. It shall be the duty of the Board to:

- adopt reasonable guidelines to establish an alternative payment schedule by which a Member may make partial payments to the Association for delinquent regular or special assessments or any other amount owed without accruing additional monetary penalties;

WHY THIS CHANGE

A provision was added to adopt reasonable guidelines to establish an alternative payment schedule. This is from State of Texas Property Code Section 209.0062. A homeowner who falls behind is entitled to a structured way to catch up through partial payments without additional monetary penalties accruing while doing so.

ARTICLE VIII, SECTIONS 1 AND 2

Officers and Their Election

3 **NEW — CREATED BY THESE BY-LAWS** *This is genuinely new. It does not exist today, and these By-Laws create it.*

1974 — CURRENT BY-LAWS

Section 1. Enumeration of Offices. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer, and such other officers as the Board, from time to time, by resolution create.

Section 2. Election of Officers. The election of officers shall take place 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 shall sooner resign, 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 who shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

2026 — PROPOSED

Section 1. Enumeration of Offices. The officers of the Association shall be the President, Vice President, Secretary, and Treasurer. All officers must also be current members of the Board. The Board may also appoint such other officers as it deems appropriate.

Section 2. Election and Term of Office. The officers of the Association shall be elected solely by the Board at the first regular meeting following the annual meeting of the Members and shall hold office for one year.

WHY THIS CHANGE

The provision that only the President and Vice President must be members of the Board was changed to require that all officers be members of the Board. Under the 1974 By-Laws the Secretary and the Treasurer — the officers who keep the records and handle the money — did not have to be elected by anyone. Sections 1 and 4 were combined into Section 1 and Sections 2 and 3 were combined into Section 2. It was added that officers shall be elected from within the Board, and "unless he shall sooner resign, be removed, or otherwise be disqualified to serve" was deleted since it is addressed in Section 3.

ARTICLE VIII, SECTION 3

Removal and Resignation of Officers

5 **HOUSEKEEPING — OBSOLETE LANGUAGE** *Outdated or unnecessary wording cleaned up. No practical change for homeowners.*

1974 — CURRENT BY-LAWS

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 effect on the date of receipt 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.

2026 — PROPOSED

Section 3. Removal and Resignation. Any officer may be removed from office by a majority vote of the Board when in its judgment the best interests of the Association will be served by the removal. Any officer may resign his or her office at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt 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.

WHY THIS CHANGE

It was added that removal of an officer requires a majority vote of the Board, and that removal occur "when in its judgment the best interests of the Association will be served by the removal." Notice of resignation was changed from "the Board, the President or the Secretary" to "the Board," so that notice cannot be given to a single officer and later disputed.

ARTICLE VIII, SECTION 4

Vacancies

3 **NEW — CREATED BY THESE BY-LAWS** *This is genuinely new. It does not exist today, and these By-Laws create it.*

1974 — CURRENT BY-LAWS

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.

2026 — PROPOSED

Section 4. Vacancies. The Board may only appoint Directors to fill vacancies caused by removal, resignation, death, or disability of a Director and only for the remainder of the Director's term. The appointment of a Director to fill the vacancy shall be by the affirmative vote of a majority of the remaining Directors.

WHY THIS CHANGE

"May be filled by appointment by the Board" was changed to "The Board may only appoint Directors to fill vacancies caused by removal, resignation, death, or disability of a Director and only for the remainder of the Director's term." This is from the Board of Director Terms of Office Election and Nominating Procedures dated (revised) December 2011. The requirement that the appointment be by the affirmative vote of a majority of the remaining Directors is from Texas Business Organizations Code Section 22.212. The word "only" does the work: an appointed Director cannot accumulate a full term without facing the membership.

ARTICLE VIII, SECTION 5

Multiple Offices

33

1 **ALREADY REQUIRED BY TEXAS LAW**

Texas law already requires this and already governs today. These By-Laws are being brought into line with it. This is NOT a new right.

1974 — CURRENT BY-LAWS

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 of any of the other offices, except in the case of Special Offices created pursuant to Section 4 of this Article.

2026 — PROPOSED

Section 5. Multiple Offices. Two or more offices may be held by the same person except the offices of President and Secretary in accordance with State law.

WHY THIS CHANGE

Clarified that the President and Secretary may not be held by the same person. This is from Texas Business Organizations Code Section 22.231(a). The Secretary attests to what the President signs, and one person cannot meaningfully do both.

2 **ALREADY IN THE DECLARATIONS**

This protection already exists in the Declarations or Articles of Incorporation, which control over the By-Laws. The By-Laws do not change it.

1974 — CURRENT BY-LAWS

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes.

2026 — PROPOSED

The Association, acting through the Board, shall appoint an Architectural Control Committee consisting of three (3) Members. As provided in the Declarations, the Architectural Control Committee shall review proposed alterations and modifications in order to maintain conformity and harmony of external design with existing structures in the subdivision. The Board may also appoint any other committees it deems appropriate for carrying out its purposes.

WHY THIS CHANGE

"The Association shall appoint" was changed to "The Association, acting through the Board of Directors, shall appoint." It was added that the Architectural Control Committee shall consist of three Members, and the duties of the Architectural Control Committee were added; this is from Article V of the Declarations. The requirement to appoint a Nominating Committee was deleted since it is already addressed in Article V. The Committee's authority comes from the Declarations, not from these By-Laws.

ARTICLE X

Remedies for Non-Payment of Assessment

35

5 **HOUSEKEEPING — OBSOLETE LANGUAGE** *Outdated or unnecessary wording cleaned up. No practical change for homeowners.*

1974 — CURRENT BY-LAWS

As more fully provided in the Declarations, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 10 percent (10%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his lot.

2026 — PROPOSED

As more fully provided in the Declarations, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the Lots against which the assessment is made. Any assessments which are not paid when due shall be delinquent and the Association may bring an action at law or in equity against the Member when in the judgment of the Association it is necessary to recover such delinquent sums.

WHY THIS CHANGE

This Article was changed from Article XI to Article X since there is no Article X in the current By-Laws. The specifics were deleted and replaced with "the Association may bring an action at law against the Owner when in the judgment of the Association it is necessary." State of Texas Property Code Section 209.0094 sets out the requirements for filing a lien, and the MPCA procedures are already detailed in Billing, Payment Plan, and Collection Procedures dated 6/29/2022. Fixing an interest rate in the By-Laws risks conflicting with both.

1 **ALREADY REQUIRED BY TEXAS LAW**

Texas law already requires this and already governs today. These By-Laws are being brought into line with it. This is NOT a new right.

1974 — CURRENT BY-LAWS

[No equivalent provision. The 1974 By-Laws gave members no stated right to inspect the books and records of the Association, set no time within which the Association had to respond to a request, and established no retention schedule.]

2026 — PROPOSED

Section 1. Access to Records. The books and records of the Association shall be open to and reasonably available for inspection by any Member. A request must be made in writing and must identify the records being requested. Unless required by a court order, the Association is not required to release or allow inspection of any books or records that (i) identify the dedicatory instrument violation history of an individual Member, (ii) a Member's personal financial information, including records of payment or nonpayment of amounts due the Association, (iii) a Member's contact information, other than the Member's address, (iv) information related to an employee of the Association, including personnel files, (v) litigation files or correspondence with attorneys, or (vi) information where disclosure would violate a constitutional or statutory provision or unreasonably disrupt the operations of the Association.

WHY THIS CHANGE

A provision was added to allow Member access to Association books and records. This is from State of Texas Property Code Sections 207.006 and 209.005, and the MPCA procedures are already detailed in the Records Production, Copying and Retention Policy dated December 2011. The listed exceptions protect the privacy of individual homeowners — including yours.

ARTICLE XI

Association Records — copies, retention and online information

1 **ALREADY REQUIRED BY TEXAS LAW**

Texas law already requires this and already governs today. These By-Laws are being brought into line with it. This is NOT a new right.

1974 — CURRENT BY-LAWS

[No equivalent provision. The 1974 By-Laws gave members no stated right to inspect the books and records of the Association, set no time within which the Association had to respond to a request, and established no retention schedule.]

2026 — PROPOSED

Section 2. Copies. If a request for copies is made, the Association shall respond in writing within ten (10) business days advising when the requested copies will be available and the cost, which shall comply with the schedule of costs set forth under Title 1, Section 70.3 of the Texas Administrative Code. Upon receipt of payment, the requested records will be provided in hard copy, electronic format, or other format reasonably available to and as determined by the Association.

Section 3. Document Retention. The Association shall maintain its records as required by the State of Texas Property Code Section 209.005 and all prevailing document retention policies.

Section 4. Online Subdivision Information. The Association shall make the current version of its Dedicatory Instruments filed in the Harris County Deed Records available on a website maintained by the Association and available to Members.

WHY THIS CHANGE

Provisions were added to provide copies of records, to require that the Association maintain its records according to a schedule, and to require that the Association make its dedicatory instruments available on its website. Copy charges are capped by Title 1, Section 70.3 of the Texas Administrative Code.

ARTICLE XII

Corporate Seal

5 **HOUSEKEEPING — OBSOLETE LANGUAGE** *Outdated or unnecessary wording cleaned up. No practical change for homeowners.*

1974 — CURRENT BY-LAWS

The Association shall have a seal in circular form having within its circumference the words: MEMORIAL PARKWAY COMMUNITY ASSOCIATION.

2026 — PROPOSED

The Association shall have a corporate seal to be affixed upon all documents requiring said seal.

WHY THIS CHANGE

Simplified to "The Association shall have a corporate seal," and "to be affixed to all documents requiring said seal" was added. Prescribing the physical shape and wording of a seal in the By-Laws would require a By-Law amendment to change a stamp.

5 **HOUSEKEEPING — OBSOLETE LANGUAGE** *Outdated or unnecessary wording cleaned up. No practical change for homeowners.*

1974 — CURRENT BY-LAWS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy; except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership.

Section 2. While there is Class B membership, any effort by the Board of Directors to mortgage the Common Area or dedicate the Common Area to any public authority must be submitted to the Federal Housing Administration for approval prior to the act.

Section 3. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declarations shall control.

2026 — PROPOSED

Section 1. Amendment. These By-Laws supersede and replace that certain By-Laws of Memorial Parkway Community Association dated November 4, 1974 and recorded as a dedicatory instrument attached to that certain Instrument to Record Dedicatory Instruments dated December 16, 1999, recorded under File No. U136948, Film Code 529-74-0872 of the Real Property Records of Harris County, Texas. These By-Laws may be further amended at any time at a meeting called for such purpose by a vote of a majority of a quorum of Members present in person, by proxy, or in any other manner as allowed by the Board and as set forth in these By-Laws.

Section 2. Conflict with the Governing Documents. In the case of a conflict between these By-Laws and the Articles of Incorporation or the Declarations, the Articles of Incorporation and the Declarations shall control.

Section 3. Conflict with State Law. The terms of these By-Laws are intended to conform to the applicable provisions of the Texas Property Code and the Texas Business Organizations Code regarding Non-Profit Organizations, as they may be amended from time to time. In the event of a conflict, the Texas Property Code and the Texas Business Organizations Code shall control.

WHY THIS CHANGE

It was added that these By-Laws supersede and replace the existing By-Laws, and the references to FHA, VA, and Class B membership were deleted. Class B membership ended when the developer sold the last lot, which also ended those veto and approval rights. It was added that the Amended and Restated By-Laws are intended to conform to the applicable provisions of the State of Texas Property Code and the Texas Business Organizations Code, as they may be amended from time to time, and that in the event of a conflict those codes shall control. Section 2 is important context for this entire document: where the Articles of Incorporation or the Declarations say something different, those documents control.

ARTICLE XIV

Fiscal Year

40

5 **HOUSEKEEPING — OBSOLETE LANGUAGE** *Outdated or unnecessary wording cleaned up. No practical change for homeowners.*

1974 — CURRENT BY-LAWS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

2026 — PROPOSED

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December.

WHY THIS CHANGE

No change in substance. The reference to the first fiscal year beginning on the date of incorporation in 1974 is spent and has been removed.

APPENDIX

Amended and Restated By-Laws

Memorial Parkway Community Association

Complete text of the proposed By-Laws, as submitted to the membership

The pages that follow reproduce the proposed Amended and Restated By-Laws in full and in order, exactly as drafted. The side-by-side pages earlier in this document explain what changed and why; this Appendix is the document itself. If anything in the comparison pages differs from the text here, the text here governs.

ARTICLE I

NAME AND LOCATION

The name of the corporation is Memorial Parkway Community Association, a Texas Non-Profit Corporation, hereinafter referred to as the "Association". The office of the Association is located at 21600 Cimarron Parkway, Katy, Texas 77450.

ARTICLE II

DEFINITIONS

"Articles of Incorporation" means the Articles of Incorporation of Memorial Parkway Community Association dated October 4, 1974.

"Board of Directors" or "Board" means the Association's Board of Directors.

"By-Laws" means the Amended and Restated By-Laws of Memorial Parkway Community Association. These By-Laws are applicable to all Properties.

"Dedicatory Instruments" means the governing documents covering the establishment, maintenance, and operation of the subdivision.

"Director" means a member of the Association's Board of Directors.

"Properties" means the real property depicted on the following subdivision plats:

Memorial Parkway Sections 1 and 2

Plat recorded in Volume 212, Page 102; Corrected Plat recorded in Volume 218, Page 132; and Partial Replat recorded in Volume 223, Page 117 of the Deed Records of Harris County, Texas.

Memorial Parkway Section 3

Plat recorded in Volume 238, Page 102 of the Deed Records of Harris County, Texas.

Memorial Parkway Section 4

Plat recorded in Volume 241, Page 27 of the Deed Records of Harris County, Texas.

Memorial Parkway Section 5

Plat recorded in Volume 242, Page 34 of the Deed Records of Harris County, Texas.

Memorial Parkway Section 6

Plat recorded in Volume 259, Page 108 and Corrected Plat recorded in Volume 279, Page 29 of the Deed Records of Harris County, Texas.

Memorial Parkway Section 7

Plat recorded in Volume 259, Page 115 of the Deed Records of Harris County, Texas.

Memorial Parkway Section 8

Plat recorded in Volume 273, Page 45 and Replat recorded in Volume 286, Page 102 of the Deed Records of Harris County, Texas.

Memorial Parkway Section 9

Plat recorded in Volume 274, Page 120 of the Deed Records of Harris County, Texas.

Memorial Parkway Section 10

Plat recorded in Volume 294, Page 142; Replat recorded in Volume 309, Page 27; Replat recorded in Volume 316, Page 120; and Partial Replat recorded in Volume 343, Page 123 of the Deed Records of Harris County, Texas.

Memorial Parkway Section 11

Plat recorded in Volume 288, Page 18 of the Deed Records of Harris County, Texas.

Memorial Parkway Section 13

Plat recorded in Volume 323, Page 106 of the Deed Records of Harris County, Texas.

Memorial Parkway Section 14

Plat recorded in Volume 324, Page 84 of the Deed Records of Harris County, Texas.

"Common Areas" means the following described real property and improvements thereon owned by the Association for the common use and enjoyment of the Members:

3.62 acres in the H. & T. B. RR Co Survey A-988 as described in that certain Warranty Deed dated July 21, 1981 between LB Development Properties, Inc., as Grantor and Memorial Parkway Community Association as Grantee, recorded under File No H067925, Film Code 190-96-2001 of the Real Property Records of Harris County, Texas.

Block 36 in Memorial Parkway Section 13 as described in that certain Warranty Deed dated September 19, 1985 between CINCO/MEMORIAL PARKWAY JOINT VENTURE, as Grantor and Memorial Parkway Community Association, as Grantee recorded under File No K621827, Film Code 051-77-0016 of the Real Property Records of Harris County, Texas.

Reserve C in Memorial Parkway Section 17 as described in that certain Warranty Deed dated October 4, 1991 between CINCO/MEMORIAL PARKWAY JOINT VENTURE, as Grantor and Memorial Parkway Community Association, as Grantee recorded under File No N460732, Film Code 010-48-1774 of the Real Property Records of Harris County, Texas.

"Lot" means a plot of land shown on a recorded subdivision plat of the Properties with the exception of the Common Areas and commercial reserves excluded from the scope of the Declarations.

"Owner" means the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation. Each Owner is subject to the terms and conditions of the By-Laws, the Articles of Incorporation, and these Declarations.

"Declarations" means the following described Declarations of Covenants, Conditions and Restrictions along with any and all amendments and corrections thereto:

Memorial Parkway Sections 1 and 2

Declaration of Covenants, Conditions and Restrictions, Memorial Parkway Community Association recorded under File No E280210, Film Code 111-07-2485; Amendment of

Declaration of Covenants, Conditions and Restrictions recorded under File No E443386, Film Code 121-05-1639 of the Real Property Records of Harris County, Texas.

Memorial Parkway Section 3

Declaration of Covenants, Conditions and Restrictions, Memorial Parkway Community Association recorded under File No E848027, Film Code 146-09-0027 of the Real Property Records of Harris County, Texas.

Memorial Parkway Section 4

Declaration of Covenants, Conditions and Restrictions, Memorial Parkway Community Association recorded under File No E975243, Film Code 154-11-1988; Correction to Declaration of Covenants, Conditions and Restrictions, Memorial Parkway Community Association recorded under File No F058185, Film Code 159-18-0126 of the Real Property Records of Harris County, Texas.

Memorial Parkway Section 5

Declaration of Covenants, Conditions and Restrictions, Memorial Parkway Community Association recorded under File No E975244, Film Code 154-11-2009; Correction to Declaration of Covenants, Conditions and Restrictions, Memorial Parkway Community Association recorded under File No F058186, Film Code 159-18-0129 of the Real Property Records of Harris County, Texas.

Memorial Parkway Section 6

Declaration of Covenants, Conditions and Restrictions, Memorial Parkway Community Association recorded under File No F594646, Film Code 194-18-1327 of the Real Property Records of Harris County, Texas.

Memorial Parkway Section 7

Declaration of Covenants, Conditions and Restrictions, Memorial Parkway Community Association recorded under File No F594647, Film Code 194-18-1347 of the Real Property Records of Harris County, Texas.

Memorial Parkway Section 8

Declaration of Covenants, Conditions and Restrictions, Memorial Parkway Community Association recorded under File No F693309, Film Code 101-87-0603; Amendment of Declaration of Covenants, Conditions and Restrictions, Memorial Parkway Community Association recorded under File No G050192, Film Code 125-97-0950 of the Real Property Records of Harris County, Texas.

Memorial Parkway Section 9

Declaration of Covenants, Conditions and Restrictions, Memorial Parkway Community Association recorded under File No F693307, Film Code 101-87-0572 of the Real Property Records of Harris County, Texas.

Memorial Parkway Section 10

Declaration of Covenants, Conditions and Restrictions, Memorial Parkway Community Association recorded under File No G718585, Film Code 169-83-2329; Amendment of Declaration of Covenants, Conditions and Restrictions, Memorial Parkway Community Association recorded under File No H998127, Film Code 049-95-1077 of the Real Property Records of Harris County, Texas.

Memorial Parkway Section 11

Declaration of Covenants, Conditions and Restrictions, Memorial Parkway Community Association recorded under File No G106973, Film Code 129-96-1583 of the Real Property Records of Harris County, Texas.

Memorial Parkway Section 13

Declaration of Covenants, Conditions and Restrictions, Memorial Parkway Community Association recorded under File No J474668, Film Code 080-83-2553 of the Real Property Records of Harris County, Texas.

Memorial Parkway Section 14

Declaration of Covenants, Conditions and Restrictions, Memorial Parkway Community Association recorded under File No J619860, Film Code 089-89-2527 of the Real Property Records of Harris County, Texas.

"Member" means any person or entity who is an Owner in any Lot which is subject to assessment by the Association as provided in the Declarations and Articles of Incorporation.

"Subdivision" means the Memorial Parkway subdivision, and all additions, annexations and/or modifications thereto.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. Annual meetings of the Members shall be held on the first Tuesday of October.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the Board, or upon written request by the Members having at least twenty-five percent (25%) of the votes entitled to be cast, in person or by proxy, at such a meeting.

Section 3. Notice of Meetings. Notice of each meeting of the Members shall be given in writing by the Secretary or person authorized to call the meeting at least ten (10) days but not more than sixty (60) days before such meeting to each Member and shall specify the place, date, time, and purpose of the meeting including any matters to be voted on by the Members. Notice shall also be given in any manner that a Member consents to, in accordance with State law, including by email or other digital transmission. Notice may also be posted in a conspicuous place located on the Association's common property or on the Association's website, and by sending notice by e-mail to each Member who has registered an e-mail address with the Association.

Section 4. Quorum. At any meeting of the Members including a meeting where an election of Directors is to be held, the presence of at least ten percent (10%) of the votes entitled to be cast,

whether in person or by proxy, at such a meeting shall constitute a quorum for any action, except as otherwise provided in these By-Laws.

If the required quorum is not present at any meeting of the Members, including the Annual Meeting or otherwise, then the meeting shall be adjourned and another meeting may be called and held immediately after such adjournment, or at a future date, without notice other than announcement at the meeting, to act on the same matter(s) duly-noticed for the original meeting, and the required quorum at any subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting, except that such reduction in the quorum requirement shall not be applicable if the subsequent meeting is held more than ninety (90) days following the original meeting.

In any case, if a quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote thereof, whether present in person or represented by proxy, shall have the power to adjourn the meeting from time-to-time, without notice other than announcement at the meeting, until a quorum shall be present or represented at any reconvened meeting of the Members. At any reconvened meeting of the Members, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 5. Proxies. At all meetings, 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.

Section 6. Conduct of Meetings. The President shall preside over all meetings of the Association. In the event of his absence, the Vice-President or other designee shall preside. The Secretary, or other person designated by the Board, shall keep the minutes of the meeting and record all resolutions adopted at the meeting. The Board may adopt rules and regulations regarding how meetings of the Members are to be conducted which shall conform to accepted parliamentary procedures.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board consisting of five (5) Directors, all of whom are Members of the Association, with at least four (4) of those Members also being residents of the Subdivision.

Section 2. Term of Office. At each annual meeting, the Members shall elect Directors to succeed those Directors whose terms are expiring. Each Director shall serve for a term of three (3) years and shall not serve more than two (2) consecutive terms. A Director who has served two (2) consecutive terms shall not be eligible for election to the Board again until three (3) years have elapsed since the end of the last term said Director served.

Director terms shall be staggered in a 2-1-2 format so that at each annual meeting of the Members there will be at least one available Director position to be voted on and elected.

Section 3. Removal. Any Director may be removed from the Board with or without cause by the Members having at least a majority of the votes entitled to be cast at any meeting called for such purpose. In the event of death, resignation, or removal of a Director, a successor shall be selected by the remaining Directors and appointed to serve for the remainder of the unexpired term of the vacated position.

Section 4. Compensation. No Director shall receive compensation for any service he or she may render to the Association.

Section 5. Association Contracts with Directors on the Board. The Association may enter into a contract with a company in which a current Director of the Board, or a person related to a current Director of the Board by affinity or consanguinity, has a financial interest in at least fifty-one percent (51%) of the profits, only if (1) the Board receives at least two (2) other bids for the contract from persons not associated with the Director, relative or affected company, if such bids are reasonably obtainable; (2) the Director is not given access to the other bids, does not participate in any Board discussion regarding the contract, and does not vote on the award of the contract; and (3) the material facts regarding the Director's relationship or interest with respect to the proposed contract are disclosed to the Board who, in good faith and with ordinary care, authorize the contract by an affirmative vote of the majority of the Directors who do not have an interest. Any contract approved under this section shall also be memorialized by a written resolution signed by the majority of the Directors not having an interest in the contract.

Section 6. Action Taken Without a Meeting. The Board may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to Members, if each Director is given a reasonable opportunity to express the Director's opinion to all other directors 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 by the vote, and documented in the minutes of the next regular or special board meeting. The Board may not, unless done in an open meeting for which prior notice was given 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;

(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 or amendment of a dedicatory instrument;

(11) the approval of an annual budget or the approval of an amendment of an annual budget;

(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.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Solicitation of Candidates for Election to the Board of Directors. Not later than the 10th day before the date the Board disseminates absentee ballots or other ballots to the Members for purposes of voting in a board member election, the Board 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 must be provided by mail to each Member; or by:

(i) posting the notice in a conspicuous manner reasonably designed to provide notice to the Members:

(a) in a place located on the Association's common property or, with the affected Member's consent, on other conspicuously located privately owned property within the Subdivision; or

(b) on any Internet website maintained by the Association or other Internet media; and

(ii) sending the notice by e-mail to each Member who has registered an e-mail address with the Association.

The Board shall include on each absentee ballot or other ballot for a board member election the name of each eligible candidate from whom the Association received a request to be placed on the ballot in accordance with this section. Nothing in this section shall be construed to restrict nominations of candidates from the floor of any meeting for the purpose of conducting a board member election.

Section 2. Notice of Election. Written notice of each election of the Association shall be delivered to all Members at least ten (10) but no more than sixty (60) days prior to the date fixed for any such election. Any notice of an election shall specify the date, time and place of the election and any other matters to be considered and/or voted on. All notices of elections shall be addressed to each Member at their address as it appears on the books and records of the Association, and the Member is responsible for advising the Association of any change to their preferred address for receiving such notices. The President of the Association, or in their absence, the Vice President of the Association, shall call meetings of the Association to order and act as chairman of such meetings. In the absence of both officers, any officer in attendance shall call the meeting to order and preside over same.

Section 3. Voting. Election to the Board shall be by secret ballot which must be signed by the Member. Members are entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, the vote for each Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot. If a Member has contracted to sell their home, the Member maintains the right to vote until the date of title conveyance to any other person or legal entity. Any Member may cast their vote by proxy in a form approved and distributed by the Board. No candidate or person related to a candidate shall be given access to the ballots. A person who tabulates votes may not disclose how any Member voted.

Section 4. Election. The candidates receiving the largest number of votes shall be seated as elected members of the Board and shall immediately begin serving their terms.

Section 5. Recount. Any Member may request a recount of votes within fifteen (15) days after the date of the election in accordance with Texas Property Code Section 209.0057. The request must be submitted in writing by any method for which evidence of mailing is provided by the United States Postal Service or a common carrier. The Association shall estimate the cost of a recount by a person qualified to tabulate votes under Texas Property Code Section 209.0057(c) and provide an invoice to the requesting Member within twenty days after receipt of the request. The invoice must be paid within thirty (30) days following the date the invoice is sent or the request will be considered withdrawn. Any deviation in actual costs of the recount from the estimated amount paid by the Member will be reconciled and either invoiced or refunded to the Member as applicable. If the recount changes the results of the election, the Association shall reimburse the requesting Member for the cost of the recount.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Meetings. Regular meetings of the Board shall be held monthly at a time fixed by the Board.

Section 2. Special Meeting. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Open Meetings and Executive Session. Regular and special meetings of the Board shall be open to Members subject to the right of the Board to adjourn a meeting and reconvene in a closed executive session to consider matters 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.

Section 4. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision made by a majority of a quorum of Directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the entire Board.

Section 5. Notice of Meetings. Regular and special meetings of the Board may be held at such time and place as shall be determined from time-to-time by the President, Vice-President (in President's absence), or upon a majority of the members of the Board. 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:

(1) mailed to each Member not later than the 10th day or earlier than the 60th day before the date of the meeting; or

(2) provided at least 144 hours before the start of a regular board meeting and at least 72 hours before the start of a special board meeting by:

(A) posting the notice in a conspicuous manner reasonably designed to provide notice to the Members:

(i) in a place located on the Association's common property or, with the affected Member's consent, on other conspicuously-located privately-owned property within the Subdivision; or

(ii) on any Internet website available to the Members that is maintained by the Association or by a management company on behalf of the Association; and

(B) sending the notice by e-mail to each Member who has registered an e-mail address with the Association. It is a Member's sole duty to keep an updated e-mail address registered with the Association.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board shall have the power to:

– adopt and publish rules and regulations governing use of the Common Areas and facilities, the personal conduct of the Members and their guests thereon, and to establish penalties for infractions thereof;

– suspend the right of a Member to use the Common Areas after giving written notice by certified mail describing the violation that is the basis for the suspension and allowing the Member a reasonable period to cure the violation or request a hearing within thirty (30) days from the date of notice;

– exercise for the Association all powers, duties, and authority vested in the Association by law and through contract that are necessary and proper for the governance and operation of the Association;

– declare the office of a Director to be vacant in the event such Director shall be absent from three consecutive regular meetings of the Board without reasonable cause; and

– employ a manager, an independent contractor, or such other entities and/or employees as they deem necessary to prescribe and perform their duties. The Board shall not, however, enter into a contract with a management company that has been established to provide management or administrative services on behalf of the Association without the affirmative vote by the Members of at least sixty-seven percent (67%) of the votes entitled to be cast.

Section 2. Duties. It shall be the duty of the Board to:

– keep a complete record of all of its acts and corporate affairs and to present a statement thereof to Members at the annual meeting and at any regular or special meeting when such statement is requested by the Members;

– supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;

– fix the amount of the annual assessment against each Lot not to exceed the maximum increase allowed by the Declarations above the assessment for the previous year without the affirmative vote of Members of at least sixty-seven percent (67%) of the votes entitled to be cast;

– at least thirty (30) days in advance of each annual assessment period, send written notice of each assessment to every Member that is subject to assessment;

– adopt reasonable guidelines to establish an alternative payment schedule by which a Member may make partial payments to the Association for delinquent regular or special assessments or any other amount owed without accruing additional monetary penalties;

– issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board before the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

– procure and maintain adequate liability and hazard insurance on the property owned by the Association;

– cause all officers or employees having fiscal responsibilities to be bonded, as the Board may deem appropriate;

– cause the Common Areas to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of the Association shall be the President, Vice President, Secretary, and Treasurer. All officers must also be current members of the Board. The Board may also appoint such other officers as it deems appropriate.

Section 2. Election and Term of Office. The officers of the Association shall be elected solely by the Board at the first regular meeting following the annual meeting of the Members and shall hold office for one year.

Section 3. Removal and Resignation. Any officer may be removed from office by a majority vote of the Board when in its judgment the best interests of the Association will be served by the removal. Any officer may resign his or her office at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt 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 4. Vacancies. The Board may only appoint Directors to fill vacancies caused by removal, resignation, death, or disability of a Director and only for the remainder of the Director's term. The appointment of a Director to fill the vacancy shall be by the affirmative vote of a majority of the remaining Directors.

Section 5. Multiple Offices. Two or more offices may be held by the same person except the offices of President and Secretary in accordance with State law.

Section 6. Duties. The President shall preside at all meetings of the Board, see that orders and resolutions of the Board are carried out, sign all leases, mortgages, deeds and other written instruments, and co-sign all checks and promissory notes. The Vice President shall act in the place and stead of the President in the event of the President's absence, inability, or refusal to act and shall exercise and discharge such other duties as may be required by the Board. 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 upon the minutes of the meetings and all other papers requiring said seal, serve notice of meetings of the Board and of the Members, keep appropriate records of the Members of the Association, and perform such other duties as may be required by the Board. 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, sign all checks and promissory notes of the Association, keep proper books of account, cause a report of the Association's books to be made by a public accountant at the completion of each fiscal year, and prepare an annual budget and a statement of income and expenditures to be represented to the Members at the Association's annual meeting.

ARTICLE IX

COMMITTEES

The Association, acting through the Board, shall appoint an Architectural Control Committee consisting of three (3) Members. As provided in the Declarations, the Architectural Control Committee shall review proposed alterations and modifications in order to maintain conformity and harmony of external design with existing structures in the subdivision. The Board may also appoint any other committees it deems appropriate for carrying out its purposes.

ARTICLE X

REMEDIES FOR NON-PAYMENT OF ASSESSMENT

As more fully provided in the Declarations, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the Lots against which the assessment is made. Any assessments which are not paid when due shall be delinquent and the Association may bring an action at law or in equity against the Member when in the judgment of the Association it is necessary to recover such delinquent sums.

ARTICLE XI

ASSOCIATION RECORDS

Section 1. Access to Records. The books and records of the Association shall be open to and reasonably available for inspection by any Member. A request must be made in writing and must identify the records being requested. Unless required by a court order, the Association is not required to release or allow inspection of any books or records that (i) identify the dedicatory instrument violation history of an individual Member, (ii) a Member's personal financial information, including records of payment or nonpayment of amounts due the Association, (iii) a Member's contact information, other than the Member's address, (iv) information related to an employee of the Association, including personnel files, (v) litigation files or correspondence with attorneys, or (vi) information where disclosure would violate a constitutional or statutory provision or unreasonably disrupt the operations of the Association.

Section 2. Copies. If a request for copies is made, the Association shall respond in writing within ten (10) business days advising when the requested copies will be available and the cost, which shall comply with the schedule of costs set forth under Title 1, Section 70.3 of the Texas Administrative Code. Upon receipt of payment, the requested records will be provided in hard copy, electronic format, or other format reasonably available to and as determined by the Association.

Section 3. Document Retention. The Association shall maintain its records as required by the State of Texas Property Code Section 209.005 and all prevailing document retention policies.

Section 4. Online Subdivision Information. The Association shall make the current version of its Dedicatory Instruments filed in the Harris County Deed Records available on a website maintained by the Association and available to Members.

ARTICLE XII
CORPORATE SEAL

The Association shall have a corporate seal to be affixed upon all documents requiring said seal.

ARTICLE XIII
AMENDMENTS

Section 1. Amendment. These By-Laws supersede and replace that certain By-Laws of Memorial Parkway Community Association dated November 4, 1974 and recorded as a dedicatory instrument attached to that certain Instrument to Record Dedicatory Instruments dated December 16, 1999, recorded under File No. U136948, Film Code 529-74-0872 of the Real Property Records of Harris County, Texas. These By-Laws may be further amended at any time at a meeting called for such purpose by a vote of a majority of a quorum of Members present in person, by proxy, or in any other manner as allowed by the Board and as set forth in these By-Laws.

Section 2. Conflict with the Governing Documents. In the case of a conflict between these By-Laws and the Articles of Incorporation or the Declarations, the Articles of Incorporation and the Declarations shall control.

Section 3. Conflict with State Law. The terms of these By-Laws are intended to conform to the applicable provisions of the Texas Property Code and the Texas Business Organizations Code regarding Non-Profit Organizations, as they may be amended from time to time. In the event of a conflict, the Texas Property Code and the Texas Business Organizations Code shall control.

ARTICLE XIV
FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December.