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**WESTMONT MAINTENANCE ASSOCIATION, INC.**

**BYLAWS**

Amended and Restated Effective as of January 9, 2012

FILED  
TARRANT COUNTY TEXAS

2012 FEB -7 AM 10:46

**ARTICLE I  
DEFINITIONS**

BY DBW

In these Bylaws:

"Common Areas" Common Areas refer to that land and facilities in any one of the following categories:

- (1) Any land and/or facilities within easements benefitting the Corporation and any other land or facilities within the Addition owned by the Corporation or labeled on the Final Plat as Private Open Space or P.O.S.;
- (2) Any land and/or facilities within the areas on the Final Plat marked as Trail Right of Way (or Trail ROW) and/or Unpaved Right of Way Dedication (or ROW Dedication), or the unpaved rights-of-way of Westmont Drive, Reverchon Court, Fremont Court, Quillin Court, Compton Court, Colden Court, Muir Lane, Weller Lane, Bartram Lane, Leopold Lane, Hillier Court, and Vines Court (the "Westmont ROW Maintenance Areas").

"Corporation" means the Westmont Maintenance Association, Inc., a nonprofit corporation organized and existing under the laws of the State of Texas.

"Declarant" means the Declarant under the terms of the Declaration.

"Declaration" means the Declaration of Covenants, Conditions and Restrictions for Westmont, recorded August 18, 2000, in Volume 14481, Page 0249.001 of the Deed Records of Tarrant County, Texas, as amended.

"Lot" shall mean and refer to any platted lot on the plat (the "Plat") recorded in Cabinet A, Slidell 6060/6061 of the Plat Records of Tarrant County, Texas, with the exception of Common Areas and Lot 1, Block 1.

"Member" means every person or entity that holds membership in the Corporation.

**ARTICLE II  
OFFICE AND REGISTERED AGENT**

The registered office and registered agent of the Corporation shall be designated from time to time by the appropriate filing by the Corporation with the Office of the Secretary of State of the State of Texas.

ARTICLE III  
MEMBERSHIP, VOTING RIGHTS AND OTHER RIGHTS

Section 3.1 Eligibility. The owner of each Lot shall be a Member. The rights of Members are subject to (a) the payment of the assessments imposed by the Declaration, and (b) compliance with the covenants of the Declaration and the rules and regulations of the Board of Directors regarding the use of Common Areas and the conduct of Members, their families, their tenants, and the guests of any of them.

Section 3.2 Methods of Voting. At the meeting of the Members, Members eligible to vote shall be entitled to vote in person, or by a proxy appointed in writing, or by a duly authorized attorney-in-fact dated not more than two (2) months prior to said meeting. Any proxy shall be filed with the Secretary of the Corporation prior to or at the time of the meeting. In the absence of any action by the Board of Directors, the date upon which the Notice of the Meeting is provided shall be the record date. No cumulative voting shall be permitted.

Section 3.3 Suspension of Membership Rights. The membership rights of any Member (other than voting rights) may be suspended by action of the Directors during any period when the Member has failed to pay any assessments within fifteen (15) days after they become due and payable. The membership rights shall be restored immediately upon payment of all past due assessments including penalties. If the Directors have adopted and published the rules and regulations governing the use of Common Areas or the personal conduct of any person thereon, then the membership rights of any Member (other than voting rights) may be suspended by action of the Board of Directors after a hearing if the Member, any member of the Member's family, the Member's tenants, or the guests of any of them shall have violated such rules and regulations as determined by the Board. Such hearing shall be before the Board, and the Member or any other interested person may be represented by an attorney. Such suspension, if imposed, may be for a period not to exceed 30 days for the first violation, 60 days for the second violation, or a longer time as determined by the Board of Directors for a third or subsequent violation.

Section 3.4 Rights of Membership. Each Member is entitled to the use and enjoyment of the Common Areas in accordance with the Declaration. Membership rights may be delegated to and exercised by all members of a Member's family who reside upon a Lot, any of the Member's tenants who reside upon a Lot under a written lease for a term of one year or more, and their guests, but only if such guest is accompanied by a Member or a family member of a Member. Upon request by the Directors or by an officer of the Corporation, each Member shall notify the Secretary of the Corporation in writing of the name and relationship to the Member of any person who is entitled to exercise membership rights under this Section. The rights and privileges of such person are subject to suspension by the Board in the same manner and for the same reasons as those of any Member under the preceding Section.

ARTICLE IV  
MEETINGS OF MEMBERS

Section 4.1 Annual Meetings. Annual Meetings shall be held during the month of February of each year, at a time and place to be set by the Directors. At such meeting, new Directors shall be elected, reports of the affairs of the Corporation shall be considered, and any other business may be transacted which is within the powers of the Members. If the Board fails to call or hold an Annual Meeting, a Member may demand an election meeting. If the Board again fails to call the meeting, three or more Members may form an election committee and cause an election meeting to be held, following the notice requirements set out in the Bylaws.

Section 4.2 Special Meetings. Special meetings of the Members for any purpose may be called at any time by the President, or a majority of the Directors, or the Secretary shall call a special meeting upon written request of the Members who are eligible to vote one-third of all of the votes of the entire Membership.

Section 4.3 Notices. Members shall be given notice of the date, hour, place and general subject of a regular or special meeting, including a general description of any matter to be brought up for deliberation in executive session. Notice of the member meetings will be communicated in writing to the members no later than the 10<sup>th</sup> day or earlier than the 60<sup>th</sup> day before the date of the meeting by posting the notice on the Corporation' website and sending the notice by e-mail to each member who has registered an e-mail address with the Association. Each Member may register an e-mail address with the Secretary, and by so doing, such Member shall consent to receive all notices from the Corporation by way of e-mail.

Section 4.4 Quorum; Adjournments. Except as otherwise provided by statute, Members holding one-fourth (1/4) of the votes issued and outstanding and eligible and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the Members for the transaction of business. If, however, a quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote thereat, present in person or represented by proxy, shall have 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 which time any business may be transacted which might have been transacted at the meeting as originally notified.

Section 4.5 Transaction of Business. When a quorum is present at any meeting, the vote of the Members, present in person or represented by proxy, holding a majority of the votes having voting power shall decide any question presented at such meeting, unless the question is one in which express provisions of the statutes, the Articles of Incorporation, or these Bylaws require a different vote, in which case such express provision shall govern. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of any Members to less than a quorum.

ARTICLE V  
BOARD OF DIRECTORS

Section 5.1 Membership and Powers. The Corporation shall be governed by a Board of Directors. Only Members of the Corporation are eligible to serve as Directors. The Board shall have all powers necessary to administer the Association's affairs.

Section 5.2 Number and Election of Directors. The Board of Directors shall consist of three (3) directors, who shall be elected in accordance with Article VII of these Bylaws.

Section 5.3 Compensation. Directors shall serve without compensation. However, expenses may be reimbursed for activities carried out on behalf of the Corporation. Any Director may receive compensation for services rendered to the Corporation in other than this official capacity.

Section 5.4 Term. The terms Directors shall be staggered so that the entire Board is never up for election at the same time. At any given Annual Meeting, no more than two Director positions may be up for election at one time. After the initial appointment of Directors, Directors shall be elected for a term of two years. Any Board member whose term has expired must be elected by the Members.

Section 5.5 Vacancies. Vacancies in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. Any such appointed Director shall hold office for the unexpired term of the Director's predecessor in office.

ARTICLE VI  
DIRECTORS' MEETINGS

Section 6.1 Annual Meetings. The annual meeting of the Board of Directors shall be held immediately following adjournment of the Annual Meeting of the Members in each year. Meetings of the Board of Directors shall be held not less frequently than annually.

Section 6.2 Notices; Waiver. No notice need be given for the annual meeting of the Board. Notice of any special meeting shall be sufficient if mailed to each Director, postage prepaid, at the Director's address as it appears on the records of the Corporation, at least five days before the meeting or given personally or by telephone not later than three days before the meeting. No notice need be given to any Director who attends the meeting, or to any Director who in writing (before or after the meeting) waives such notice.

Section 6.3 Special Meetings. Special meetings of the Board of Directors shall be called by the Secretary upon request by any officer of the Corporation or by any two Directors. The action of a majority of the Board, although not a regularly called meeting, shall be valid and effective in all respects if the record of the meeting shall be consented to in writing by all members of the Board.

Section 6.4 Quorum. At all meetings of the Board a majority of the Board of Directors shall constitute a quorum, and, except as otherwise provided by law or by the Bylaws, the act of a majority of the Directors present shall be the act of the Board.

Section 6.5 Location. The Directors of the Corporation may hold their meetings, both annual and special, either within or without the State of Texas.

Section 6.6 Action by Consent of Directors Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and shall have the same force and effect as a unanimous vote of Directors, if all members of the Board consent in writing to the action. Such consent may be given individually or collectively.

Section 6.7 Telephone Meetings. Subject to the notice provisions required by these Bylaws, Directors may participate in and hold a meeting by means of conference call or similar communication by which all persons participating can hear each other. Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 6.8 Open Meetings.

- a. Board meetings are open to the Members.
- b. 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.
- c. Notice of Board meetings shall be provided at least 72 hours before the start of the meeting by posting the notice on the Corporation's website and sending the notice by e-mail to each Member who has registered an e-mail address with the Corporation.
- d. Decisions made in Board meetings shall be summarized orally in general terms, including any expenditures approved and recorded in the minutes.
- e. The Board will keep written minutes as a record of each regular and special meeting. The Board will give the Members access to approved minutes by e-mail.
- f. Members have a duty to register their e-mail with the Corporation and to update that e-mail if it changes.
- g. The Board has the right to adjourn an open Board meeting and reconvene in a closed executive session for certain issues as follows: personnel matters, litigation, contract negotiations, enforcement actions, confidential attorney communications, matters involving the invasion of Members' privacy, or matters involving parties who have requested confidentiality and the Board has agreed to honor that request.

Section 6.9 Filing Suit. Prior to filing any lawsuit or asserting any affirmative claims in the name of or on behalf of the Corporation that is outside the ordinary course of business, the Board shall obtain the approval of Members at a Special Meeting called for the purpose of considering the proposed action.

## ARTICLE VII ELECTION OF DIRECTORS

Section 7.1 Ballots. The election of Directors shall be by written ballot. At each Annual Meeting or at any special meeting called for the purpose of electing Directors, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to cast. The nominees receiving the largest number of votes shall be elected. In the case of tie votes, the election shall be decided by the nominees who are tied drawing lots, in the manner directed by the then Directors.

Section 7.2 Procedure. All elections of the Board of Directors shall be made on written ballots at the Annual Meeting (or special meeting called for the purpose of electing Directors). All Members eligible to vote shall be entitled to cast one (1) vote for each Lot owned by them. When more than one person or entity holds an ownership interest in a Lot all such persons or entities shall be Members and the vote for the Lot shall be exercised as all Members that co-own an interest in the Lot may among themselves determine, **but in no event may more than one vote be cast for any one Lot**. In the event that Members that co-own a Lot cannot determine a single vote for an issue, and more than one vote for the Lot is cast, the vote that the Lot is eligible to cast shall be disallowed. In such event, such Members shall not be considered in calculating the number for a quorum. The ballot shall bear on its face the name and signature of the Member, the number of the Lot owned and such other information as the Board of Directors may determine will serve to establish the Member's right to cast the vote or votes stated therein. Absentee ballots are permitted if presented at or before the applicable meeting.

Section 7.3 Processing. The count of the vote shall be taken by the Election Committee, and the Chair of the Election Committee shall announce the results. Only members of the Election Committee shall have access to ballots, unless a recount is requested in accordance with this section. Ballots shall be retained for 90 days after the meeting and may then destroyed.

A Member may request a recount. The request for a recount must be in writing by certified mail, return receipt requested or in person to the President within 15 days after the date of the election at issue. The Corporation shall, at the expense of the Member requesting the recount, retain the services of a person qualified to tabulate votes. The qualified person shall not be a Member or the relative of a Member. The qualified person may be a county judge, county elections administrator, justice of the peace, county voter registrar or a person agreed to by the Corporation and the Member requesting the recount.

The Election Committee which shall consist of three persons appointed by the Board of Directors. No candidate currently standing for election or relative of such person shall be eligible to serve on the Election Committee.

## ARTICLE VII OFFICERS

Section 8.1 Officers. The officers of the Corporation shall be the President, Secretary, Treasurer, and such other offices and assistant offices as may be deemed necessary. Any two or more offices may be held by the same person, except that the offices of President and Secretary shall not be held by the same person.

Section 8.2 Election by Board of Directors. All officers shall be elected at the annual meeting of the Board, and each officer shall hold office until the next annual meeting of the Board and until the officer's successor shall have been duly elected and qualified or until the officer's earlier death, resignation, or removal in accordance with the Bylaws. The officers shall be chosen by a majority vote of the Directors.

Section 8.3 President; Duties. The President shall be the chief executive officer of the Corporation and as such shall have general supervision of the affairs and property of the Corporation and over its several officers, subject to the direction of the Board of Directors. The President shall, if present, preside over all meetings, including special meetings, of the Board of Directors, and shall generally do and perform all acts incident to the office of President. The President may sign in the name and on behalf of the Corporation all notes, leases, mortgages, deeds and all other written instruments authorized by the Board, except where the Board shall delegate the execution thereof to some other officer or agent of the Corporation. The President may sign all checks on the Corporation's bank accounts and may designate any other officer of the Corporation to sign checks in the President's absence.

Section 8.4 Secretary; Duties. The Secretary shall act as Secretary of the Board of Directors and shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose. The Secretary shall cause to be kept the records of the Corporation. The Secretary shall record or cause to be recorded the names and addresses of all Members of the Corporation and shall see that all notices are duly given as required by the Bylaws or applicable law.

Section 8.5 Treasurer; Duties. The Treasurer shall receive and deposit in bank accounts approved by the Board all moneys of the Corporation and shall disburse such funds as directed by a resolution of the Board of Directors; provided, however, that a resolution of the board of Directors shall not be necessary for the disbursements made in the ordinary course of business and in accordance with the approved budget. For all disbursements not made in the ordinary course of business, the Treasurer must obtain written approval of the President. The Treasurer shall sign all checks of the Corporation. The Treasurer shall keep or cause to be kept proper books of account and cause an annual summary Recounting of expenditures and receipts, including a comparison of actual to budget, to be prepared. Such accounting shall be presented to the membership at its Annual Meeting. The Treasurer shall be responsible for preparing an annual budget projecting income and expenditures for the fiscal year to be presented to the Board for adoption at the first regularly called meeting in the fiscal year.

Section 8.6 President's Absence. The Secretary and Treasurer shall jointly perform all of the duties of the President in the event of the President's absence or disability, and when so acting shall have all of the power and be subject to all restrictions placed upon the President.

Section 8.7 Salaries. All officers of the Corporation shall serve without compensation. Expenses may be reimbursed for activities carried out by officers on behalf of the Corporation. Any officer may receive compensation for services rendered to the Corporation in other than this official capacity.

Section 8.8 Tenure; Removal; Vacancies. Each officer of the Corporation shall hold office for a term of one (1) year or until the officer's successor is chosen and qualified in the officer's stead or until death, resignation or removal from office. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant, for any reason, the vacancy may be filled by the Board of Directors.

Section 8.9 Financial Accountability.

a. The cash accounts of the Corporation shall not be commingled with any other accounts.

b. No remuneration shall be accepted by the president, the treasurer or the budget officer from vendors, independent contractors, or others providing goods or services to the Corporation, whether in the form of commissions, finder's fees, service fees, prizes, gifts, or otherwise. Anything of value received shall benefit the Corporation.

c. The fiscal year shall be the 12 month period beginning on the first day of January and ending on the last day of the following December.

#### ARTICLE IX COMMITTEES

The Board may establish committees by resolution and authorize the committees to perform the duties described in the resolution.

#### ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Corporation shall be subject to inspection by any Member by prior appointment upon such times as are reasonably convenient to the President and Treasurer. Such availability and inspection shall be subject to the Corporation's Open Records Policy and all applicable laws, rules and regulations.



## ARTICLE XI AMENDMENTS

These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of the majority of a quorum of the Members present in person or by proxy, provided that those provisions of these Bylaws which are covered by the Articles of Incorporation of this Corporation may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact covered by the Declaration may not be amended except as provided in the Declaration.

## ARTICLE XII INDEMNIFICATION

Section 12.1 Indemnification. The Corporation shall indemnify any director, officer or employee or former director, officer or employee of the Corporation, against expenses actually and necessarily incurred by the individual and any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which the individual is made a party by reason or being or having been such a director, officer or employee (whether or not a director, officer or employee at the time such costs or expenses are incurred by or imposed upon the individual) except in relation to matters as to which the individual shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The Corporation shall pay or cause to be paid to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding. Such right of indemnification shall not be deemed exclusive of any rights to which such director, officer or employee may be entitled by law or under any bylaw, agreement, vote of members or otherwise.

## ARTICLE XIII PAYMENT PLANS

Section 13.1 Payment Plan.

a. The Corporation will allow a Member to enter in a payment plan in any calendar year. A Member must contact the President and request a payment plan within 10 business days of the date of the assessment notice. A Member may pay the total assessment in three (3) equal monthly payments, beginning the month the assessment is due.

b. A Member who has defaulted on a payment plan in the last two (2) years will not allowed to enter into a new payment plan until at least two (2) years have passed from the date of default.

c. Payments submitted by a Member will be applied in the following order, unless at the time the Member submits a payment the Member is in default under a payment plan:

1. Delinquent assessments,
2. Current assessments,
3. Attorney fees or third party collection costs incurred by the Corporation related to the assessment,

4. Other attorney fees,
5. Fines,
6. Other amounts.

Section 13.2 Non-payment. The Board will employ an attorney to draft and file any instrument that affects title to real property because of the non-payment of the assessment, including liens, notice of claim of lien or similar document.

#### ARTICLE XIV OPEN RECORDS POLICY

##### Section 14.1 Open Records.

a. Members, or their agents designated in writing, may have access to Corporation records on written request by certified mail to the President. The request must identify the record requested and indicate whether the member wants to inspect the record or have the Corporation forward copies.

b. The Corporation has ten (10) business days from receipt of the request to:

1. Provide written notice of dates on which records may be inspected,
2. Provide the requested copies, or
3. Provide the member written notice that it is unable to produce the records

within the 10-day period and provide a date, within an additional 15 business days, by which the records will be sent or made available to the member for inspection.

c. Inspection must take place at a mutually agreed time during normal business hours.

d. Records can be produced in hard copy, electronic, or other format reasonably available to the Corporation.

e. The estimated costs of production and copying of Corporation records must be paid by the requesting member in advance, before the documents are provided.

f. If the requested documents are 50 pages or less, the cost will be the actual cost of photocopying.

g. If the requested documents are more than 50 pages, the cost will include the cost of materials, labor and overhead, but no more than \$2.50 per page.

h. If the estimated costs are lesser or greater than the actual costs, the Corporation shall submit a final invoice to the member. If the estimated costs exceed the final costs, the member is entitled to a refund that shall be issued not later than the 30<sup>th</sup> business day after the date the invoice is sent to the member. If the final invoice is greater than the estimated costs, the amounts may be added to the member's account as an assessment.

i. The Corporation keeps confidential and declines to release the following: violation history of members, personal financial information, members' contact information and HOA personnel files.

Section 14.2 Record Retention. The Corporation will retain records as follows:

Financial records for 7 years;  
Account records of current owners for 5 years;  
Contracts for terms of at least one year for 4 years after expiration of contract;  
Minutes of Corporation meetings and Board meetings for 7 years;  
Tax returns and audits for 7 years; and  
Governing documents permanently.

Records shall be retained by the President.

#### ARTICLE XVI POLICY ON RESALE CERTIFICATES

Section 15.1 Either the owner, prospective purchaser, the agent of either, or the title company may request a resale certificate. The party requesting the resale certificate fee shall be responsible for the payment of the fee associated with the certificate.

Section 15.2 The Corporation charges \$150.00 to complete a resale certificate. The Corporation charges an additional \$100.00 if property inspection is required. Payment(s) must be received before beginning the process to issue a resale certificate. Payment(s) will not be processed until the certificate is available for delivery.

Section 15.3 Upon request, the party requesting the resale certificate must provide evidence that they are authorized to obtain the certificate on behalf of the owner.

ARTICLE XVI  
ADOPTION OF BYLAWS

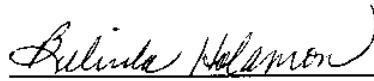
The foregoing Bylaws were adopted by the Board of Directors on the 27th day of February, 2012.



Printed Name: Lonnie Nicholson  
Secretary of the Westmont Maintenance  
Association, Inc.

State of Texas  
County of Tarrant

This instrument was acknowledged before me on January 30, 2012 by Lonnie Nicholson.



Notary Public Signature

My commission expires October 22, 2014

