

BY-LAWS

OF

ASHFORD WEST COMMUNITY ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION. The name of the corporation is Ashford West Community Association, Inc., hereinafter referred to as the "Association." The principal office of the corporation shall be located at 12550 Westella Drive, but meetings of members and directors may be held at such places within the State of Texas, County of Harris, as may be designated by the Board of Directors.

ARTICLE II

Section 1. "Association" shall mean and refer to Ashford West Community Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Restrictions.

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

Section 4. "Lot" shall mean and refer to any lot in Ashford West Sections One and Two, all being located in the City of Houston, as more fully identified in the Restrictions.

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 a part of the properties, including contract sellers, but excluding those having an interest merely as security for the performance of any obligation.

Section 6. "Restrictions" shall mean and refer to the Restrictions applicable to the Properties recorded in the Office of the County Clerk, Harris County, Texas, in Volume 7368, Page 307, and Volume 2926, Page 609, Deed Records, and any amendments thereto, if any.

Section 7. "Member" shall mean any person or entity that is the owner of a lot.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held on the 10th day of December, 1970, and subsequent annual meetings shall be held in October.

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 the votes of the Association.

Section 3. Notice of Meetings. Written notice of each Annual and each Special Meeting of the Members shall be given by the Secretary or persons authorized to call the meeting at least 15 days before such meeting. Such notice shall specify the place, date, hour and purpose of the meeting.

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 the 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 of other than an announcement at the meeting until a quorum shall be present or represented.

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. Votes. On all matters to be voted on by the membership of the Association, each Owner shall be entitled to cast one vote for each Lot owned.

Section 7. Budget. At the annual meeting, the Members shall approve the budget for the coming fiscal year. Approval shall constitute a vote of a majority of a quorum of Members present in person or by proxy. However, if a quorum of Members present in person or by proxy does not exist, the budget as proposed by the Board of Directors shall become effective. If the majority of the quorum of Members present in person or by proxy does not approve the budget and, further, cannot agree on a budget during the same annual meeting, last year's adopted budget shall remain in effect for the coming fiscal year. The Board of Directors, in this case, shall be responsible for reducing services as necessary to accommodate the budget in effect.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a board of eight (8) directors chosen from Members residing in Ashford West.

Section 2. Term of Office. Beginning with the annual meeting in 1980, the directors of Districts 2, 3 and 5 shall be elected for a three-year term. At the annual meeting in 1981, two at-large directors shall be elected for a three-year term. At the annual meeting in 1982, the directors of Districts 1, 4 and 6 shall be elected for a three-year term. Thereafter, the above election cycle shall be repeated and the Members shall elect directors as needed, for a three-year term.

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

event of death, resignation or removal of a director, his successor shall be selected by the remaining directors of the Board and shall serve for the unexpired term of his predecessor.

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

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

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. For each annual meeting nominations shall be made prior to the annual meeting by a Nominating Committee. Additional nominations may be made from the floor. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members. The Nominating Committee shall make as many nominations for election for each position to the Board of Directors as it shall in its discretion consider necessary. The nominations of the Nominating Committee shall be included in the notice of the annual meeting sent to each member of the Association.

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, one vote for each Lot owned. The persons receiving the most votes cast for each position shall be elected.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, at such place and hour as may be fixed from time to time by the Board.

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

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. The President of the Association shall vote only to break ties.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for infractions thereof;
- (b) suspend the voting rights and right to use the recreational facilities of a Member during any period in which such Member shall be in default in the payment of the annual maintenance charge as more fully defined in the Deed to each Lot and the Restrictions. 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;
- (c) exercise for the Association all powers, duties and authority vested in or delegated to the 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 such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (e) employ a manager, or independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members;
- (b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;
- (c) prepare an estimate of the annual budget for the coming fiscal year in advance of the annual meeting for approval by the Members;
- (d) as more fully provided in the Restrictions, to:
 - (1) fix the amount of the annual assessment against each Lot at least fifteen (15) days in advance of each annual assessment period, as based on the budget as approved under Article III, Section 7;
 - (2) send written notice of each assessment to every Owner subject thereto at least fifteen (15) days in advance of each annual assessment period;
 - (3) take appropriate steps to enforce or to cause the enforcement of the Restrictions;
- (d) 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;

- (e) to procure and maintain adequate liability and hazard insurance on the property owned by the Association;
- (f) to cause all officers or employees having fiscal responsibilities to be bonded, as the Board may deem appropriate;
- (g) to cause the Common Area to be maintained;
- (h) within the scope of its powers granted by law, the Restrictions, the Articles of Incorporation and these By-Laws, to do anything else necessary and proper for the functioning of the Association.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of the 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 may 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 the 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. No officer shall hold the same office for more than two consecutive terms.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer shall be removed from office, with cause, by a majority of the Board, at a Special Meeting of the Board called for that purpose. 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.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by a majority of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer being replaced.

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 Appointments created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice-President

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

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it upon the minutes of the meetings of the Board of Directors and Members and upon all other papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate records showing the members of the Association together with their addresses; and perform such other duties as required by the Board.

Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-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 shall prepare an annual audit and budget and a statement of income and expenditures.

ARTICLE IX
COMMITTEES

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

ARTICLE X
BOOKS AND RECORDS

The books, records and papers of the Association including annual audit of books, annual budget and statement of income and expenditures shall be subject to inspection by any Member within three (3) days of written request. The Articles of Incorporation, By-Laws of the Association, and Restrictive Covenants shall also be available for inspection by any Member.

ARTICLE XI
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: ASHFORD WEST COMMUNITY ASSOCIATION, INC.

ARTICLE XII
AMENDMENTS

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.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Restrictions shall control; and in the case of any conflict between the Deed of the individual Lots and these By-Laws, the Deed shall control.

ARTICLE XIII
FISCAL YEAR

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.

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW THE STATE OF TEXAS } COUNTY OF HARRIS }
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED, in the Official Public Records of Real Property of Harris-County, Texas

DEC 27 1999



Beverly B. Kaufman
COUNTY CLERK
HARRIS COUNTY TEXAS

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COUNTY CLERK
HARRIS COUNTY TEXAS

1999 DEC 27 PM 3:53

FILED

RECORDER'S MEMORANDUM

AT THE TIME OF RECORDATION, THIS INSTRUMENT WAS FOUND TO BE INADEQUATE FOR THE BEST PHOTOGRAPHIC REPRODUCTION BECAUSE OF ILLEGIBILITY, CARBON OR PHOTO COPY, DISCOLORED PAPER, ETC.