

BY-LAWS OF  
KODIAK CROSSING HOMEOWNERS ASSOCIATION, INC.

ARTICLE I  
NAME AND LOCATION

The name of the corporation is KODIAK CROSSING HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be located in Pasadena, Texas, but meetings of members and directors may be held at such places within the State of Texas, County of Harris, as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

Section 1. "Association" shall mean and refer to KODIAK CROSSING HOMEOWNERS ASSOCIATION, INC., a non-profit corporation incorporated under the laws of the State of Texas and its successors and assigns.

Section 2. "Board of Directors" and "Board" shall mean and refer to the duly elected Board of Directors of the Association.

Section 3. "Common Open Areas" shall mean all real property owned by the Association for exclusive common use and enjoyment of the Owners, members of their families and their guests. Owners may delegate, in accordance with the By-Laws of the Association, their right to or enjoyment of the Common Open Areas to tenants or contract purchasers who reside in Owner's dwelling.

Section 4. "Declarant:" shall mean and refer to KODIAK CROSSING, L.L.C., and its successors and assigns.

Section 5. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions, as may be amended, applicable to the Property and recorded in the Office of the County Clerk, Harris County, Texas.

Section 6. "Member" shall mean and refer to those persons entitled to membership as provided in the Articles of Incorporation of the Association.

Section 7. "Owner" shall mean and refer to the record owner, whether one or more persons or entitles, of a fee simple title to the surface estate in any Lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 8. "Lot" shall mean and refer to each part or parcel of the Property intended as and constituting the building site for (1) single-family residential dwelling for individual use and ownership and shall include both the land and the residential dwelling constructed thereon.

Section 9. "Property" shall mean and refer to that portion of KODIAK CROSSING, a subdivision in Harris County, Texas, that is subject to the Declaration and any additions as may hereafter be brought within the jurisdiction of the Association.

### ARTICLE III MEETINGS OF MEMBERS

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 each subsequent regular annual meeting of the Members shall be held once a calendar year thereafter, on a day and at an hour determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all the votes of the Class A membership.

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, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote, addressed to the Member's address last appearing on the books of the Association or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If the required quorum is not presented or represented at any meeting, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half of the required quorum at the previous meeting. This procedure may be repeated until a quorum is present at a meeting. No subsequent meeting shall be held more than sixty days following the preceding meeting.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of the Member's Lot.

ARTICLE IV  
BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

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

Section 2. Term of Office. At the first annual meeting the Members shall elect three (3) directors for a term of one (1) year, and two (2) directors for a term of two (2) years; and at annual meetings thereafter, the Members shall elect directors for two-year terms as needed to restore Board membership to five (5) directors.

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, a successor shall be selected by the remaining members of the board and shall serve for the unexpired term.

Section 4. Compensation. No director shall receive compensation for any service rendered to the Association. Any director may, however, be reimbursed for actual expenses incurred in the performance of duties as a director.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take action in the absence of a meeting which they could take at a meeting by obtaining a majority approval of all the directors by telephone or in writing. Any action so approved shall have the same effect as though taken at a meeting of the Board. A record of any action taken without a meeting will be kept by the secretary of the Association.

ARTICLE V  
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of either the Association or the Board of Directors. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting and shall serve from this 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.

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 the Declaration. The persons receiving the largest number of votes shall be elected.

## ARTICLE VI MEETINGS OF DIRECTOR

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then the meeting shall be held at the same time and place on the next day which is not a legal holiday. The Board of Directors may, by majority vote, conduct a regular monthly meeting without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said monthly meeting fall upon a legal holiday, then the meeting shall be held at the same time and place on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two 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

## ARTICLE VII POWER 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 Open Areas;
- (b) 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, the Articles of Incorporation, or the Declaration;
- (c) 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
- (d) employ a manager, an 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 Class A Members who are entitled to vote;
- (b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;
- (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 in advance of each annual assessment period; and
  - (3) enforce collection of assessment or other charges by appropriate legal means.
- (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 for the issuance of these certificates. If certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) procure and maintain adequate liability insurance for directors and officers of the Association;
- (g) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (h) operate, maintain and otherwise manage the Common Open Areas and any improvements and landscaping thereon; and
- (i) cause Lots to be maintained as called for by the Declaration.

## ARTICLE VIII OFFICERS AND THEIR DUTIES

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, and a treasurer, and such other officers as the Board may 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. At the same time as election of officers takes place, the President or President's designee shall be appointed to represent the Association as a director of the KODIAK CROSSING HOMEOWNERS ASSOCIATION, INC.