

**BY-LAWS OF PROPERTY OWNERS ASSOCIATION OF LAKESIDE PLACE SECTION 7, INC.**

The By-Laws of Property Owners Association of Lakeside Place Section, 7 Inc. are as follows:

**ARTICLE I**

**NAME AND LOCATION**

The name of the corporation is Property Owners Association of Lakeside Place Section 7, Inc., hereinafter referred to as the "Association." 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**

1. "Association" shall mean and refer to Property Owners Association of Lakeside Place Section 7, Inc., as a Texas Non-Profit Corporation, its successors and assigns.
2. "Properties" shall mean and refer to Lakeside Place, Section 7, a subdivision in Harris County, Texas; and such additions thereto as may hereafter be brought within the jurisdiction of the Association.
3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.
4. "Lot" shall mean and refer to any plat of land upon any recorded subdivision map of the Properties with the exception of the Common Area.
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 an obligation.
6. "Declarant" shall mean and refer to Lakeside Venture, a joint venture composed of First General Realty Corporation and Joventex Corporation, both Texas corporations, its successors and assigns, if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development. "Declarant" shall also refer to Georgian Court, Inc., a Texas corporation, its successors and assigns, if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.
7. "Declaration" shall mean and refer to the instrument entitled "Declaration of Covenants, Conditions and Restrictions" applicable to the Properties and filed for record under Harris County Clerk File No. F215105, recorded under Film Code No. 170-03-1740 of the Official Public Records of Real Property of Harris County, Texas, and any amendments thereto and/or such other Declarations created by dedication of additional properties, if any to the sub-division by the Declarant. "Declaration" shall also refer to the instrument entitled "Declaration of Covenants, Conditions and Restrictions (Lakeside Place, Section Seven (7))" applicable to the Properties and filed for record under Harris County Clerk File No. F671338, recorded under Film Code No. 199-18-2075 of the Official Public Records of Real Property of Harris County, Texas, and any amendments thereto and/or such other Declarations created by dedication of additional properties, if any to the subdivision by the Declarant.

*Including all applicable amendments*

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

### ARTICLE III

#### MEETING OF MEMBERS

1. *Annual Meetings.* The annual meeting of the members shall be held the second Tuesday in September at 7:00 P.M. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.
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-third (1/3) of all the votes of the Class A membership.
3. *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. Members voting by proxy may designate the secretary to vote for them in accordance with the secretary's best judgment on the candidates and issues before the membership; or they may make such specific designations themselves, which the secretary shall then register.
4. If a member designates only one candidate when two offices are vacant, the secretary shall register the proxy as a complete vote and exercise no discretionary authority regarding the second office. Every proxy shall be revocable by the member and shall automatically cease upon conveyance by the member of his Lot.
5. If the secretary is an incumbent candidate or otherwise unavailable, these duties will fall to the president. If the president is also an incumbent or otherwise unavailable, the duties will then fall to the treasurer.

### ARTICLE IV

#### TERMS OF OFFICE FOR THE BOARD OF DIRECTORS

1. *Number.* The affairs of this Association shall be managed by a Board of five (5) directors, who must be members of the Association. *and currently reside at Lakeside Place.*
2. *Term of Office.* At the first annual election and/or meeting of the members, two (2) directors shall be elected for a term of one (1) year, two (2) directors shall be elected for a term of two (2) years, and one director shall be elected for a term of three (3) years. At every annual election and/or meeting thereafter, the members shall elect that number of directors whose term had expired for a term of two (2) years.
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 members of the Board and shall serve for the unexpired term of his predecessor.
4. *Compensation.* No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

## ARTICLE V

### NOMINATION AND ELECTION OF DIRECTORS

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 the 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, 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 shall be made from among members only.
2. *Election.* Election of the Board of Directors shall be by secret written ballot at the annual meeting. 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 Declaration. The persons receiving the largest number of votes shall be elected.

## ARTICLE VI

### MEETING OF DIRECTORS

1. *Regular Meetings.* Regular meetings of the Board of Directors shall be held monthly, preferably with advance notice to the directors, 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 that meeting shall be held at the same time on the next day which is not a legal holiday.
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.
3. *Quorum.* A majority (minimum of 3) of the number of the 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.
4. *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 or oral approval of the majority of all the directors. Any action approved shall have the same effect as though taken at a meeting of the directors. Such actions shall only be taken in response to urgent circumstances. The preferred decision-making forum shall be regularly scheduled open meetings with common discussion.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

delete

- 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 the infraction thereof;
- ~~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 sixty (60) days for infraction of published rules and regulations;~~
- 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, the Articles of Incorporation, or the Declaration;
- d. declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent three (3) consecutive regular meetings of the Board of Directors; and
- e. employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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-third (1/3) of the Class A members who are entitled to vote;
- b. supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- c. as more fully provided in the Declaration, to:
  - i. fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
  - ii. send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
  - iii. ~~foreclose the lien against any property for which assessments are not paid at least thirty (30) days after the due date or to bring an action at law against the owner personally obligated to pay the same.~~
- d. issue, or to cause an appropriate office 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 a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
- e. cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- f. cause the Common Area to be maintained.

provide notice within 30 days to any delinquent member of the association

g. obtain D&O insurance

**ARTICLE VIII**

**OFFICERS AND THEIR DUTIES**

- 1. *Enumeration of Offices.* The officers of this Association shall be president, secretary and treasurer, who shall at all times be members of the Board of Directors, and such officers as the Board may from time to time by resolution create.

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.
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, or shall be removed, or otherwise disqualified to serve.
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.
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 by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice 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.
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.
7. *Multiple Offices.* No person shall simultaneously hold more than one of any of the offices, except in the case of special offices created pursuant to Section 4 of this Article.
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. The president may, at his or her sole discretion, authorize the expenditure of up to \$500 at a time, for a maximum of \$2,000 a year, for Association needs. Use of this authority is only applicable to emergency repairs or situations creating a potential liability exposure to the Association and otherwise time-sensitive and unavoidable costs. Long-term improvements, such as new landscaping or modifications to the Common Area, do not fall under this authority and will still require full board approval. In the event the president is unavailable to make a decision on the use of funds, the secretary may make such a decision. If no officer is available, then any board member may authorize such expenditure.

Secretary

- b. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as required by the Board.

Treasurer

- c. 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 sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures.

If neither the president nor the treasurer is available to sign checks, then any other Board member may exercise the same privilege, but only in the absence of at least one of those officers. For routine payments which must be made prior to regularly scheduled meetings to avoid penalties or for payments already authorized by the Board, the Association property manager may co-sign the checks with one Board member, preferably either the president or the treasurer.

## **ARTICLE IX**

### **COMMITTEES**

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 purpose.

## **ARTICLE X**

### **BOOKS AND RECORDS**

The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

## **ARTICLE XI**

### **ASSESSMENTS**

As more fully provided in the Declaration, 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 ten percent (10%) per annum. The Association may bring an action at law 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 non-use of the Common area or abandonment of his Lot.

## **ARTICLE XII**

### **COLLECTION PROCEDURES**

Prior to the initiation of any legal proceedings, the board and its management company should try to develop a payment plan for charges due with the delinquent property owner. *If needed, the board may obtain legal counsel to collect dues.*  
Before instituting foreclosure proceedings, at least one member of the association board should make a concerted attempt to meet with the property owner to determine the cause of nonpayment of maintenance dues and assess the potential effects of a foreclosure. Documentation of the board member visit or

attempted visit should be kept in the associated files. Any decision to foreclose on property shall require approval of a majority of the full board of directors for that specific purpose.

### ARTICLE XIII

#### AMENDMENTS

These By-Laws may be amended at a regular or special meeting of the Board of Directors, by a vote of a majority members of the Board of Directors present, in person or by proxy.

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 Declaration shall control.

### ARTICLE XIV

#### MISCELLANEOUS

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

As revised this 19<sup>th</sup> day of December, 2013, by the Directors of the Property Owners Association of Lakeside Place Section 7, Inc.

  
Barbara Carney

Sarah Feldman

  
Connie Martin

Jorge Trevino



Eva White