

**BY-LAWS OF THE  
MOSTYN MANOR RESERVE COMMUNITY ASSOCIATION, INC.**

WHEREAS, the Mostyn Manor Reserve Community Association, Inc. (the "Association"), a Texas non-profit corporation, which is governed by its Board of Directors (the "Board"), is the governing entity of the Mostyn Manor Reserve subdivision; and

WHEREAS, these By-laws of the Mostyn Manor Reserve Community Association, Inc., apply to the operation and utilization of property within the Mostyn Manor, Section Seven, an addition in Montgomery County, Texas, according to the map or plat thereof, recorded in the Map Records of Montgomery County, Texas under Clerk's File No. 2015-068512 (Cabinet Z, Sheets 3544-3546), along with any supplements, additions or replats thereof and any additional land annexed into to the jurisdiction of the Association (collectively the "Subdivision"); and

NOW THEREFORE, pursuant to the vote of a majority of the members of the Association at a meeting of members, the Association hereby adopts the following By-laws of the Mostyn Manor Reserve Community Association, Inc., as follows:

**ARTICLE I  
NAME AND LOCATION**

The name of the corporation is Mostyn Manor Reserve Community Association, Inc., hereinafter referred to as the "Association." The principle office of the Association shall be located at an address designated by the Board of Directors for the Association. The principal office of the Association as of the date of the approval of these By-laws is 400 Randal Way, Suite 106, Spring, TX 77388.

**ARTICLE II  
DEFINITIONS**

Section 1. "Association" shall mean and refer to the Mostyn Manor Reserve Community Association, Inc., a Texas non-profit corporation, 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. "Board meeting" means a deliberation between a quorum of the voting board of the Association, or between a quorum of the voting board and another person, during which Association business is considered and the board takes formal action; and does not include the gathering of a quorum of the board at a social function unrelated to the business of the association or the attendance by a quorum of the board at a regional, state, or national convention, ceremonial event, or press conference, if formal action is not taken and any discussion of association business is incidental to the social function, convention, ceremonial event, or press conference.

Section 4. "Common Property" shall mean and refer to all Property, real or personal, by

whomever owned, shared and used by the Association and the Owners of Lots for their common use and enjoyment, as well as that of the Association.

Section 5. "Declaration" shall mean and refer to the Declaration of Covenants Conditions and Restrictions for the Mostyn Manor, Section Seven, filed of record in the Real Property Records of Montgomery County, Texas, under Clerk's File No. 2015099389, as the same may be amended as therein provided.

Section 6. "Lot" shall mean and refer to any lot as defined in the Declaration or any of the numbered lots shown on the recorded plat of the Properties.

Section 7. "Member" shall mean and refer to every person or entity which holds a Membership in the Association by virtue of Lot ownership.

Section 8. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to the surface estate in any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation

Section 9. "Properties" shall mean and refer to that certain property or properties set forth in the plat for the Mostyn Manor, Section Seven subdivision (save and except Restricted Reserve "A"), an addition in Montgomery County, Texas, according to the map or plat thereof, recorded in the Map Records of Montgomery County, Texas under Clerk's File No. 2015-068512 (Cabinet Z, Sheets 3544-3546), along with any supplements, additions or replats thereof or any additional lands annexed into the jurisdiction of the Association (collectively the "Subdivision").

### **ARTICLE III MEETINGS OF MEMBERS**

Section 1. Annual Meetings. Regular annual meetings of the Members shall be held once a calendar year on a day and at a time and location 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 a majority of the Board of Directors, or upon written request of the Members who are entitled to vote ten percent (10%) of all the votes of the membership.

Section 3. Location of Meetings. Meetings of members may be held at such places within Montgomery County, Texas as may be designated by the Board of Directors.

Section 4. Notice of Meetings. Written notice of each annual and special meeting of the members shall be given by the Secretary or person designated by the Board to provide such notice. Notice shall be mailed postage prepaid, at least ten (10) but no more than sixty (60) days before such meeting to each Association Member. 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 for special meetings, the purpose

of the meeting.

Section 5. Quorum. The presence at a meeting, in person, by proxy, by electronic ballot or by absentee ballot, of Members constituting at least ten percent (10%) of the votes of the membership shall constitute a quorum for any action, except as otherwise provided in the Certificate of Formation, the Declaration or these Bylaws. If, however, a quorum shall not be achieved as set forth above, the Association Board of Directors have power to adjourn the meeting from time to time and reconvene, at any time, without notice other than an announcement at the reconvened meeting, until a quorum shall be present or represented.

Section 6. Ballots and Proxies. At all meetings in which a vote is called, any Member may vote in person or by proxy; and, if authorized and established by the Board of Directors, by electronic ballot or absentee ballot as described in 209.00593 of the Texas Property Code. All persons owning a Lot are eligible to vote at any meeting of members. Only one vote may be exercised per Lot. Should Owners of the same Lot cast conflicting votes, or not agree upon how to vote the vote for such Lot, no vote will be counted for that Lot. The Board of Directors shall be authorized to establish voting procedures to provide reasonable assurance that the person casting the vote is entitled to vote. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot. Only Members may cast a vote assigned by a proxy given by another Member. All ballots must be signed by the Member casting such vote. Electronic votes cast under Section 209.00592 constitute written and signed ballots. In an association-wide election, written and signed ballots are not required for uncontested races.

Section 7. Action Taken Without a Meeting. Any action that can be taken at a meeting of the Members can be taken without a meeting by obtaining the signatures of the number of Members that would be required to approve said action at a meeting, provided all members have been given notice of the effort to approve such action and the language regarding the action to be taken is the same with respect to all signatures approving the action.

#### ARTICLE IV NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Each Member of the Association is eligible to serve on the Board of Directors unless having been previously convicted of a felony or a crime of moral turpitude. Non Members are not eligible to serve on the Board. Any eligible Member may have their name placed into consideration as a candidate to be elected to the board by informing the Association of their desire to be a candidate and following procedures and regulations developed by the Board for the election process. Candidates for election to the Board of Directors may also be nominated by the Board or may also be made from the floor at the annual meeting.

Section 2. Election. Election to the Board of Directors shall be by a written ballot, proxy, electronic ballot or absentee ballot (as authorized by the Board), signed by the Member. Written and signed ballots are not required for uncontested, Association-wide, elections. At each election, the Members or their proxies (which must be a Member) 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. Cumulative voting is prohibited. In any election in which there are varying lengths of terms, the person receiving the largest number of votes shall be elected to the longest term.

Section 3. Tabulation of Vote. A person who is a candidate in an association election or who is otherwise the subject of an association vote, or a person related to that person within the third degree by consanguinity or affinity, as determined under Chapter 573, Government Code, may not tabulate or otherwise be given access to the ballots cast in that election or vote except as provided in the recount procedure in Section 4 below. A person other than a person described above may tabulate votes in an association election or vote but may not disclose to any other person how an individual voted. A person other than a person who tabulates votes, may be given access to the ballots cast in the election or vote only as part of a recount process authorized by law.

Section 4. Recount of Votes. Any owner may, not later than the 15th day after the date of the meeting at which the election was held, require a recount of the votes. A demand for a recount must be submitted in writing either:

- (i) by certified mail, return receipt requested, or by delivery by the United States Postal Service with signature confirmation service to the Association's mailing address as reflected on the latest management certificate; or
- (ii) in person to the Association's managing agent as reflected on the latest management certificate or to the address to which absentee and proxy ballots are mailed.

The Association shall, at the expense of the owner requesting the recount, retain for the purpose of performing the recount, the services of a person qualified to tabulate votes under this section. The association shall enter into a contract for the services of a person who:

- (i) is not a member of the association or related to a member of the association board within the third degree by consanguinity or affinity, as determined under Chapter 573, Government Code; and
- (ii) is: (a) a current or former:
  - (1) county judge;
  - (2) county elections administrator;
  - (3) justice of the peace; or
  - (4) county voter registrar; or(b) a person agreed on by the association and the persons requesting the recount.

Any recount must be performed on or before the 30th day after the date of receipt of a request and payment for a recount. If the recount changes the results of the election, the Association shall reimburse the requesting owner for the cost of the recount. The Association shall provide the results of the recount to each owner who requested the recount. Any action taken by the board in the period between the initial election vote tally and the completion of the recount is not affected by any recount.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

**Section 1. Number.** The affairs of this Association shall be managed by a Board of Directors containing five (5) members. All Directors shall be Members of the Association.

**Section 2. Term of Office.** The Board of Directors shall be appointed by the Declarant, Mostyn Manor Development Company, LTD., during the Development Period. Within 120 days of the Declarant having sold 75% or more of the Lots, an election shall be held at which at least two director positions shall be voted upon by the non-declarant members. The initial elected director positions shall be elected for terms of varied length to create staggered terms, so that following the election of a full five member board of directors, in alternate years, two director positions and then three director positions will expire. Thereafter, the Members shall elect directors for two-year terms.

**Section 3. Vacancies.** Any Director may resign at any time by giving written notice to the President or Secretary of the Association. Such resignation shall take effect at the time specified therein (or if no time is given, upon delivery of the resignation); and unless otherwise specified therein, the acceptance of such resignation shall not be necessary in order for it to be effective. Any vacancy occurring due to resignation, death or disqualification may be filled by the affirmative vote of a majority of the remaining Directors even though less than a quorum. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office. A vacancy occurring by virtue of the expiration of the directors term may only be filled by the election of a director by the Members at a meeting of Members.

**Section 4. Removal.** Any director may be removed from the Board with or without cause by a majority vote of the Members voting at a meeting held under these Bylaws; with the replacement director being elected by the Members at the meeting at which the removal occurred. In the event of the death, resignation or disability 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.

**Section 5. Compensation.** No director shall receive compensation for any service they render to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of their duties upon submission of an expense report and approval thereof by the Board.

**ARTICLE VI**  
**MEETINGS OF DIRECTORS**

**Section 1. Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time and place and with such frequency as the Board from time to time deems necessary. Meetings of Directors may be held at such places within Montgomery County, Texas, or a county adjacent to Montgomery County as may be designated by the Board of Directors; or may be held by electronic or telephonic means as provided by Section 209.0051 of the Texas Property Code.

**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 no 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.

**Section 4. Notice of Board Meetings to Owners.** 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. Such notice shall be either:

- (a) mailed to each property owner at least ten (10), but not more than sixty (60) days before the meeting date; or
- (b) provided at least 72 hours before the start of the meeting by posting in a conspicuous manner reasonably designed to provide notice to Members in a place located on the Association Common Property within the Property OR posted on any internet website maintained by the Association or other internet media; AND by sending the notice by email to each Member who has registered an email address with the Association (it is an owner's duty to keep an updated e-mail address registered with the Association).

**Section 5. Open Meetings.** Regular and special board meetings must be open to owners, subject to the right of the board to adjourn a board meeting and reconvene in closed executive session to consider actions 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 owners, or matters that are to remain confidential by request of the affected parties and agreement of the board.

**Section 6. Executive Session.** 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 owners, 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 7. Minutes.** The board shall keep a record of each regular or special board meeting in the form of written minutes of the meeting. The board shall make meeting records, including approved minutes, available to a member for inspection and copying on the member's written request to the Association's managing agent at the address appearing on the most recently filed management certificate or, if there is not a managing agent, to the board.

**Section 8. Meeting Recesses.** If the board recesses a regular or special board meeting to continue the following regular business day, the board is not required to post notice of the continued meeting if the recess is taken in good faith and not to circumvent notice requirements. If a regular or special board meeting is continued to the following regular business day, and on that following day the board continues the meeting to another day, the board shall give notice of the continuation in at least one manner set forth in Section 4 above within two hours after adjourning the meeting being continued.

**Section 9. Meeting or Action Taken Without Notice.** A board may meet by any method of communication, including electronic and telephonic, without prior notice to owners, if each director may hear and be heard by every other director, or the board may take action by written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate board action. Any action taken without notice to owners must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special board meeting.

The board may not, without prior notice to owners 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; or
- (8) a suspension of a right of a particular owner before the owner has an opportunity to attend a board meeting to present the owner's position, including any defense, on the issue.

**ARTICLE VII**  
**POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 1. Powers.** In addition to the powers enumerated in Section 204.010(a) of the Texas Property Code, the Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of the Common Shared Use Area, and the personal conduct of the Members or their guests thereon, and to establish penalties for the infraction thereof;
- (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 Certificate of Formation, or the Declaration;
- (c) declare that a director has resigned from the Board in the event such director 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 the Board of Directors deems necessary, and to prescribe their duties.
- (e) adopt and publish rules and regulations relating to the interpretation and enforcement of restrictions and collection of assessments.

- (f) Borrow money and pledge property of the Association as collateral.
- (g) To purchase or sell real or personal property.

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-quarter (1/4) of the 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 as set forth in the Declaration;
  - (2) send written notice of each assessment to every Owner subject thereto as set forth in the Declaration; and
- (d) issue, or to 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 a 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 and, at the option of the Board of Directors, directors and officers liability insurance;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (h) cause the Common Shared Use and items subject to the Common Area Agreement to be maintained; and
- (h) perform the other duties of the Association set forth in 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, a secretary and a treasurer, who may be members of the Board 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.

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 they shall sooner resign, or shall 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 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 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.

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.

Section 7. Multiple Offices. No person shall simultaneously hold both the office of President and the office of Secretary. The offices of Vice President, Secretary and Treasurer or any combination of such offices may be held by the same person.

Section 8. Duties. The duties of the officers, except as may otherwise be approved by the Board, are as follows:

President

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, except as may be otherwise approved by the Board of Directors.

Vice President

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 by the Board.

Secretary

The Secretary and/or the contracted management company shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members, serve notice of meetings of the Board of Directors and of the Members, keep appropriate current records showing the Members of the Association together with their property address and any

alternate address as may be provided in writing by such Member, and shall perform such other duties as may be required by the Board.

#### Treasurer

The treasurer and/or the contracted management company 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; if requested by the Board, shall cause an audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures to be presented to the Membership at its regular annual meeting, and deliver a copy of each to the Members.

#### **ARTICLE IX COMMITTEES**

The Board of Directors may act as the Architectural Control Committee, or may appoint persons to serve on the Architectural Control Committee as provided in the Declaration. The Board of Directors may appoint other committees as it deems appropriate in carrying out its purposes. Each Committee shall be created by the Board of Directors and creation by the Board shall be required to be a valid Association Committee. The Board shall have the sole authority to prescribe the terms, qualifications, membership and leadership of Committees.

#### **ARTICLE X RECORDS**

The production of the Association Books and Records shall be made in accordance with the Association's duly recorded Policies and Chapter 209 of the Texas Property Code.

#### **ARTICLE XII AMENDMENTS**

These Bylaws may be amended at any time by the majority vote of the Board of Directors; or 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. In the event a conflict exists between amendments approved by the Board of Directors and Members, the amendment approved by the Members shall control.

#### **EFFECTIVE ON THE DATE OF RECORDING**

CERTIFICATION

"I, the undersigned, being the President of the Mostyn Manor Reserve Community Association, Inc., hereby certify that the foregoing Bylaws were adopted by at least a majority of the original board of directors of the Association."

By: \_\_\_\_\_

Print name: J. Kenneth Streeter

ACKNOWLEDGEMENT

STATE OF TEXAS                   §  
  §  
COUNTY OF MONTGOMERY           §

BEFORE ME, the undersigned authority, on this day personally appeared J. KENNETH STREETER, President of the Mostyn Manor Reserve Community Association, Inc., and known by me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that he is the person who signed the foregoing document in his representative capacity and that the statements contained therein are true and correct.

Given under my hand and seal of office this the 7 day of October, 2015.



Gretchen Stowell  
Notary Public, State of Texas

E-FILED FOR RECORD  
10/09/2015 9:17AM

*Mark Tumbull*

COUNTY CLERK  
MONTGOMERY COUNTY, TEXAS

STATE OF TEXAS  
COUNTY OF MONTGOMERY

I hereby certify this instrument was e-FILED in  
file number sequence on the date and at the time  
stamped herein by me and was duly e-RECORDED in  
the Official Public Records of Montgomery County, Texas.

10/09/2015



*Mark Tumbull*

County Clerk  
Montgomery County, Texas