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By-laws
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BY-LAWS

OF

CYPRESSWOOD PLACE COMMUNITY IMPROVEMENT
ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is CYPRESSWOOD PLACE COMMUNITY IMPROVEMENT ASSOCIATION, INC., hereinafter referred to as the "Association".

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The principal officer of the corporation shall be the office of the registered agent as listed with the Secretary of State, 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 Cypresswood Place Community Improvement Association, its successors, and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Articles of Incorporation of the Association, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned or leased by the Association, if any, for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the properties with the exception of the Common Area.

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

RR 085-73-0792

Section 6. "Restrictions" shall mean and refer to that certain instrument entitled "Declaration of Covenants, Conditions, Restrictions and Easements ("Deed Restrictions") of Cypresswood Place, a subdivision in Harris County, Texas" filed of record in the Official Public Records of Real Property of Harris County, Texas under Harris County Clerk's File No. L800661 and Film code No. 124-77-1523, et seq., and any amendments thereto.

Section 7. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Articles of Incorporation of the Association and these By-laws.

Section 8. "Delinquent Assessments" shall mean and refer to any assessment, costs, or other fee due to the Association pursuant to the terms of the Restrictions or by the laws of the State of Texas and in agreement with the Deed Restrictions, not paid within thirty (30) days of the due date.

ARTICLE III

MEMBERSHIP

Each owner, whether one or more persons or entities, of a Lot in Cypresswood Place, upon and by virtue of becoming an owner, automatically becomes and remains a member of the corporation until him/her/its ownership ceases for any reason, at which time his/her/its membership in the corporation shall automatically cease.

ARTICLE IV

VOTING RIGHTS

Each member shall have one (1) vote per Lot owned in Cypresswood Place. In the event that ownership interests in a Lot are owned by more than one member of the corporation, such members shall exercise their right to vote in such manner as they may among themselves determine, but in no event shall more than one vote be cast for each Lot. Those members shall still have only one (1) vote per "multiple parcel". All members of the corporation may attend meetings of the corporation and all voting members may exercise their vote at such meetings either in person, by proxy or absentee ballot.

ARTICLE V

MEETING OF MEMBERS

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Section 1. Annual Meetings. A regular annual meeting of the members shall be held in May of each year. The Board of Directors shall set the actual date, time, and location of the meeting.

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 representing twenty five percent (25%) of all of the votes of the membership.

Section 3. Notice of Meetings. Notice of each meeting of the members shall be given by, or at the direction of the secretary or person authorized to call the meeting, by posting a copy of such notice to the community website, at least ten (10) days, but not more than fifty (50) days before such meeting. to each member, addressed to the member's e-mail 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, or absentee ballots, ten percent (10%) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Deed Restrictions, or these By-laws. If quorum is not present or represented at any meeting, the members are entitled to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

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 by the member giving same and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE VI

BOARD OF DIRECTORS – SELECTION – TERM OF OFFICE

Section 1: Number. The affairs of the Corporation shall be managed by a Board of Directors composed of five (5) members of the Association. Each director shall serve a term of not less than three (3) years. Elections for two (2) positions shall be conducted each year for two (2) years, with election for the remaining position to be conducted in the third year.

Section 2: Term of Office. Each director elected at the annual meeting of the general members shall serve for a term of three (3) years.

Section 3: Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members consisting of fifty-one percent (51%) of the Association. Notwithstanding the power of the members to remove a director, the Board of Directors itself also has the power to remove a director for the reason(s) listed in Article IX, Section I (d) of these By-Laws. If a director is removed, only the members may choose his/her replacement at an election called for such purpose. In the event of death, resignation, or removal of a director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor, after which the position shall be filled by election of the members.

Section 4: Compensation. No director shall receive compensation for any service he/she may render to the Association. However, any director may be reimbursed for his/her actual expenses in the performance of his/her duties.

Section 5: Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting, via phone, and electronic transmission (as long as the Directors can hear and be heard by all Directors) without providing notice to the owners. which they could have taken at a meeting. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VII

NOMINATION AND ELECTION OF DIRECTORS

Section 1: Nomination. Nomination for election of 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 Chairperson, who shall be a member of the Board of Directors, and two members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to 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 only from among members or representatives as provided for in Article VI, Section 1.

Section 2: Election. Election to the Board of Directors shall be by written and signed 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 these Bylaws. Absentee Ballots shall be counted as marked after acceptance by the voting proctor. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VIII

MEETINGS OF DIRECTORS

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Section 1: Regular Meetings. Regular meetings of the Board of Directors shall be held with 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 that meeting shall be held at the same time on the next day which is not a legal holiday. Meetings are open to the Owners and the public. Owners may be invited to speak by the Board of Directors, however, the Board does not have the obligation to do so.

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 three (3) directors, with proper notice.

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 of the Directors are present, shall be regarded as an act of the Board.

Section 4: Executive Session. The Association may still exclude all members from the Executive Session to discuss certain items. Items that may be discussed in Executive Session include:

- a. Actions involving personnel
- b. Pending or threatened litigation
- c. Contract negotiations
- d. Enforcement actions
- e. Confidential communications with the Association attorney
- f. Matters involving invasion of privacy of owners, and
- g. Other matters that are confidential by request of an affected party and agreement of the Board.

Section 5: Meetings without Notice of Owners. The Board is permitted to meet by telephonic or electronic transmission (as long as all Directors can hear and be heard by all Directors) without providing notice to the owners.

The Board is permitted to take action by majority consent, without notice to the Owners, to consider routine and administrative matters or due to an emergency or urgent necessity that requires immediate Board action. Any actions taken by the Board without notice to the Owners must be summarized orally (including explanation of any approved known, actual or estimated expenditures) and placed in the minutes of the next regular or special Board meeting.

The Board may not consider or vote on the following matters, unless proper Notice of the Board meeting has been provided to the Owners:

- a. Fines
- b. Damage assessments
- c. Initiation of foreclosure action

PP 085-23-0796

- d. Initiation of enforcement actions (not TRO's or threats to health/safety)
- e. Increase in assessments
- f. Levying of a special assessment
- g. Appeal from a denial of an Architectural Control Committee application, and

Section 7: Reporting. Minutes of the Board meetings must be made available to the Owners as part of the Books and Records. Any decisions made in executive session must be orally summarized and placed in the meeting minutes, in general terms without violating privacy or privilege requirements, including a general explanation of expenditures approved in executive session.

ARTICLE IX

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) Adopt and publish rules and regulations governing the use of the Common Areas and facilities, if any, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) Suspend the right to use the recreational facilities, if any, after notice and hearing, for a period not to exceed sixty (60) days, for any 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 Deed Restrictions;
- (d) Declare the office of a member of the Board of Directors to be vacant in the event that the member is absent from three (3) consecutive regular meetings of the Board of Directors; and
- (e) Employ a manager, an independent contractor, or such other employees as 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 to the members at the annual meeting of the members;
- (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 Deed Restrictions, 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 reflected on the membership rolls of the Association at least thirty (30) days in advance of each annual assessment period;

3. Foreclose the lien against any property for which assessments are not paid or to bring legal an action at law against the owner personally obligated to pay the same; and

4. Appropriate collection efforts as deemed necessary by the Board of Directors.

(d) Procure and maintain adequate liability and hazard insurance on property owned or under the control of the Association;

(e) Cause all officers and employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(f) Cause the Common Area, if any, to be maintained;

(g) Treat the residents of the properties in a fair and equal manner;

(h) Require to promote the recreation, health, safety, and welfare of the residents within the subdivision;

(i) enforce Deed Restrictions;

(j) The Association shall purchase and maintain liability insurance on behalf of any person who is the Director of the Association against any liability asserted against him/her and incurred by him/ her in any such capacity, or arising out of status as such, whether or not the Association would have the power to indemnify him or her against such liability under the preceding provisions of this Article or applicable provisions of law.

ARTICLE X

OFFICERS AND THEIR DUTIES

Section 1: Enumeration of Offices. The officers of this Association shall consist of at least a President, Vice President, Secretary, and a Treasurer, who shall, at all times, be members of the Board of Directors and such other offices as The Board may from time to time by resolution create.

RR 005-73-0798

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 this Association shall be elected annually by the Board and each shall hold office for one (1) year unless they resign sooner, or shall be removed, or otherwise disqualified to serve.

Section 4: Special Appointments. The Board may elect 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 at the Board may, from time to time, determine.

Section 5: Resignation and Removal. Any Board member may be removed from office for cause by majority vote. 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 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. 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 offices 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 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/her absence, inability or refusal to act, shall exercise and discharge such other duties as may be required of him/her by the Board.

Secretary:

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- (c) 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:

- (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 sign all checks and promissory notes of the Association; keep proper books of account;; prepare and have available at any meeting of the members a listing of all members; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting and as it may pertain to any special meeting and deliver a copy of each to the members.

**ARTICLE XI
COMMITTEES**

The Association shall appoint an Architectural Control Committee, as provided in the Restrictions, 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. All Committee members shall serve at the discretion of the Board of Directors.

**ARTICLE XII
BOOKS AND RECORDS**

Upon written request stating the purposes thereof, any Member of the Association or by his/her duly appointed representative, shall be entitled to make a reasonable examination of the books and records of the Association during normal business hours and for a proper purpose reasonably related to their interest as a Member at the office of the Association or at such other place in Harris County, Texas, as the Board of Directors shall prescribe.

NO Member shall remove any books and records from the possession of the Association for any reason, but a Member may request copies of books and records upon written request stating the specific books and records desired and a proper purpose for the request, provided such Member shall pay all reasonable costs of providing the requested copies prior to obtaining same.

Notwithstanding the foregoing, no member shall be entitled to examine any documents unless the proper form is filled out and submitted to the Board of Directors and the Association shall have a privilege to refuse to disclose any confidential communications regarding

- a. Any confidential communications by and between past or current legal counsel to the Association and the Board of Directors of the Association, or any agent, employee, representative, or committee of either,
- b. Any confidential communications as determined by the Board of Directors which may include matters discussed in Executive Session, with the attorney, and such other matters as the Board shall deem the best interests of the Association require be kept confidential, including without limitation protection of the privacy rights of individual members, competitive bids until a final bid is accepted, and matters where an obvious conflict of interest exists between a member and the Association and disclosure would detrimentally affect the interests of the Association
- c. Any communications privileged under the Texas Rules of Civil or Criminal Procedures, the Texas Rules of Civil or Criminal Evidence, and any other applicable statute or law of the State of Texas.

**ARTICLE XIII
ASSESSMENTS**

As more fully provided in the Restrictions, 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.

**ARTICLE XIV
AMENDMENTS**

Section 1. These By-laws may be amended at regular or special meetings of the Members, by a vote in person, proxy or absentee ballot of 51% of Members.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-laws, the Articles shall control. In the case of any conflict between the Deed Restrictions and these By-laws, the Deed Restrictions shall control.

TO CERTIFY WHICH, WITNESS MY HAND this the 4th day of February 2012.

David Brookshire
Secretary

[Signature]
02/04/13



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Dave Brookshire ✓
17405 Palisander Ct.
Spring, TX 77388

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. All blockouts, additions and changes were present at the time the instrument was filed and recorded.

RP 085-73-0801

RP 085-73-0802

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS VOID 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 herein by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas

FEB - 4 2013



Stan Stewart
COUNTY CLERK
HARRIS COUNTY, TEXAS

Stan Stewart
COUNTY CLERK
HARRIS COUNTY, TEXAS

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FILED