

**Bylaws**  
**Brentwood Villas POA**

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**ADDITIONAL DEDICATORY INSTRUMENTS**  
for  
**BRENTWOOD VILLAS PROPERTY OWNERS' ASSOCIATION, INC.**

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THE STATE OF TEXAS            §  
COUNTY OF HARRIS           §

BEFORE ME, the undersigned authority, on this day personally appeared **Mitchell Katine**, who, being by me first duly sworn, states on oath the following:

"My name is **Mitchell Katine**, I am over twenty-one (21) years of age, of sound mind, capable of making this affidavit, authorized to make this affidavit, and personally acquainted with the facts herein stated:

"I am the attorney for Brentwood Villas Property Owners' Association, Inc. Pursuant with Section 202.006 of the Texas Property Code, the following documents are copies of the original official documents from the Association's files:

**Bylaws of Brentwood Villas Property Owners' Association, Inc.**

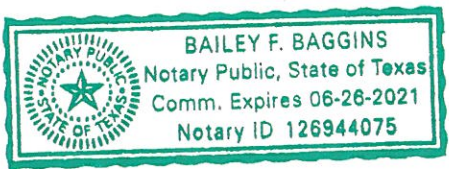
DATED this 4<sup>th</sup> day of August, 2017.

BRENTWOOD VILLAS PROPERTY OWNERS' ASSOCIATION, INC.  
BY: [Signature]  
Mitchell Katine, Attorney

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THE STATE OF TEXAS            §  
COUNTY OF HARRIS           §

THIS INSTRUMENT was acknowledged before me on this the 4<sup>th</sup> day of August, 2017, by **Mitchell Katine**, attorney for Brentwood Villas Property Owners' Association, Inc., a Texas non-profit corporation, on behalf of said corporation.



[Signature]  
NOTARY PUBLIC IN AND FOR  
THE STATE OF TEXAS

After recording return to:  
Katine & Nechman L.L.P.  
Attorneys and Counselors at Law  
1834 Southmore Boulevard  
Houston, Texas 77004

**BYLAWS OF  
BRENTWOOD VILLAS PROPERTY OWNERS' ASSOCIATION, INC.**

1. CREATION OF ASSOCIATION

These Bylaws are adopted to govern the Brentwood Villas Property Owners' Association, Inc., a Texas non-profit corporation, formed on October 3, 2016 pursuant to Section 204.004(b) of the Texas Property Code (the "Association" or the "Corporation"). The Association was created after being duly approved to proceed with incorporation by the governing Board of Directors a/k/a Brentwood Villas Property Owners' Association, Inc., the governing entity of the Brentwood Villas Subdivision organization, an unincorporated association, and a majority vote of the owners of the Brentwood Villas Subdivision. Such subdivision being an unrecorded subdivision encumbered by Restrictions (the "Restrictions") dated May 1, 2000, recorded under Harris County Clerk's File No. U795902 of the Official Public Records of Harris County, Texas. These Bylaws have been drafted to follow the applicable provisions set forth in the Restrictions. In the event of any conflict between these bylaws and the Restrictions, the Restrictions shall control.

2. PROPERTY OWNERS ASSOCIATION

The Association is intended to be a property owners association as defined in Section 204.004(a) of the Texas Property Code and formerly an unincorporated association. The purpose of the Association is to obtain, manage, construct, and maintain the Brentwood Villas Subdivision properties, a residential real estate development. Moreover, the previously elected Brentwood Villas Property Owners' Association, Inc. committee of three (3) members shall continue under the Association and be referred to herein as the "Board of Directors" of the Association as described below. The Brentwood Villas Property Owners' Association, Inc., a Texas non-profit corporation, Texas File No. 802560356, is the entity to which these Bylaws apply.

3. REGISTERED OFFICE AND AGENT

The registered office and registered agent of the Corporation shall be as set forth in the Corporation's Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

4. PRINCIPAL OFFICE

The principal office of the Corporation shall be at 2094 Brentwood Drive, Houston, Texas 77019, provided that the Board of Directors shall have the power to change the location of the principal office.

5. OTHER OFFICES

The Corporation may also have other offices at such places, within or without the State of Texas, as the Board of Directors may designate, or as the business of the Corporation may require or as may be desirable.

6. CLASSES OF MEMBERS

The Corporation shall be a membership corporation without certificates or shares of stock. The record owner, whether one or more persons or entities, of the fee simple title to any portion of the real property to which the Restrictions of Brentwood Villas Subdivision apply, but excluding those having an interest merely as security for the performance of an obligation or those owning an easement right, a mineral interest or a royalty interest, shall be a member of the Corporation.

7. ELECTION OF BOARD OF DIRECTORS

The owners of all sites whether vacant or improved in Brentwood Villas Subdivision shall elect a Board of Directors from among their number, said Board to consist of three (3) members and said Board is to be known as the Brentwood Villas Property Owners' Association, Inc. Board of Directors (the "Board"). The Board is referred to in the Restrictions of Stillforest Subdivision as the "Committee" but is referred to in these Bylaws as the "Board" or "Board of Directors" to avoid confusion with the Association and shall be referred to herein as the "Board" or "Board of Directors. Election of the members to the Board shall take place at the annual meeting as provided herein.

8. VOTING FOR ELECTION OF BOARD OF DIRECTORS

At the 2016 annual meeting, three (3) members were be elected, two (2) members elected to a two (2) year term and one (1) member to a one (1) year term. Thereafter, and in alternating years, two (2) members and one (1) member shall be elected, such that each member serves a two (2) year term. Voting for members of the Board shall be as follows: each owner may cast one (1) vote for each lot owned; provided, each owner must vote for a number of candidates equal to the number of positions to be filled; i.e. , if a voter is entitled to cast 1 vote and there are three positions to be filled, the voter must cast 1 vote, no more, no less, for each candidate, up to three, that the voter votes for. Cumulative and distributive voting shall not be permitted. If for any lot there is more than one owner, the vote for such lot shall be exercised as such owners, among themselves, determine, and advise the Secretary of the Association in writing prior to the meeting at which they are to be cast. In the absence of such advice, the vote for such lot shall be suspended if more than one owner seeks to exercise it. In ascertaining the winning candidates, the candidates receiving the most votes, equal to the number of positions to be filled, shall be elected; in case of a tie, a repeat vote shall be held as to the two tied candidates only. The Board shall select, as a minimum number of officers, a President/Chairman, Vice-President/Vice-Chairman, and a Secretary/Treasurer.

9. FINANCIAL AND BUSINESS MATTERS

The financial and business year shall run for twelve months from January 1 of one year to December 31 of the same year. The Secretary/Treasurer shall keep minutes of all meetings of the Board and of Owners Meetings and the Secretary/Treasurer shall maintain books and publish an accounting of the Maintenance Fund showing annual receipts and disbursements and a balance sheet effective December 31 of each calendar year, and a pro-forma budget for the ensuing fiscal year. Members of the Board may, at any time, be relieved of their position by a recall vote as set out in paragraph 10 below and substitute members therefore appointed by a vote of the members. Vacancies which occur during a member's term due to death, resignation, total sale of ownership tract, or other causes shall be filled by a majority vote of the remaining members of the Board. A quorum of three (3) members shall be required for all Board meetings, and a concurring vote of three (3) members shall be required for action of the Board. The President/Chairman or Acting President/Chairman shall be responsible for calling all meetings by giving reasonable, actual notice to Board members prior to each meeting. The duties of the Board of Directors shall be to:

- A. Call an annual meeting in December of all owners as provided hereof for the purposes of submitting financial statements, electing new members to the Board, and acting upon such matters as the owners shall motion from the floor. The Board shall also call special meetings of all owners as the need for such shall arise.
- B. Collect and expend, in the interest of Brentwood Villas Subdivision as a whole, the Maintenance Fund more fully described in the Restrictions; provided, however, that single matters requiring expenditure of funds in excess of twenty-five percent (25%) of the assets of the Maintenance Fund shall be approved by affirmative vote of owners of a majority of the acreage in Brentwood Villas Subdivision.
- C. Enforce, by appropriate proceedings, the covenants and restrictions recited herein.
- D. Enforce or release any lien imposed on any part of Brentwood Villas Subdivision by reason of a violation of any of these covenants or restrictions, or by reason of any provision recited herein.
- E. Approve or disapprove plans and specifications for improvements in Brentwood Villas Subdivision submitted to it in accordance with the provisions recited in the Restrictions. Improvements shall be construed as any buildings, including residences, detached garages, carports, out buildings, and any other structures of any kind or character, including but not limited to, swimming pools, tennis courts, sports courts, masonry mailboxes, and driveway and walkway crossings of the drainage ditches located along Brentwood Drive or other dedicated easements as described in the Restrictions.

- F. Purchase insurance for the purpose of insuring the Subdivision against liability accruing to the Subdivision or members thereof as a result of the private roadways, easements, etc. maintained by the Subdivision. When directed to by the owners, the Board shall also bond the Treasurer in an amount equal to one-half (1/2) of the Maintenance Fund or fifteen thousand dollars (\$15,000.00), whichever is less.
- G. At the expense of the Maintenance Fund, purchase and maintain adequate general liability and officers' and directors' liability insurance.
- H. Perform all other powers authorized by Section 204.010 of the Texas Property Code and by the Texas Business Organizations Code.

#### 10. ANNUAL MEETING

There shall be held during the month of December of each year an annual meeting of the Subdivision, the purpose of which shall be to elect members of the Board, set the amount of the maintenance charge to be assessed each tract, and conduct other necessary business of the Subdivision. The annual meeting shall be called by reasonable written notice distributed by the Board to all owners. A quorum of owners representing thirty percent (30%) of the acreage shall be necessary to convene the meeting, represented either in person or by proxy.

#### 11. ACTION BY DIRECTORS WITHOUT MEETING

Any action required by the Texas Business Organizations Code to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Board of Directors entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

#### 12. NUMBER OF OFFICERS OF THE BOARD

The officers of a Corporation shall consist of a chairman/president, vice-chairman/vice-president and a secretary/treasurer.

#### 13. ELECTION OF OFFICERS AND TERM OF OFFICE

All officers shall be elected or appointed annually by the Board of Directors.

#### 14. REMOVAL OF OFFICERS, VACANCIES

Any officer elected or appointed may be removed by the Board of Directors whenever in their judgment the best interests of the Corporation will be served thereby. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

#### 15. POWER OF OFFICERS

Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors. The President may secure the fidelity of any and all officers by bond or otherwise.

All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

In the discharge of a duty imposed or power conferred on an officer of a Corporation, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by: (1) one or more other officers or employees of the Corporation, including members of the Board of Directors; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

#### 16. PRESIDENT/CHAIRMAN

The President or Chairman shall be the chief executive officer of the Corporation and shall preside at all meetings of all directors and members. Such officer shall see that all orders and resolutions of the board are carried out, subject however, to the right of the directors to delegate specific powers, except such as may be by statute exclusively conferred on the President, to any other officers of the Corporation.

The President or any Vice-President shall execute bonds, mortgages and other instruments requiring a seal, in the name of the Corporation. When authorized by the board, the President or any Vice-President may affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of either the Secretary or an Assistant Secretary.

The President shall be ex-officio a member of all standing committees.

#### 17. VICE-PRESIDENT/VICE-CHAIRMAN

The Vice-President or Vice-Chairman in order of their rank as fixed by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and they shall perform such other duties as the Board of Directors shall prescribe.

#### 18. THE SECRETARY/TREASURER

The Secretary/Treasurer shall attend all meetings of the Board of Directors and all meetings of the members and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the members and all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors.

The Secretary/Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Secretary/Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain the Corporation's books of account and shall render to the President and directors an account of all of the Treasurer's transactions and of the financial condition of the Corporation and exhibit the books, records and accounts to the President or directors at any time. The Treasurer shall disburse funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the President, and present to the President's attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized. The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the President.

#### 19. INDEMNIFICATION

The Corporation shall have the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.



## 20. INSURANCE

The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the members of the Corporation.

Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

## 21. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the Corporation under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

## 22. MEETINGS BY TELEPHONE CONFERENCE, ELECTRONIC OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY

Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the Corporation, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such members,

board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

#### 23. SEAL

The Corporation may adopt a corporate seal in such form as the Board of Directors may determine. The Corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

#### 24. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

#### 25. CHECKS, DRAFTS, ETC.

All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors.

#### 26. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### 27. GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

28. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members, Board of Directors, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members entitled to vote. A member of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the member.

29. FINANCIAL RECORDS AND ANNUAL REPORTS

The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Corporation shall be kept at the registered office or principal office of the Corporation in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

30. FISCAL YEAR

The fiscal year of the Corporation shall be as determined by the Board of Directors.

31. PRONOUNS AND HEADINGS

All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.

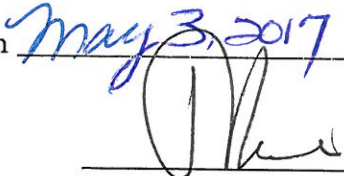
32. INVALID PROVISIONS

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

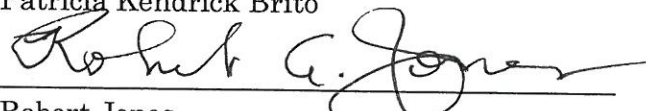
33. AMENDMENT OR REPEAL OF BYLAWS

The Board of Directors may amend or repeal these Bylaws, unless the Certificate of Formation or the Texas Business Organizations Code limits such powers. Unless the Certificate of Formation or a bylaw adopted by the members provides otherwise as to all or some portion of these Bylaws, the members may amend or repeal these Bylaws or adopt new Bylaws even though the Bylaws may be amended, repealed, or adopted by the Board of Directors.

Adopted by the Board of Directors on May 3, 2017, by a vote of three in favor and none opposed.

  
\_\_\_\_\_  
Toni Beck

  
\_\_\_\_\_  
Patricia Kendrick Brito

  
\_\_\_\_\_  
Robert Jones

FILED FOR RECORD

8:00:00 AM

Wednesday, August 09, 2017

*Stan Stewart*

COUNTY CLERK, HARRIS COUNTY, TEXAS

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

Wednesday, August 09, 2017



*Stan Stewart*  
COUNTY CLERK  
HARRIS COUNTY, TEXAS