

BY-LAWS
OF
OCV COMMUNITY ASSOCIATION, INC.

The By-laws of OCV COMMUNITEE ASSOCIATION, INC., as adopted November 29, 1976 to replace the By-laws of said corporation adopted October 1, 1970, the same having been repealed by the Directors of the Corporation on November 29, 1976, amended April 19, 1979, April 29, 1984, May 18, 1986 and April 7, 1987 as follows:

ARTICLE I

NAME AND LOCATION. The name of the corporation is OCV COMMUNITY ASSOCIATION, INC., hereinafter referred to as the "Association". The principle office of the corporation shall be located at _____, 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 OCV COMMUNITY ASSOCIATION, INC., a Texas Non-Profit Corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to all sections of Oak Creek Village Subdivision, additions in Harris County, Texas, 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 by the Association 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 a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

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

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The regular annual meeting of the members shall be held on the third Thursday of April at the hour of 8:00 o'clock P.M., unless otherwise designated by the Board.

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

Section 3. Notice of Meetings. Written notices 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 mailing or delivery of a copy of such notice, at least 15 days before such meeting to each member entitled to vote thereat; such mailing or delivery of notice shall be at the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast one-tenth (1/10) of the votes of the total membership shall constitute a quorum for any action except as otherwise provided in the Article of Incorporation, the Declaration of Restrictions pertaining to Oak Creek Village Subdivision, or these By-laws. If, however, such quorum shall not be present at any such meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present.

Section 5. Voting. A person or entity shall be entitled to vote at any such meeting of the members of the Association if, and only if, any and all amounts due and owing to the Association for the then current year and all prior years, by virtue of the annual maintenance assessments as to his Lot or Lots, have been paid in full.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of seven (7) Directors, selected from the membership.

Section 2. Term of Office. On each annual meeting day the members shall elect, for a term of two years, replacements for the directors whose terms have expired.

Section 3. Removal. Any director may be removed from the Board, with or without cause by a majority vote of

members of the Association. Any director who ceases to be a member shall automatically terminate as a director. 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 until the next general election, when a director shall be elected for the remainder of the unexpired term. Alternatively, the board may call a special election, at which the successor shall be chosen by the membership and shall serve for the remainder of the unexpired term.

Section 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.

Section 5. 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 approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made by petition with signatures of fifteen (15) members filed with the secretary two weeks before the annual meeting. The Nominating Committee shall consist of three or more members, appointed by the Board. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among the members of the Association only.

Section 2. Election. Election of the Board of Directors shall be made by secret written ballot. At such election, the members may cast, in respect to each vacancy as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation. The persons receiving the largest number of votes shall be elected, provided that at least the number of votes cast equals a quorum as provided by these By-laws. Cumulative voting is not permitted. Voting shall be from 4:00 P.M. to 8:00 P.M. on the day of the annual meeting of members. Provisions for absentee voting by the membership shall be made by the Board of Directors.

ARTICLE VI

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, at such place and

hour as may be fixed from time to time by resolution of the Board

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 Directors, after not less than three (3) days notice to each Director.

Section 3. Quorum. A majority 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.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) adopt and publish rules and regulations governing the use of the Common 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 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.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the 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:

(1) ~~assess the amount of the annual assessment~~
~~against each Lot at least thirty (30) days in advance of~~
~~each annual assessment period;~~

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period, and;

(3) foreclose, at the Board's option, the lien against any property for which assessments are not paid within thirty (30) days after 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 officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. ~~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;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be maintained, and;

(h) approve an annual budget.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president, a vice-president, and a treasurer, who shall at all times be members of the Board of Directors, a secretary, 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 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.

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 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 the 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 shall co-sign all checks and promissory notes.

(b) 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 of him by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; 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 a timely manner, in appropriate bank accounts all monies of the Association and shall disburse, in a timely manner, 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 accounts; ~~the books of the Association books to be made by a~~ ~~certified public accountant at the completion of every~~ ~~fiscal year, at any time deemed necessary by the~~ Board of Directors; and shall prepare an annual budget and a statement of income and expenditures for the Board of Directors.

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 Declarations of Restrictions, each member is obligated to pay to the Association annual and special assessments which are assured by continuing lien upon the property against which the assessment is made. ~~Special assessments~~ may be approved at a ballot box election, at a time and place designated by the Board of Directors by a vote of two thirds (2/3) of the members voting at which a quorum as defined by these By-laws voted. 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 (10%) percent per annum, and 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 nonuse of the Common Area or abandonment of his Lot(s).

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: OCV COMMUNITY ASSOCIATION, INC.

ARTICLE XIII

AMENDMENTS

These By-laws may be amended, at a ballot box election, at a time and place designated by the Board by a vote of 2/3's of a quorum as defined by these By-laws. A public

hearing for the purpose of discussing the proposed amendment(s) must be held no more than thirty (30) days nor less than five (5) days prior to the election. The Board shall give notice of the hearing and election as provided by these By-laws, which notice shall include the proposed amendment(s).

ARTICLE XIV

CONFLICTS

In the case of any conflict(s) between the Articles of Incorporation and these By-laws, the Articles of Incorporation shall control; and in the case of a conflict between the Declaration of Restrictions and these By-laws, the Declaration of Restrictions shall control.

ARTICLE XV

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

ARTICLE XVI

INDEMNITY

Each director and officer of OCV COMMUNITY ASSOCIATION, INC., shall be indemnified by OCV COMMUNITY ASSOCIATION, INC., against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by such director or officer; and OCV COMMUNITY ASSOCIATION, INC., shall reimburse each such person for all legal expenses reasonably incurred by such director or officer in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his own willful misconduct or gross negligence.