

AMENDED AND RESTATED BYLAWS
for
TIMBERCREST HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
NAME

1.01 NAME. The name of the organization shall be **TIMBERCREST HOMEOWNERS ASSOCIATION, INC.** (hereinafter called the "Association").

ARTICLE II
DEFINITIONS

2.01 DEFINITIONS. The words used in these Bylaws shall be given their normal, commonly understood definitions. Capitalized terms shall have the same meaning as set forth in the Declaration of Covenants, Conditions and Restrictions of Timbercrest Addition ("Declaration"), unless the context indicates otherwise or as otherwise defined herein.

2.02 MEMBER. "Member" shall mean and refer to every person entitled to membership in the Association as provided in Section 6.3 of the Declaration and includes any natural person, corporation, limited liability company, joint venture, partnership, trust, or other legal entity. For purposes of voting and for election to the Board of Directors, if a Member is a trust, the trust may designate a natural person as the trust's representative, which such person shall be a trustee or beneficiary of the trust; if a Member is a corporation, limited liability company, joint venture, partnership, the entity may designate a natural person as the entity's representative which such person shall be a director, officer, member, or partner of such Member. Such designations must be made in writing and provided to the Association Secretary or, if the Association is professionally managed, to the Association manager and, with respect to any person seeking election to the Board of Directors, may be made no more frequently than one time per calendar year.

2.03 MORTGAGEE. "Mortgagee" shall mean a person or entity holding a lien, encumbrance, or other interest merely as security for the repayment of a purchase money loan.

2.04 OWNER. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot as reflected in a deed or similar document recorded in the Real Property Records of Harris County, Texas, but shall not include a Mortgagee or any other person holding interest in a Lot merely as security for an obligation.

ARTICLE III
OFFICES

3.01 PRINCIPAL OFFICE. The principal office of the Association shall be determined by and may be changed at the election of the Board of Directors and shall be reflected on the management certificate of the Association recorded in the Real Property Records of Harris County, Texas.

**TIMBERCREST HOMEOWNERS ASSOCIATION, INC.
RESOLUTION**

WHEREAS, the Timbercrest Addition subdivision of Harris County, Texas, as described in **Volume 17, Page 48**, of the Map Records of Harris County, Texas (the "Subdivision"), is subject to the Declaration of Covenants, Conditions and Restrictions of Timbercrest Addition, recorded under **File No. 562-80-1649** in the Real Property Records of Harris County, Texas (collectively, the "Declaration");

WHEREAS, pursuant to the Declaration, it is enforceable and enforced by Timbercrest Homeowners Association, Inc. (the "Association"), acting through its Board of Directors, and is authorized to make and establish Bylaws to govern the organization and administration of the Association;

WHEREAS, the Association adopted the "Bylaws of Timbercrest Homeowners Association, Inc.," on or about December 22, 2022, but never recorded such Bylaws in the Real Property Records of Harris County, Texas;

WHEREAS, the Association, acting through its Board of Directors, desires to amend and restate the Bylaws so as to ensure they are valid and enforceable under the Declaration and Texas law;

NOW THEREFORE, upon a duly-called Meeting of the Board of Directors, the following Amended and Restated Bylaws for Timbercrest Homeowners Association were hereby ADOPTED:

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ARTICLE IV MEMBERS

4.01 ANNUAL MEETING. An annual meeting of the Members shall be held in October of each year. All such meetings of the Members shall be held at the day, time, and place determined by the Board of Directors provided such meeting shall occur within Harris County, Texas, if held in person. At the discretion of the Board of Directors, such meeting may be held electronically by telephone conference line, videoconferencing, or similar electronic means. Attendance at any meeting by electronic means shall constitute presence at the meeting for all purposes including to establish quorum. Written notice of the annual meeting shall be given to all Members at least ten (10) days, but not more than sixty (60) days, prior to the date of such meeting. At such meeting, the Members shall elect one or more members to the Board of Directors as set forth herein and shall transact such other business of the Association as may properly come before them.

4.02 SPECIAL MEETINGS. Special meetings of the Members may be called by the President upon vote of the Board of Directors or upon written petition signed by at least 33% of the Members and presented to the Secretary of the Association or, if the Association is professionally managed, to the Association manager, by hand delivery, commercial delivery service, or certified first class mail. Such resolution of the Board of Directors or petition of the Members shall state all matters to be considered during the special meeting. The date, time, and location, if in person, of such special meeting shall be determined by the Board of Directors and shall be held within forty-five (45) days of receipt by the Secretary or manager, as the case may be, of such resolution or petition. At the election of the Director or Member calling such meeting, the meeting may be held electronically by telephone conference line, videoconferencing, or similar electronic means. Such special meetings shall be called by delivering written notice to all Members not less than ten (10) days or more than thirty (30) days prior to the date of said meeting stating the date, time, and place of said special meeting and the matters to be considered.

4.03 NOTICE OF MEETINGS. Notices of meetings may be delivered either personally or by mail or email to each Member at the address given by such Member to the Association Secretary or, if the Association is professionally managed, to the Association manager. If a Member fails to provide the Association a mailing address, the Association shall utilize the mailing address on file with the Harris County tax assessor for the Member's Lot. All Members are obligated to register an email address with the Association for receipt of Association notices. If notices are delivered by email, notice must also be posted at one or more conspicuous places in the Addition and/or on a website maintained for the Association and available to all Members and the Association is not obligated to tender notice by any other manner even if an email address is not registered for one or more Members.

4.04 QUORUM. (a) Except as otherwise provided by the Declaration, these By-Laws, or Texas law, the presence in person or by absentee ballot or proxy of five percent (5%) of Members shall constitute a quorum sufficient to conduct business at any regular meeting of the Members.

(b) Except as otherwise provided by the Declaration, these By-Laws, or Texas law, the presence in person or by absentee ballot or proxy of thirty-three percent (33%) of Members shall

constitute a quorum sufficient to conduct business at any special meeting of the Members.

4.05 VOTING. (a) At any annual or special meeting of the Members called by the President, Members may exercise their vote in any of the following methods, as determined in the discretion of the Board of Directors: in person, by proxy, by absentee ballot, or by electronic ballot. The Board of Directors is not obligated to provide Members with more than one method of voting provided that Members shall be entitled to vote at least by proxy or by absentee ballot. In the event of any election to the Board of Directors by absentee ballot, a call for nominations must be made at least forty-five (45) days before the election and all nominees shall be listed on the absentee ballot, in alphabetical order by last name.

(b) At any special meeting of the Members called by petition, Members may exercise their vote in person and by proxy.

(c) Cumulative voting is not allowed.

4.06 PROXIES. There shall be no required form of proxy and any proxy shall be accepted as long as it is in writing and signed by the Member giving her/his proxy to another person, who need not be a Member, and includes reasonable indicia of legitimacy. No proxy shall be valid after eleven (11) months from the date of its execution. All proxies must be filed with the Secretary of the Association or, if the Association is professionally managed, the Association manager at least twelve (12) hours before the appointed time of such meeting.

4.07 RULES OF CONDUCT. The Board of Directors may prescribe reasonable rules for the conduct of all meetings of the Members.

ARTICLE V BOARD OF DIRECTORS

5.01 NUMBER, ELECTION AND TERM OF OFFICE. The Board of Directors shall be comprised of three Members unless determined otherwise by a vote of the Members. At the annual meeting of the Members in 2024, the person receiving the most votes shall be elected for a three-year term, the person receiving the second most votes shall be elected for a two-year term, and the person receiving the third most votes shall be elected for a one-year term. In the event of a tie, the terms shall be determined by random selection. Thereafter, each Director shall serve a term of three-years with such term concluding upon the election of the Director's successor.

5.02 QUALIFICATIONS. Each Director shall be a Member. If a Director no longer qualifies to be a Director during her/his term, she/he shall be deemed to have resigned immediately upon losing her/his qualification and her/his position shall be deemed vacant.

5.03 MEETINGS. (a) A regular, open meeting of the Board of Directors shall be held within thirty (30) days following the annual meeting of the Members at which officers shall be elected, a budget shall be adopted, and assessments for the next calendar year shall be established. Regular, open meetings of the Board of Directors shall thereafter be held each April and each August and as additionally determined by a majority of the Board of Directors.

(b) Special meetings of the Board of Directors shall be held upon a call by the President or by a majority of the Board on not less than seventy-two (72) hours' notice in writing to each Director, delivered personally or by mail or email. Any Director may waive notice of a meeting; consent to the holding of a meeting without notice; or, subject to Section 209.0051(h) of the Texas Property Code, consent to any action proposed to be taken by the Board without a meeting. A Director's attendance at a meeting shall constitute her/his waiver of notice of said meeting unless such Director attends for the purpose of lodging an objection. Special meetings of the Board of Directors need not be open to the Members unless required by Texas law.

(c) Upon majority vote of the Board of Directors, meetings may be held in person at a location within Harris County, Texas, or electronically by telephone conference line, videoconferencing, or similar electronic means, provided that each Director can hear and be heard by every other Director in attendance and, with the exception of any executive session, that all Members in attendance at an open meeting of the Board of Directors can hear all Directors in attendance. Attendance by a Director at any meeting by electronic means shall constitute presence at the meeting for all purposes including to establish quorum.

5.04 QUORUM. At all meetings of the Board of Directors, a majority of the three-member Board of Directors shall constitute a quorum for the transaction of business, and, except as herein set out, the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If a position on the Board of Directors is vacant, the Board of Directors may take no action except as necessary to fill the vacancy. If at any meeting of the Board, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time for periods of no longer than thirty (30) days until a quorum is obtained. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

5.05 VOTING. An affirmative vote of a majority of those Directors present at a meeting at which a quorum is in attendance shall be necessary to transact business. Directors may not vote by proxy.

5.06 VACANCIES. Any vacancy occurring on the Board of Directors caused by death, disability, or resignation may be filled by majority vote of the remaining Directors thereof, even though they may constitute less than a quorum. Should the remaining Directors opt not to select a new Director or if the remaining Directors cannot reach a majority decision on the selection of a new Director, a special election shall be held within forty-five (45) days of the vacancy. Any Director so elected or appointed to fill a vacancy shall hold office for a term equal to the unexpired term of the Director whom she/he succeeds.

5.07 REMOVAL. Any Director may be removed from office with or without cause by a majority vote of all Members entitled to vote at any annual or duly-called special meeting of the Association. If removed, a replacement Director shall be elected for the remainder of the unexpired term of the Director removed at such annual or special meeting by majority vote of Members present, in person or by proxy, at such annual or special meeting at which the Director was removed.

5.08 COMPENSATION. Directors shall receive no compensation for their services as Directors, unless expressly provided for in resolutions duly adopted by a majority of the Members of the Association.

5.09 POWERS AND DUTIES. The Board of Directors shall have all powers and duties set forth in Chapter 204.010 of the Texas Property Code except as and in addition to any powers and duties provided in the Declaration. This shall include but not be limited to the following:

- (a) to elect and remove the officers of the Association as hereinafter provided;
- (b) to administer the affairs of the Association and the Addition;
- (c) to adopt and enforce policies, rules, and regulation for the administration, management, operation, and/or use of property in the Addition;
- (d) to provide for the maintenance, repair and replacement of any property in the Addition for the use and benefit of all Members (such property, "Common Areas");
- (e) to insure any Common Areas and personal property of the Association to the extent deemed appropriate by the Board of Directors and to further obtain and maintain comprehensive liability insurance for the Association with at least \$1,000,000 in coverage per occurrence;
- (f) to provide for the designation, hiring and removal of employees and other personnel, including accountants and attorneys, and to engage or contract for the services of others, and to make purchases for the maintenance, repair, replacement, administration, management and operation of any Common Area and to delegate any such powers to a managing agent (and any such employees or other personnel who may be the employees of a managing agent);
- (g) to appoint committees of the Board of Directors and to delegate authority to such committees to carry out specified duties of the Board of Directors;
- (h) to set and collect all assessments, fees, and charges provided for in the Declaration and to use the proceeds therefrom for the purposes set forth in the Declaration;
- (i) to establish bank accounts and otherwise invest the funds of the Association, as may be deemed advisable by the Board of Directors;
- (j) to borrow money to fund and operate the Association, execute and deliver promissory notes, and execute and deliver any and all other documentation necessary to properly document such borrowing;

(k) to enter such contracts and agreements relating to the provision of maintenance, management, and operational services as the Board of Directors may deem advisable;

(l) to enter such leases and easements of portions of the Common Area as the Board of Directors may deem advisable;

(m) to protect and defend the Association from loss and damage by suit or otherwise;

(n) in general, to carry on the administration of the Association and to do all of those things necessary and/or desirable in order to carry out the governing and operating of the Association; and

(o) to exercise all powers and duties of the Association under the Declaration which are not otherwise specifically reserved to the Members.

ARTICLE VI OFFICERS

6.01 ELECTION. At the first regular meeting of the Board of Directors following the annual meeting of the Members, the Directors shall elect the following officers by a majority vote. One person may hold more than one office provided that the same person does not hold the offices of President and Secretary:

(a) a President who shall be a Director and who shall preside over, or designate another officer to preside over, all meetings of the Board of Directors and the Members except for any special meeting of the Members called by petition which shall be presided over by the Member who called such meeting;

(b) a Secretary, who shall keep the minutes of all meetings of the Members and the Board of Directors; who shall keep and maintain an accurate list of the Owners and Members, which list shall be certified by the Secretary and made available for inspection by the Members at least five business days before any meeting at which a vote of the Members shall be held; and who shall, in general, perform all the duties incident to the office of Secretary;

(c) a Treasurer, who shall be responsible for financial records and books of account and the manner in which such records and books are kept and reported and who shall require and ensure that all expenditures of Association funds by check are signed by two Directors; and

(d) such additional officers as the Board shall see fit to elect.

6.02 POWERS. The respective officers shall have the general powers usually vested in such officers; provided that if the Association is professionally managed, the Board of Directors

may delegate specific duties of any officer to the Association manager whose work shall be supervised by the respective officer.

6.03 TERM OF OFFICE. Each officer shall hold office for the term of one (1) year and until her/his successor shall have been appointed or elected and qualified. Notwithstanding the foregoing, an officer may resign her/his position with or without cause which resignation shall be effective immediately.

6.04 VACANCIES. Vacancies in any office shall be filled by the Board of Directors by a majority vote of a quorum the Board of Directors at a special meeting of the Board of Directors called for that purpose. Any officer so elected to fill a vacancy shall hold office for a term equal to the unexpired term of the officer she/he succeeds. Any officer may be removed with or without cause at any time by vote of a majority of a quorum the Board of Directors at a special meeting of the Board of Directors called for that purpose.

6.05 COMPENSATION. The officers shall receive no compensation for their services as officers, unless expressly provided for in a resolution duly adopted by a majority of the Members of the Association.

ARTICLE VII INDEMNIFICATION

7.01 INDEMNIFICATION. The Association shall indemnify every Director and Officer against all loss, cost and expense, including attorneys' fees, reasonably incurred by her/him in connection with any demand, action, suit, or proceeding to which she/he is made a party by reason of her/his being or having been a Director or Officer of the Association, except in matters of gross negligence or intentional or willful misconduct. The Association shall have the right to select all attorneys to provide a defense to any indemnified party.

7.02 LIABILITY INSURANCE. At the election of the Board of Directors, the Association may obtain for the Association, as a common expense, one or more policies of Directors and Officers Liability Insurance to fulfill the Association's obligations under this Article. In such case, a Director or Officer provided coverage thereunder shall, as a condition of such coverage and indemnity, cooperate fully with the Association and its insurer in the defense of any demand, action, suit, or proceeding.

ARTICLE VIII AMENDMENT

8.01 AMENDMENT BY THE BOARD OF DIRECTORS. Except as provided by Article VII, Section 8.02, these Bylaws may be amended or repealed, in whole or in part, and new Bylaws may be adopted by the vote of a majority of a quorum of the Board of Directors at a special meeting of the Board of Directors called for that purpose.

8.02 AMENDMENT BY THE MEMBERS. No amendment or repeal of following Bylaws shall be effective except by a vote of a majority of a quorum of the Members present, in

person or by absentee ballot or proxy, at a special meeting of the Members called for that purpose:

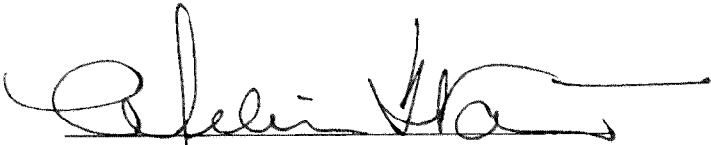
- (a) any section of Article IV;
- (b) Article V, Section 5.01;
- (c) Article V, Section 5.02;
- (d) Article V, Section 5.07;
- (e) Article V, Section 5.08;
- (f) Article VI, Section 6.05.

ARTICLE IX FISCAL YEAR

9.01 FISCAL YEAR. The fiscal year of the Association shall be the calendar year.

Nothing herein is intended to alter, modify, or amend the Declaration or any other governing document of the Association except as specifically provided herein.

I am a duly-elected officer of Timbercrest Homeowners Association, Inc., and certify under penalty of perjury that the foregoing Amended and Restated Bylaws for Timbercrest Homeowners Association, Inc., were properly adopted on the 7th day of March, 2024, in accordance with the provisions of the Declaration and Texas law, by a vote of a majority of a quorum of the Board of Directors to be effective as of the date they are recorded in the Official Records of Harris County, Texas.


Melissa Walters, Secretary

ADDITIONAL DEDICATORY INSTRUMENT
for
TIMBERCREST HOMEOWNERS ASSOCIATION, INC.

STATE OF TEXAS §
 §
COUNTY OF HARIS §

BEFORE ME, the undersigned authority, on this day personally appeared **Melissa Walters**, who, being first duly sworn, stated on oath the following:

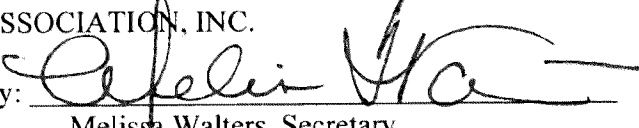
"My name is Melissa Walters. I am competent and authorized to submit this affidavit on behalf of Timbercrest Homeowners Association, Inc. The statements made herein are based upon my personal knowledge and are true and correct.

"I am the Secretary of Timbercrest Homeowners Association, Inc. Pursuant to Section 202.006 of the Texas Property Code, the following document(s) is a true and correct copy of an original official document(s) on file with the Association:

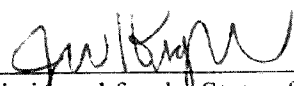
(1) **Amended and Restated Bylaws for Timbercrest Homeowners Association, Inc."**

DATED this 8th day of March, 2024.

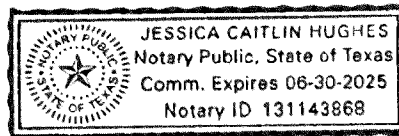
TIMBERCREST HOMEOWNERS
ASSOCIATION, INC.

By: 
Melissa Walters, Secretary

SIGNED AND SWORN BEFORE ME THIS 8th DAY OF March, 2024.


Notary Public in and for the State of Texas

Return to:
Melissa Walters
Timbercrest Homeowners Association, Inc.
P.O. Box 88261
Houston, Texas 77288



Timbercrest Homeowners Association, Inc.
Notice of Dedicatory Instrument

RP-2024-83530

RP-2024-83530
Pages 11
03/11/2024 09:14 AM
e-Filed & e-Recorded in the
Official Public Records of
HARRIS COUNTY
TENESHIA HUDSPETH
COUNTY CLERK
Fees \$61.00

RECORDERS MEMORANDUM

This instrument was received and recorded electronically
and any blackouts, additions or changes were present
at the time the instrument was filed and recorded.

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.



Teneshia Hudspeth
COUNTY CLERK
HARRIS COUNTY, TEXAS

RP-2024-83530