

**BY-LAWS OF
HUNTINGTON VILLAGE COMMUNITY ASSOCIATION, INC.
A NON-PROFIT CORPORATION**

PREAMBLE

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ARTICLE I - NAME AND LOCATION

The name of the corporation is HUNTINGTON VILLAGE COMMUNITY ASSOCIATION, INC., hereinafter referred to as the "Association". The Principal Office of the corporation is at 9511 Cook Road, Houston, Texas 77099.

ARTICLE II DEFINITIONS

Section 2.01. "Annual Assessments"

Shall mean and refer to the Annual Assessments as defined in the Restrictions.

Section 2.02. "Association"

Shall mean and refer to **HUNTINGTON VILLAGE COMMUNITY ASSOCIATION, INC.**, its successors and assigns.

Section 2.03. "Board" or "Board of Directors"

Shall mean and refer to the Board of Directors of the Association.

Section 2.04. "Common Areas"

Shall mean all real property owned by the Association for the common use and enjoyment of the Owners and their assigns.

Section 2.05 "Contract Buyer"

Shall mean and refer to a buyer of a Lot who has executed a contract to buy the Lot, but who has not yet received title to the Lot, either because the sale has not yet closed or because the contract executed was a Contract for Deed.

Section 2.06 "Contract for Deed"

Shall mean and refer to a contract for the conveyance of a Lot from an Owner to a buyer at a time in the future that is determined by satisfactorily meeting the conditions (usually financial in nature) specified in the Contract.

Section 2.07. "Contract Seller"

Shall mean and refer to an Owner who has executed a contract to sell his Lot and the conveyance of the Lot has not yet been accomplished either because the sale has not yet closed or because the contract executed was a Contract for Deed.

Section 2.08. "Deed Restrictions", "Covenants", and "Declaration"

Shall mean and refer to the Restrictions.

Section 2.09. "Director"

Shall mean a member of the Board of Directors.

Section 2.10. "Ex Officio Member of a Committee"

Shall be defined as used in the Parliamentary Authority and shall mean and refer to an individual who, by the nature of his office, is automatically a member of a committee and may participate and vote at meetings of the committee, but is not obligated to attend and is not counted in determining whether a quorum is present.

Section 2.11. "Lot"

Shall mean and refer to any plot of land shown upon any recorded subdivision map or plat of the Properties with the exception of the Common Areas and Reserves.

Section 2.12. "Maintenance Assessments"

Shall mean and refer to the Annual Assessments and Special Assessments collectively.

Section 2.13. "Majority Vote"

Unless expressly specified otherwise, shall mean more than one-half of the votes cast, excluding

blanks and abstentions, by members present, either in person or, if allowed, by proxy, who are entitled to vote, at a properly called meeting at which a quorum is present.

Section 2.14. "Meetings of the Association"

Shall mean and refer to meetings of the Members of the Association

Section 2.15. "Member in Good Standing"

Shall mean and refer to any Member of the Association whose voting rights are not currently suspended by the Association or the Board for violation of Deed Restrictions or non-payment of Assessments.

Section 2.16. "Members" or "Members of the Association"

Shall mean and refer to those Owners entitled to Class A membership as provided in the Restrictions. There are no longer any Class B members.

Section 2.17. "Notice",

When unqualified, shall mean and refer to the notification, or "call", of a meeting, stating the time and place of the meeting.

Section 2.18. "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 an ownership interest merely as security for the performance of an obligation, as for example would be the case of a trustee named in a Deed of Trust securing the repayment of a mortgage loan.

Section 2.19. "Principal Officers" (or "Principal Offices")

Shall mean and refer to the President, the Vice-President, the Secretary, and the Treasurer of the Association (or the offices of President, Vice-President, Secretary, and Treasurer).

Section 2.20. "Properties"

Shall mean and refer to that certain real property hereto platted and subdivided into those certain subdivisions known as Huntington Village, Sections I, II, III, and IV, as described and referenced in the Restrictions as annexed and amended, including all real property improvements thereon and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 2.21. "Residents"

Shall mean and refer to occupants living in homes situated on the Properties.

Section 2.22. "Restrictions"

Shall mean and refer to the Restrictions applicable to the Properties, including the Restrictions and Annexations recorded under County Clerk's File No.'s D410083, D511609, D742607, and D992399 in the Real property Records of the Office of the County Clerk of Harris County, Texas, and under County Clerk's File No. 233645 in the Real Property Records of the Office of the County Clerk of Fort Bend County, Texas, together with all subsequent annexations and amendments thereto.

Section 2.23. "Special Assessments"

Shall mean and refer to the Special Assessments for capital improvements as defined in the Restrictions.

Section 2.24. "Two Thirds Vote"

Unless expressly specified otherwise, shall mean at least two-thirds of the votes cast, excluding blanks and abstentions, by Members present, either in person or, if allowed, by proxy, who are entitled to vote, at a properly called meeting at which a quorum is present.

ARTICLE III OBJECT OF THE ASSOCIATION

The object of the Association is to: preserve, protect, and enhance the value, of the Properties; maintain and improve the Common Areas; collect and disburse the Maintenance Assessments and other funds of the Association, enforce the Restrictions; and promote the recreation, health, safety, and welfare of the Residents.

ARTICLE IV - MEETINGS OF MEMBERS

Section 4.01. Annual Meeting.

(a) Time and Place

The Annual Meeting of the Members of the Association shall be held on the third Thursday of October of each year, at such time and place as shall be designated by the Board of Directors.

(b) Purpose The purpose of the Annual Meeting of Members shall be:

- (1) for the purpose of electing directors;
- (2) for the Board of Directors to present an account of its' actions for the past year;
- (3) to present the budget and set the assessment rate for the upcoming year; and
- (4) to present such reports and handle such other matters as the Board of Directors or the Members shall deem necessary.

(c) Lack of Quorum. In the event that a quorum of Members is not present at the Annual Meeting of Members, that meeting shall immediately be adjourned and a meeting of the Board of Directors convened to serve the purpose of the Annual Meeting, including the election of directors. This shall be deemed a regular meeting of the Board, at which Members of the Association may be present but may not vote, except for the election of directors, either in person or by proxy.

Section 4.02. Special Meetings.

Special Meetings of the Members of the Association may be called at any time by the President, or by the Board of Directors, or upon written request of enough Members in Good Standing to represent at least five percent (5%) of all of the votes of the Membership.

Section 4.03. Notice of Meetings.

Written notice shall be given of each Meeting of the Members, and shall be given by the Secretary by mailing a copy of such notice, postage prepaid, at least ten (10) days and not more than fifty (50) days before such meeting, to each Member in Good Standing entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting and, in the case of a Special Meeting, the purpose of the meeting. A copy of all notices sent to the Members, certified by the Secretary to be a true and correct copy, shall be kept with the Corporate Records.

Section 4.04. Quorum.

At any meeting of Members, the presence, in person or by proxy, of enough Members in Good Standing to represent at least ten percent (10%) of the votes of all Members in Good Standing shall constitute a quorum.

Section 4.05. Proxies.

At all meetings of the Members, each Member in Good Standing may vote by proxy so long as such Member's voting rights have not been suspended by the Board of Directors, as provided in Article V, Section 5.17(g). All such proxies must be in writing, dated, and executed by the Member or by his duly authorized attorney in fact. A proxy holder who is a Member, whose voting rights have been suspended by the Board of Directors, as provided in Article V, Section 5.17(g), may not cast the vote evidenced by an otherwise valid proxy. All proxies shall be filed with the Secretary of the Association at least 24 hours prior to the time of the meeting. No proxy shall be valid after eleven months from the date of its' execution. All proxies shall be revocable unless expressly provided therein to be irrevocable. Only one proxy or vote may be conveyed per Lot.

ARTICLE V - BOARD OF DIRECTORS

Section 5.01. Number.

The affairs of the Association shall be managed by a Board of seven (7) Directors, who must be Members in Good Standing.

Section 5.02. Term of Office.

At each annual election, three Directors shall be elected to one-year terms and two Directors to two-year terms. A one-year term shall be understood to mean from the announcement of election results in the year elected until the third Thursday in October of the following year. A two-year term shall be understood to mean from the announcement of the election results in the year elected until the Third Thursday in October two years thereafter.

Section 5.03. Nominations.

Nominations to the Board of Directors shall come from the Nominating Committee.

Section 5.04. Election of Directors.

(a) Date and Method. The election of Directors shall be held at the Annual Meeting of Members or at the meeting of the Board of Directors convened to serve the purpose of the Annual Meeting, and shall be by written secret ballot.

(b) Votes. At such election, each Member in Good Standing may cast, in person or by proxy, for each vacancy to be filled, as many votes as they are entitled to exercise under the provisions of the Restrictions. Cumulative voting is not permitted. All votes must be by secret written ballot, which shall contain provisions for write-in votes, or on a duly executed and timely submitted proxy. If more than one proxy is received for a Lot, the proxy with the most recent date shall be the only one counted.

(c) Plurality. The candidates for two-year terms receiving the largest number of votes shall be elected; the candidates for one-year terms receiving the largest number of votes shall be elected. In the event of a tie, the winner will be determined by lot under the direction of the Election Committee in the presence of the then current Board.

(d) Taking Office. The newly elected Directors shall take office upon announcement of the election results. These new Directors shall immediately replace the retiring Directors whose duties shall be relinquished to the new Directors. The new Board shall elect and install officers as provided in Article VI, Section 6.02.

Section 5.05. Removal.

Any Director may be removed from the Board, with or without cause, by a two-thirds vote at the Annual Meeting of Members or at a Special Meeting of Members called for that purpose (requiring the presence, in person or by proxy, of a quorum). The vacancy created by such removal may be filled by an immediate election at the same meeting. If the vacancy is not filled by an immediate election, it shall be filled by the remaining Board of Directors in the same manner as other vacancies are filled. In either event, the Director so elected shall be elected only for the unexpired term of his predecessor.

Section 5.06. Resignation.

Any Director may resign at any time by giving written notice to 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.

Section 5.07. Vacancies.

Except as provided for in Section 5.05 herein, any vacancy occurring in the Board of Directors shall be filled by an affirmative vote of the majority of the remaining Directors of the Board even though the number of Directors remaining may not constitute a quorum, and shall be filled within thirty (30) days following the next regular meeting of the Directors at which the vacancy occurred or was first known. Directors elected to fill vacancies shall be elected only for the unexpired term of the position filled. For purposes of this Section, a vacancy is deemed to exist in the case of death, resignation, judicial adjudication of mental incompetence, removal by action of the Directors as provided in Section 5.17(h) and/or Section 5.17(j) herein, removal by action of the Members of the Association wherein the Members do not immediately elect a successor, or in the event that the Members fail to elect the full number of Directors at the Annual Meeting or at the meeting of the Board of Directors convened to serve the purpose of the Annual Meeting.

Section 5.08. 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 duty.

Section 5.09. Regular Meetings.

A Regular Meeting of the Board of Directors shall be held at least once a month on such dates and at such places and times as may be fixed from time to time by resolution of the Board. Regular Meetings of the Board of Directors shall be open to the Members of the Association, exclusive of any and all Executive Session(s).

Section 5.10. Board Meeting in Lieu of Annual Meeting of Members.

In accordance with Section 4.01(c), the Board shall convene a Regular Meeting in the absence of a quorum at the Annual Meeting of Members, and shall conduct such business and present such reports as are required to be given at the Annual Meeting of Members.

Section 5.11. Special Meetings.

Special Meetings of the Board of Directors shall be held when called by the President or by any two Directors. Not less than three (3) days written notice shall be given to each Director.

Section 5.12. Waiver of Notice.

Whenever notice is required to be given to the Directors, a Waiver of Notice in writing, signed by all the Directors, whether before or after the time specified for such notice, shall be equivalent to the giving of such notice. The signed original of such Waiver of Notice shall be kept with the Corporate Records. Attendance of a Director at a meeting shall constitute a Waiver of Notice of such meeting, except where a Director attends a meeting for the express purpose of objection to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 5.13. Quorum.

A majority of the Directors shall constitute a quorum for the transaction of business. Proxies shall not be counted toward a quorum.

Section 5.14. Proxies.

A Director may vote by proxy executed in writing by that Director prior to the meeting in which that vote is taken. Such proxies shall be revocable, shall apply only to the meeting specified in the proxy, and shall apply only to votes on issues specified in the proxy.

Section 5.15. Emergency Action by the Board.

In the event that immediate action must be taken on an item requiring Board approval, when it would not be possible or reasonable to call a Special Meeting or wait for a Regular Meeting, such action may be decided by telephone consent of a majority of the Board. The action taken, as well as the names of the consenting Board members, shall be entered in the minutes of the next Regular or Special Board Meeting following approval of such action.

Section 5.16 General Powers and Duties.

The Board of Directors shall have all the powers, duties, and authority necessary to exercise for the Association all powers, duties, and authority vested in or delegated to the Association that are not reserved to the Membership of the Association by law, or by the Restrictions, Articles of Incorporation, or these By-Laws. The Directors, individually and collectively, shall exercise proper diligence and care in managing the assets and affairs of the Association.

Section 5.17 Specific Powers.

The specific powers of the Board of Directors shall include, but not be limited to, the following:

- (a) to execute contracts, promissory notes, mortgages, and other legal documents in the name of the Association;
- (b) to borrow money and incur indebtedness in the name of the Association, and to pledge the property and assets of the Association;
- (c) to employ business entities, independent contractors, and employees in the name of the Association, and prescribe their duties;
- (d) to enforce the provisions of the Restrictions;
- (e) to foreclose a lien against any Lot for failure to pay Maintenance Assessments;
- (t) to adopt and publish rules and regulations governing the use of the Common Areas and facilities of the Association, and the personal conduct of the Members and guests thereon, and to establish and enforce penalties for infractions thereof;

- (g) to suspend the voting rights and the right to use of the Common Areas and facilities of the Association as provided for in the Restrictions;
- (h) to declare the office of a Director of the Board to be vacant in the event such Director shall be absent from three (3) consecutive Regular Meetings of the Board;
- (i) to establish and collect Assessments, late fees, interest, and penalties consistent with the Restrictions, and State and Federal law; and
- (j) to declare the position of a Director of the Board to be vacant in the event that such Director shall, for whatever reason, no longer be deemed a "Member in Good Standing" and fails to reinstate his/her status as a "Member in Good Standing" during a 30-day probationary period.

Section 5.18. Specific Duties.

The specific duties of the Board of Directors shall include, but not be limited to, the following:

- (a) to conduct, manage, and control the affairs of the Association consistent with law, the Restrictions, the Articles of Incorporation, and these By-Laws;
- (b) to keep a complete up-to-date record of all acts of the Board and all corporate affairs of the Association;
- (c) to supervise all officers, agents, and employees of the Association and see that their duties are properly performed;
- (d) to fix the amount of the Annual Assessment at least thirty (30) days prior to its due date;
- (e) to send written notice of each Maintenance Assessment to every Owner at least thirty (30) days prior to its due date;
- (f) to pursue diligently, by all proper and legal means, the collection of overdue Maintenance Assessments;
- (g) to prepare an annual budget;
- (h) to provide for adequate liability and hazard insurance consistent with sound management practices;
- (i) to cause the Common Areas and facilities of the Association to be maintained;
- G) to enforce the provisions of the Restrictions.

ARTICLE VI - OFFICERS OF THE ASSOCIATION

Section 6.01. Enumeration of Officers.

The Principal Officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be members of the Board of Directors

Section 6.02. Election and Term of Office.

The Principal Officers of the Association shall be elected by a majority vote of the Directors, by secret written ballot or, if waived by unanimous consent of the Directors, by show of hands, at a Special Meeting of the Board of Directors immediately following the Annual Meeting of the Members, or the meeting of the Board of Directors convened for the purpose of the Annual Meeting, the sole purpose of such Special Meeting being for the purpose of electing officers and to assign committee. chairs. Each officer/committee chair shall serve for a term of one (1) year, continuing until the close of the next Annual Meeting of the Members and/or election of Directors.

Section 6.03. Special Appointments.

The Board, from its membership, may elect other officers of the Association and shall establish the

authority and duties of such officers.

Section 6.04. Removal.

Any officer may be removed from office, with or without cause, by a two-thirds vote of the Board. Any Officer who ceases to be a Director shall be automatically removed from office at the time he/she ceases to be a Director.

Section 6.05. Resignation.

Any officer may resign at any time by giving written notice to 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. Acceptance of such resignation shall not be necessary to make it effective.

Section 6.06. Vacancies.

A vacancy in one of the Principal Officer's positions shall be filled no later than the adjournment of the next meeting of the Directors after the meeting at which the vacancy occurred or was first known. A vacancy in any other office may be filled at the discretion of the Board. Replacement officers shall be elected by written secret ballot of the Board or, if waived by unanimous consent of the Directors, by show of hands. Officers filling vacancies shall serve only for the unexpired term of the officer replaced.

Section 6.07. Multiple Offices

No Principal Officer shall simultaneously hold more than one Principal Office.

Section 6.08. General Powers and Duties of Principal Officers

The Principal Officers shall have such powers and duties as prescribed in the Restrictions, Articles of Incorporation, and elsewhere in these By-Laws, and as prescribed in the Parliamentary Authority, and as prescribed in resolutions of the Board and of the Association.

Section 6.09. Specific Powers and Duties of Principal Officers.

The Principal Officers shall have, but not be limited to, the following powers and duties:

- (a) President. The President shall preside at all meetings of the Board of Directors and all Meeting of the Members; see that orders and resolutions of the Board are carried out; sign or authorize another Board member to sign any lease, mortgage, deed, contract, lien, or other written instrument; co-sign or authorize another Board member to co-sign any check or promissory note; and be an Ex Officio Member of any Committee of which he is not a regular member, except in the case of the Election Committee when he is a candidate;
- (b) Vice-President. The Vice-President shall act in the place 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;
- (c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members and file the originals thereof, or copies certified by the Secretary, in the Corporate Records; 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 perform such other duties as may be required by the Board;

(d) Treasurer. The Treasurer shall be responsible for receiving, and depositing in appropriate bank accounts, all Association funds, and shall disburse such funds as directed by resolution of the Board of Directors; sign all checks and promissory notes of the Association; keep, or cause to be kept, proper books of account; cause an annual audit to be made by a Certified Public Accountant at the completion of each fiscal year; prepare an annual budget and a statement of income and expenditures to be presented at the Annual Meeting of Members, and shall make copies available to the Members; and shall provide the Secretary with all financial records and reports to be filed in the Corporate Records.

ARTICLE VII COMMITTEES

Section 7.01. Architectural Control Committee.

The Architectural Control Committee is a Standing Committee established in the Restrictions. The Board of Directors shall define its composition, procedures, duties, and powers, consistent with the Restrictions, and shall elect or appoint its members.

Section 7.02. Nominating Committee.

The purpose of the Nominating Committee shall be to nominate all qualified candidates for election to the Board of Directors. The Committee shall be appointed by the Board of Directors at least three (3) months prior to the election, shall consist of at least one Director from the current Board and at least two Members who are not Directors, and shall serve until the election of Directors. The Committee shall endeavor to secure nominations for each of the positions to be filled. The Committee shall nominate all qualified candidates who apply, in writing, prior to the closing date for nominations, which shall be thirty (30) days prior to the date scheduled for the Annual Meeting of Members. In the event that a candidate withdraws his name prior to the election, the Committee shall attempt to make every effort to secure another qualified candidate for the position to be filled. Upon the close of nominations, the Nominating Committee, together with a designated representative appointed by the Board, if any, shall be responsible for the preparation of the Election Ballot. The Election Ballot shall contain a list of names of those candidates nominated for one-year terms, a list of names of those candidates nominated for two-year terms, and a space for write-in candidates. The Election Ballot shall also contain instructions and shall specify the maximum number of votes which each Member may cast.

Section 7.03. Election Committee.

The Election Committee shall consist of at least one Director, who is not a candidate for the Board of Directors, and two Members in Good Standing. The members of the Election Committee shall be appointed by the Board of Directors at least two (2) months prior to the Annual Meeting of Members and shall serve until the announcement of the election of Directors. The Committee shall elect its own chair. After the call for the vote of Directors at the Annual Meeting of Members, or the meeting of the Board of Directors convened to serve the purpose of the annual meeting, the chair of the election Committee shall call for volunteers from the Members in attendance to assist in the count of the votes. The Committee shall supervise the collection and counting of the votes and shall announce the results at the Meeting at which the election took place.

Section 7.04. Other Standing Committees.

The Board may, from time to time, create and define additional Standing Committees by passing a

Special Rule of Order as provided for in the Parliamentary Authority.

Section 7.05. Special Committees.

Either the Board or the President may, from time to time, create and define Special Committees to carry out a specified task, provided that such Special Committee shall not be directed to perform a task that falls within the assigned function of an existing Standing Committee.

Section 7.06. Board Committees.

All committees that are created or defined by the Board, or whose membership is appointed or elected by the Board, shall be Board Committees and shall be responsible to the Board, and all actions taken by such Board committees shall be subject to the approval of the Board. The term of all Board Committees shall be co-terminus with the term of the Board and will expire upon the installation of a New Board.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall be the Parliamentary Authority of the Association of the Board, and of all committees of the Association and of the Board; and the rules contained therein shall govern in all cases in which they are applicable and in which they are not inconsistent with the law, with the Restriction, Articles of Incorporation, or these By-Laws, or with any Special Rules of Order adopted by the applicable body.

ARTICLE IX - AMENDMENT OF BY-LAWS

These By-Laws may be amended, at a Regular or Special Meeting of the Members, by a vote of a majority of a quorum of Members in Good Standing present in person or by proxy.

ARTICLE X - CORPORATE RECORDS

The Board of Directors shall keep, either at the principal office of the Association or at a designated agent's office, the Corporate Records or any portion thereof, which shall be available during reasonable business hours for inspection by any Member of the Association. Copies may be purchased at a reasonable cost, such cost to be established from time to time by the Board of Directors. The Board of Directors may promulgate, from time to time, a procedure consistent with the Texas Non-Profit Corporation Act, outlining the criteria for and the method of inspection and photocopying of the Association's books and records. The Corporate Records shall include the following:

- (a) the Restriction, Articles of Incorporation, and By-Laws, with all amendments;
- (b) correct and complete books and financial records, including accurate current financial statements, audits and tax returns for at least the last five (5) preceding years, and the budget for the current fiscal year;
- (c) minutes of the proceedings of Meetings of the Members, meetings of the Board of Directors, and meetings of all committees having any authority of the Board of Directors, including copies, certified by the Secretary, of all Notices and the signed originals of all Waivers of Notice.
- (d) current rolls of Members of the Association and their mailing addresses. In no event shall Members of the Association be permitted access to documents which contain privileged and/or confidential material relating to any other Member of the Association.

ARTICLE XI - MISCELLANEOUS

Section 11.01 Fiscal Year.

The fiscal year of the Association shall be set by resolution of the Board of Directors, consistent with the law.

Section 11.02. Corporate Seal.

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

Section 11.03. Checks and Promissory

All checks, drafts, or other orders for the payment of money, and all notes or other evidences of indebtedness, issued in the name of, or payable by or to, the Association shall be signed or endorsed by such person and in such manner as shall be determined from time to time by resolution of the Board, consistent with the Restrictions, Articles of Incorporation, and these By-Laws.

Section 11.04. Execution of Documents.

The Board of Directors may authorize any officer, agent, or employee to enter into contracts or execute instruments in the name of the Association. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Association by any contract, or to pledge its credit, or to render it liable for any propose or in any amount.

Section 11.05. Conflicting Provisions.

In the case of any conflict between the Articles if Incorporation and these By-Laws, the Articles shall control; in the case of nay conflict between the Restrictions and these By-Laws, the Restrictions shall control.

Section 11.06. Singular/Plural and Gender Provisions.

The singular, wherever used herein, shall be construed to mean the plural, and vice versa, when applicable; either to corporations or individuals, males or females, shall in all cases be assumed as though in each case fully expressed.

ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify its Officers and Directors to the maximum extent allowable pursuant to Texas Civil Statues Art. 1396-2.22A (Sec. B), as the same now exists or may be hereafter amended; and, to the extent said Art. 1396.2.22A or similar legislation may now allow or hereafter be amended to allow, the Association shall also indemnify its managers and contractors providing professional management services for the Association pursuant to written management agreements executed by the Association to the same extent as the indemnification provides to Officers of the Association..