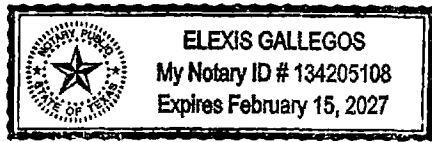


THE STATE OF TEXAS §
 §
COUNTY OF Harris §

THIS INSTRUMENT was **acknowledged** before me on this the 15th day of July 2024 by the said Margaret R. Maddox, Attorney/Agent for **QUAIL GREEN WEST HOMEOWNERS ASSOCIATION, INC.** a Texas non-profit corporation, on behalf of said corporation.



Elexis Gallegos
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

AMENDED AND RESTATED
BYLAWS

OF

QUAIL GREEN WEST HOMEOWNERS ASSOCIATION, INC.
A TEXAS NON-PROFIT CORPORATION

(July 3rd, 2024)

WHEREAS, on May 16, 1979, the Board of Directors of Quail Green West Homeowners Association, Inc. (hereinafter, the "Association") adopted the By-Laws for the Association along with later adopted amendments passed thereto on July 16, 1980, April 3, 1993, April 29, 1995, May 2, 2012 and March 6, 2024 (hereinafter, collectively the "By-Laws"); and

WHEREAS, Section 1 of Article XII of said By-Laws provides that they may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy;

WHEREAS, on July 3rd, 2024 a special meeting of the members of the Association was held for the purpose of amending and restating said By-Laws (hereinafter, the "Amended & Restated By-Laws"); and

NOW THEREFORE, the following Amended and Restated Bylaws of Quail Green West Homeowners Association, Inc. does hereby COMPLETELY REPLACE any and all previously recorded Bylaws or amendments thereto.

ARTICLE I

Name, Principal Office and Definitions

- A. **Name**. The name of the Association shall be Quail Green West Homeowners Association, Inc. (hereinafter referred to as the "Association").
- B. **Principal Office**. The principal office of the Association shall be located in Fort Bend County, Texas.
- C. **Definitions**. The words used in these Bylaws which are not defined herein shall have the same meanings as set forth in those restrictions for Quail Green West, recorded in the Official Records of Fort Bend County, Texas (said Restrictions, as amended, renewed, or extended from time to time, are hereinafter sometimes referred to as the "Restrictions").

ARTICLE II

Membership, Meetings, Quorum, Voting and Proxies

- A. **Membership.** Members of the Association shall only consist of record owners of Lots in the Quail Green West subdivision in Fort Bend County, Texas.
- B. **Place of Meetings.** Meetings of the Members of the Association shall be held at such suitable place as may be designated by the Board of Directors.
- C. **Annual Meetings.** Regular annual meetings shall be set by the Board of Directors.
- D. **Special Meetings.** The President may call special meetings. In addition, it shall be the duty of the President to call a special meeting of the Members of the Association if so directed by a resolution of a majority of a quorum of the Board of Directors, or upon a petition signed by Members representing at least twenty percent (20%) of the total votes in the Association. The notice of any special meeting shall state the date, time and place of such meeting and the purpose thereof.
- E. **Notice of Meetings.** Meeting notice shall be delivered as is required by the Texas Property Code.
- F. **Quorum.**
- (a) **Quorum in General:** The presence at any meeting of Members (in person or by proxy) of ten percent (10%) or more of the votes of the membership shall constitute a quorum at any such meeting of Members for any action except as otherwise provided in the Articles of Incorporation, the Restrictions or these Bylaws.
- (b) **If Quorum Not Met - for Association Business OTHER than Board of Director Elections** If, however, such quorum shall not be present or represented at any meeting, another meeting may, but is not required to be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No subsequent meeting shall be held more than 60 days following the preceding meeting.
- (c) **If Quorum Not Met for Board of Director Elections Only:** If quorum is not present or represented, the meeting shall be adjourned without notice other than announcement at the meeting, and immediately reconvened **for the sole purpose of election of directors.** At the reconvened meeting, **quorum shall be all those members counted as present, whether in person or by proxy,** absentee ballot, electronic ballot, or any other method of representative or delegated voting. Directors shall be elected by a majority of those votes.
- G. **Conduct of Meetings.** The President shall preside over all meetings of the Association, and the Secretary shall keep (or direct to be kept) the minutes of the meeting.

ARTICLE III**Board of Directors: Number, Powers and Meetings****A. Composition and Section.**

Section 1. **Governing Body: Composition.** The affairs of the Association shall be governed by a Board of Directors, each of whom shall have one (1) vote. Directors are required to be Members of the Association, and at least all but one (1) director are required to reside in Quail Green West.

Section 2. **Number of Directors.** The number of directors in the Association shall be five (5).

Section 3. **Terms and Election of Directors.** At the first annual meeting of the Members after the effective date of these Amended and Restated Bylaws, the Members shall elect two (2) directors to serve a two-year term. At each annual meeting thereafter, the Members shall elect directors to serve a term of two (2) years, the intention being to stagger the terms so that no more than three (3) positions are up for election in the same year.

Section 4. **Removal of Directors and Vacancies.** Any director may be removed, with cause, by the Members at a meeting called for such purpose. Any director may be removed with cause, by the unanimous vote of the remaining directors. Any director whose removal is sought by the Members or the Board shall be given notice prior to any meeting called for that purpose. If removed by vote of the membership, the successor shall be elected by the Members. If removed by vote of the Board, the successor shall be appointed by the Board to serve the remainder of the unexpired term.

In the event of death, disability or resignation of a director, the remaining members of the board shall appoint a successor to serve the remainder of the unexpired term.

B. Board Meetings.

Section 1. **Regular Meetings.** Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the directors, subject to any statutory notice requirements. Meetings of the Board are to be held at least quarterly.

Section 2. **Special Meetings.** Special meetings of the Board of Directors shall be held when called by written notice signed by the President of the Association or by any two (2) directors, subject to any statutory notice requirements.

Section 3. **Quorum of Board of Directors.** At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the votes of a majority of directors present at a meeting at which quorum is present shall constitute the decision of the Board of Directors.

Section 4. **Compensation.** No director shall receive any compensation from the Association for acting as such; provided, however, that a director may be reimbursed for expenses incurred on behalf of the Association upon approval of a majority of the other directors.

Section 5. **Conduct of Meetings.** The President shall preside over all meetings of the Board of Directors, and the Secretary shall keep, or cause to be kept, minutes of the meetings of the Board of Directors.

C. Powers and Duties.

Section 1. **Powers.** The Board of Directors shall be responsible for the affairs of the Association and shall have all the powers and duties necessary for the administration of the Association's affairs.

In addition to the duties imposed by these Bylaws or by any resolution of the Association that may hereafter be adopted, the Board of Directors shall have the power to establish policies relating to, and shall be responsible for performing, or causing to be performed, the following, in way of explanation, but not limitation:

- (a) Preparing and adopting of annual budgets;
- (b) Making assessments, establishing the means and methods of collection such assessments, establishing the payment schedule for assessments if other than annual, and charging a reasonable transfer fee each time record title to a lot is transferred from one owner to another;
- (c) Providing for the operation, care, upkeep and maintenance of all Common Area;
- (d) Designating, hiring and dismissing personnel necessary for the operation of the Association and the maintenance, operation, repair and replacement of its property and the Common Area and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and materials to be used by such personnel in the performance of their duties;
- (e) Collecting the assessments, depositing the proceeds thereof in a bank depository that it shall approve, and using the proceeds to operate the Association; provided, any reserve fund may be deposited, in the directors' best business judgment, in depositories other than banks;
- (f) Making and amending rules and regulations and, if applicable, exterior maintenance and/or architectural guidelines.
- (g) Opening of bank accounts on behalf of the Association and designating the signatories required;
- (h) Making or contracting for the making of repairs, additions and improvements to or alterations of the Common Area, in accordance with the other provisions of the Restrictions and these Bylaws after damage or destruction by fire or other casualty;
- (i) Enforcing by legal means the provisions of the Restrictions, these Bylaws and the rules and regulations and, if applicable, guidelines adopted by the Association and

bringing, or settling, any proceedings that may be instituted on behalf of or against the Owners concerning the Association.

- (j) Obtaining and carrying insurance against casualties and liabilities and paying the premium costs thereof;
- (k) Paying the cost of all services rendered to the Association or its Members and not chargeable directly to specific Owners;
- (l) Keeping books and records of the Association; and
- (m) Permitting utility suppliers to use portions of the Common Area reasonably necessary to the ongoing development or operation of the Properties.

Section 2. **Accounts and Reports.** The following management standards of performance will be followed unless the Board by resolution specifically determines otherwise:

- (a) Cash accounting, as defined by generally accepted accounting principles, shall be employed.
- (b) Accounting and controls should conform to generally accepted accounting principles.
- (c) Cash accounts of the Association shall not be commingled with any other accounts.
- (d) No remuneration shall be accepted by the managing agent from vendors, independent contractors, or others providing goods or services to the Association, whether in the form of commissions, finder's fees, service fees, prizes, gifts or anything otherwise of value.
- (e) Any financial or other interest that the managing agent may have in any firm providing goods or services to the Association shall be disclosed promptly to the Board of Directors.
- (f) Commencing at the end of each year, financial reports shall be prepared for the Association containing:
 - (i) An income statement reflecting all income and expense activity for the preceding period on a cash basis;
 - (ii) A statement reflecting all cash receipts and disbursements for the preceding period; and
 - (iii) A balance sheet as of the last day of the preceding period.
- (g) An annual report consisting of at least the following shall either be distributed to all Members or made available for inspection by any Member within 120 days after the close of the fiscal year: (1) a balance sheet; an operating (income) statement; and (3) a statement of changes in financial position for the fiscal year. Such information shall also be made on the Association's website. Such annual report shall be prepared on an audited or reviewed basis, as determined by the Board, by an independent public accountant.

Section 3. **Borrowing.** The Board of Directors shall have the power to borrow money for any purpose without the approval of the Members of the Association except as may otherwise be specified in the Articles of Incorporation or the Restrictions

Section 4. Conflicts of Interest. The objective of this section is to prevent a trustee who has an interest in a business, either by ownership or employment, from benefiting or having the appearance of benefiting himself and/or his employer at the expense of Walden property owners. In the circumstance of litigation wherein one of the trustees is either a litigant against or an owner or employee of a litigant against the Association, the objective of this Section is to prevent that individual from participating in discussions or votes pertinent to that matter. Because it is difficult to identify and set forth all potential conflict of interest circumstances that might arise in the future, it is also the objective that this section be interpreted liberally in favor of preventing conflicts or potential conflicts of interest. In order to fulfill these objectives:

a. No trustee shall participate in any vote regarding any business, transaction, deed restriction, Board of Trustees Policy, architectural control committee issue, existing contract or proposed contract that involves the trustee, his family, his employer, his principal or any company or entity in which the trustee has an ownership of ten percent (10%) or more. With regard to Association contracts, the trustee must strictly comply with Texas Property Code, Section 209.0052.

b. Each trustee shall make full disclosure to the Board of Trustees of each and every reasonable material to any business, transaction, deed restriction, Board of Trustees Policy, architectural control committee issue, existing contract, or proposed contract that involves the trustee, his family, his employer, his principal or any company or entity in which the trustee has an ownership of ten percent (10%) or more involving the Association or matter before the Board of Trustees.

c. Any such business, transaction deed restriction, architectural control committee issue, Board of Trustees Policy, existing contract, or proposed contract that involves the trustee, his family, his employer, his principal or any company or entity in which the trustee has ownership interest of ten percent (10%) or more shall be valid, if and only if; such matter is authorized or ratified in good faith by an affirmative vote of the disinterested trustees, even if the disinterested trustees are less than a quorum, after said disinterested trustees have been made aware of all material facts as to the interested trustee's relationship or interest.

d. This prohibition against voting shall not preclude any trustee from participating in discussion by the Board of Trustees of adoption of any business, transaction, deed restriction, architectural control committee issue, Board of Trustee Policy, existing or proposed contract unless said discussion shall include discussion of any potential, pending or existing legal action by that trustee, his family, his employer, his principal or any company or entity in which the trustee has ownership interest of ten percent (10%) or more – in which case the conflicted or potentially conflicted trustee shall neither participate nor be present for the discussion of the issue, and also shall not vote.

ARTICLE IV
Officers

- A. **Officers.** The officers of the Association shall be a President, Vice President, Secretary and Treasurer, which shall all be members of the Board. The Board of Directors may appoint such other officers as it shall deem desirable.
- B. **Election, Term of Office and Vacancies.** The offices of the Association shall be elected annually by the Board of Directors. A vacancy in any office arising because of death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired term.
- C. **Removal.** Any officer may be removed from their office (but not from the Board), with cause, by a majority vote of the remaining Board of Directors.
- D. **Powers and Duties.** The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time specifically be conferred or imposed by the Board of Directors. The President shall be the chief executive officer of the Association. The Treasurer shall have primary responsibility for the preparation of the budget as provided for in the Restrictions and may delegate all or part of the preparation and notification duties to a finance committee, management agent or both.

ARTICLE V
Committees

The Board of Directors is hereby authorized to establish (and dissolve) committees to perform such tasks and to serve for such periods as may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Each committee established by the Board of Directors shall operate in accordance with the terms of the resolution of the Board designating the committee and such rules as are adopted by the Board of Directors.

ARTICLE VI
Miscellaneous

- A. **Fiscal Year.** The fiscal year of the Association shall be the calendar year.
- B. **Conflicts.** If there are conflicts between the Articles of Incorporation, the Restrictions and/or these Bylaws, then the provisions of the Restrictions, the Certificate of Formation and Bylaws (in that order) shall prevail.
- C. **Amendments.** These Bylaws may be amended at any time at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy;

CERTIFICATION

I, the undersigned, am the duly elected and acting President and Secretary of **QUAIL GREEN WEST HOMEOWNERS ASSOCIATION, INC.**, a Texas non-profit corporation, and I do hereby certify:

That the within and foregoing Amended and Restated Bylaws were properly adopted as of the 3RD day of July, 2024, that same do now constitute the Bylaws of said corporation.

IN WITNESS WHEREOF, these Amended and Restated Bylaws of the Corporation are hereby certified by the Board of Directors of Quail Green West Homeowners Association, Inc. on this 3rd day of July, 2024, as the true and correct Amended and Restated Bylaws of the Corporation.

EXECUTED EFFECTIVE the 3 day of July, 2024.

ATTEST:

QUAIL GREEN WEST HOMEOWNERS ASSOCIATION, INC.

Sheila Snell-Ruth
Secretary

Manuel Cortez
President

Sheila Snell-Ruth
Print Name

MANUEL CORTEZ
Print Name