

FIRST AMENDED AND RESTATED BYLAWS OF THE
UNIVERSITY HILLS ASSOCIATION OF HOMEOWNERS

WHEREAS, on or about March 15, 2001 the “Bylaws of the University Hills Association of Homeowners” (the “Original Bylaws”) were adopted by the UNIVERSITY HILLS ASSOCIATION OF HOMEOWNERS (herein sometimes referred to as the “Association”); and

WHEREAS, on November 11, 2008, by a two-thirds vote of the members present, the membership of this Association thereafter amended the Original Bylaws at a duly-convened general membership meeting of the Association, pursuant to prior notice of the proposed amendment given to the members of the Association in accordance with the Original Bylaws.

NOW, THEREFORE, the Association hereby adopts and restates the complete “First Amended and Restated Bylaws of the University Hills Association of Homeowners, as follows, to wit:

ARTICLE I. - NAME

The name of this organization shall be the UNIVERSITY HILLS ASSOCIATION OF HOMEOWNERS.

ARTICLE II. - BOUNDARY

The geographical boundary of the UNIVERSITY HILLS ASSOCIATION OF HOMEOWNERS is the external perimeter of the enumerated lots reflected on the map attached as Exhibit "A" hereto and incorporated by reference for all purposes as if set forth herein in full.

ARTICLE III. - PURPOSE

Section 1. The UNIVERSITY HILLS ASSOCIATION OF HOMEOWNERS is an unincorporated association organized and created as a legal entity separate from its members under the Texas Uniform Unincorporated Nonprofit Association Act, consisting of members joined by mutual consent for the following common, nonprofit purpose.

Section 2. The purpose of the UNIVERSITY HILLS ASSOCIATION OF HOMEOWNERS shall be to form a positive coalition to support projects and programs which promote the common good and general welfare of all our members; to inform, educate, and provide an open forum for the free discussion of all issues which affect our neighborhood; to promote cooperative action to build a better neighborhood by reducing and preventing crimes; to develop a cleaner, safer, healthier neighborhood and improve the quality of life for its residents; to solve problems which exist or arise within our boundaries; to enable our members to work together to determine the needs of our neighborhood and fully utilize all available resources to respond to those needs; and to organize and provide events and activities for the recreation, fellowship, and common good of all of our members.

ARTICLE IV. - REGISTERED OFFICE AND AGENT

The President of the Association shall serve as the registered agent of the Association and, unless otherwise changed by resolution of the Board of Directors, the residence address of the President shall also be the registered office of the Association. The Board of Directors shall have the power to change the registered agent and registered office of the Association at any time, upon the making of the appropriate filing with the Secretary of State.

ARTICLE V. - MEMBERSHIP

Section 1. Membership in the Association shall be open to any person(s) owning or leasing a residence located on any lot, or owning a vacant lot, lying within the geographical boundary of the Association (its “members”); provided, however, that in any election with respect to any business coming before the Association there shall only be one vote per lot.

Section 2. Voting by proxy shall be permitted. Whenever any member of the Association ceases to own or lease a residence located on any lot lying within the geographical boundary of the Association, that person’s membership in the Association shall also be terminated and cease to exist.

Section 3. It shall be the responsibility of the Board of Directors to maintain a current membership list of the association which shall be open and available for inspection upon request. This list shall be comprised of persons who qualify for membership by having registered as members and paid the dues of the Association then in effect. The membership list is not to be used for business solicitation or any other business purpose by any of the members of the Association or by any other person.

Section 4. No mandatory dues or assessments shall ever be set or assessed by the Association upon those persons or entities residing or located within the geographical boundaries of the Association based solely on the fact that those persons or entities reside or are located within the boundary of the Association. Membership in the Association shall be solely on a voluntary basis. The Board of Directors may, however, from time-to-time establish or set annual dues or other assessments that shall be paid by the members of this Association as a condition of voluntary membership in the Association.

Section 5. All events and functions of the Association shall be open to all members of the Association who have qualified for membership in compliance with the provisions of this Article and to members of their families. The Board of Directors, in its sole discretion, may from time to time invite non-member residents of University Hills, and members of their families, to attend any event or function of the Association upon payment of any fees associated with that event or function, as set by the Board of Directors. The Board of Directors may, in its sole discretion, also elect to invite non-residents to participate in events and functions of the Association; provided, however, that nothing herein contained shall be construed as requiring the Board of Directors to do so.

ARTICLE VI. - MEETINGS OF THE MEMBERSHIP

Section 1. There shall be a general membership meeting of the Association at least once each year at which time the annual report of the officers and directors of the Association will be presented

and such other business will be conducted as proposed by the Board of Directors or presented from the floor. The election of new directors to fill any vacancies in the Board of Directors shall also be held at the general membership meeting in accordance with these Bylaws.

Section 2. A meeting of the general membership may be called at any time by any of the following:

- A. the President or acting President
- B. A majority of the Board of Directors
- C. A petition signed by no less than the number of members required for a quorum.

Section 3. Notice of any meeting of the general membership of the Association shall be given in accordance with procedures established by the Board of Directors of the Association so as to assure reasonable and sufficient notice and fairness to those concerned, including, without limitation, publication on the association's website. Notice shall state the place, date, and time of the meeting, a general description of the business to be conducted at the meeting, and, if a slate of members is being proposed for election as directors of the Association, the names and addresses of the members being proposed for election, provided, however, that nothing herein shall be construed as preventing members being nominated from the floor to serve as directors of the Association prior to the election of new directors at any general membership meeting.

Section 4. At any meeting of the general membership for which proper notice has been given, a quorum shall not be less than one more than twice the number of total voting members of the Board of Directors (Example: 12 voting board members X 2 + 1 = 25).

ARTICLE VII. - DIRECTORS

Section 1. The powers of the Association shall be exercised by, or under the authority of, and the business and affairs of the Association shall be managed by its Board of Directors. The Directors shall in all cases act as a board and may adopt such rules and regulations for the conduct of the general membership meeting of the Association and regular and special meetings of the Board of Directors of the Association as they may deem necessary and proper.

Section 2. The Board of Directors shall be composed of not less than three (3) nor more than twelve (12) elected members and the Immediate Past President of the Association, who shall continue to be a voting member of the Board of Directors. The elected members shall be elected by the membership at a general membership meeting of the Association.

Section 3. The elected directors of the Association shall be divided, as nearly even as is practicable, into three even groups, with each such group of directors being elected for a three-year term. The three-year terms of each of the three groups of directors shall be staggered so that the terms of one-third (1/3) of the members of the Board of Directors shall expire each year and, at each general membership meeting of the Association, new incoming directors shall be elected to the Board of Directors for new three-year terms to fill the vacancies created by the directors whose terms expire that year. A director whose term is expiring shall continue to hold office until said director's successor shall have been elected or appointed in accordance with these Bylaws.

Section 4. Regular and special meetings of the Board of Directors may be held with or without notice at such times and places as may be from time to time determined by the Board of Directors provided, however, that the Board of Directors shall meet at least four times each year. At any meeting of the Board of Directors, a simple majority of the Directors present shall constitute a quorum for the transaction of business and any act by the majority of those Directors present shall be the act of the Board of Directors.

Section 5. The President, directly or through the Secretary of the Association, may call a special meeting of the Board of Directors at any time. The President or Secretary of the Association shall call a special meeting of the Board of Directors whenever requested to do so by two (2) or more directors. Any such special meetings shall be held at the date and time and at the place specified in the notice of meeting.

Section 6. Subject to the provisions of Section 4 of this Article VI and without waiving any part thereof, if notice of any regular or special meeting of the Board of Directors is given it shall be given at least two (2) days prior thereto by written notice delivered personally or sent by mail, e-mail, or facsimile transmission to each director at that director's address on the records of the Association. If delivered by mail, such notice shall be deemed to be delivered when deposited in a sealed envelope into an official depository of the United States Postal Service, postage prepaid, addressed to each director at that director's address on the records of the Association. If written notice is given by e-mail or by facsimile transmission, any notice shall be deemed to be delivered when received by the intended recipient on the delivery date and time as reflected on such electronic transmission. Any director may waive notice of any meeting by written waiver signed by the director entitled to notice, whether before or after the time stated therein. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends for the specific purpose of objecting to the transaction of the business conducted at that meeting. Neither the business to be transacted at, or the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 7. Any action which may be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by a majority of the Board of Directors, or all the members of the committee, as the case may be, whether before or after the time stated therein. Such written consent shall have the same force and effect as if the action taken was the result of a majority vote of the Board of Directors at a regular or special meeting duly called for that purpose. Any written consent transmitted to the President or Secretary of the Association by telegram, telex, e-mail or other electronic transmission, or a photographic, photostatic, facsimile, or similar reproduction thereof, if dated and signed by the director so consenting, or if the date of the transmission and the identity of director sending such transmission is clearly reflected in the transmission itself, shall constitute the signed, written consent of that director, whether the written consent is dated before or after the time stated therein.

Section 8. No contract shall be entered into in the name of the Association except as recommended by the Board and approved by the majority of those present of the Board of Directors at a regular meeting of the Board or a special meeting called for that purpose unless waiver of notice or written consent in lieu of a meeting of the Board of Directors has been made in accordance with the provisions of these Bylaws. The Board of Directors may authorize any officer or officers, agent

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

Section 9. The Board of Directors, by a resolution adopted by a majority of directors present in person or by proxy at a meeting at any regular or special meeting at which a quorum is present, may designate or appoint one or more committees, consisting of any member of the association appointed to any such committee by the board, to perform any action or exercise any authority designated by the Board of Directors in the resolution appointing said committee. Vacancies in any committee may be filled by appointments made in the same manner as the original appointments.

Section 10. Any or all members of the Board of Directors may be removed, with or without cause, by a vote of two-thirds (2/3) of the duly elected board of directors of the Association. A director may resign by providing written notice of such resignation to the Association. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in the notice. Acceptance of the resignation shall not be required to make the resignation effective.

Section 11. In the event that a vacancy occurs in the Board of Directors, such vacancy shall be filled by a majority vote of the Directors to serve for the remainder of the term of the vacated director.

Section 12. No member of the Board of Directors of the Association shall receive any form of compensation from any source in connection with the discharge of his/her duty as a director.

ARTICLE VIII - OFFICERS

Section 1. Each year, at the first meeting of the Board of Directors following the general membership meeting of the Association, the Board of Directors shall elect from its membership the following officers of the Association to serve until new officers are elected by the Board of Directors in the manner set forth herein:

- A. President
- B. One or more Vice Presidents
- C. Secretary
- D. Treasurer

Section 2. The Immediate Past President shall also serve in an advisory capacity to the elected officers of the Association in addition to being a voting member of the Board of Directors.

Section 3. New offices may be created and filled at any meeting of the Board of Directors. Officers shall serve the term for which they are elected or until replaced. The Board of Directors may combine two or more officers' positions for convenience and ease of operations or may designate other officers as it deems necessary and appropriate except that the same person may not perform the functions of both President, Secretary, and Treasurer.

Section 4. Any or all of the elected Officers of the association may be removed by a majority vote of the Board of Directors whenever in their judgment the best interests of the Association will

be served thereby. An elected officer may resign by providing written notice of such resignation to the Board of Directors. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in the notice. Acceptance of the resignation shall not be required to make the resignation effective.

Section 5. In the event that a vacancy occurs in any of the elected offices of the Association, such vacancy shall be filled by a majority vote of the Directors to serve for the remainder of the term of the vacated officer.

Section 6. The duties of the elected officers of the Association are as follows:

- A. President. The President shall be the chief executive officer of the Association and shall manage the day-to-day affairs of the Association. The President shall also preside at general membership meetings of the Association and meetings of its Board of Directors.
- B. Vice President. The Vice President(s) shall act as aide(s) to the President and shall preside at meetings in the absence of the President in the order of their hierarchy. The Vice President(s) shall also fulfill the duties of the office of the President of the Association whenever the President is unable to do so.
- C. Secretary. The Secretary shall maintain accurate minutes of meetings of the general membership and meetings of the Board of Directors. The Secretary shall be the custodian of all official records of the Association. The same person may serve as both Secretary and Treasurer of the Association.
- D. Treasurer. The Treasurer shall have custody of all funds and shall keep a full and accurate account of all receipts, disbursements, and expenditures of the Association. The Treasurer shall present a financial report at each general membership meeting of the Association and meetings of its Board of Directors. The Board of Directors may combine the offices of Secretary and Treasurer of the Association into one office if it deems necessary to do so.

Section 7. No officer of the Association shall receive any form of compensation from any source in connection with the discharge of his/her duty as an officer.

ARTICLE IX - INDEMNIFICATION AND INSURANCE

Section 1. The Association shall have the full power to indemnify and advance or reimburse expenses to any director, officer, or to any other person entitled thereto in the opinion of the Board of Directors of the Association by a majority vote of the directors at any meeting at which a quorum is present pursuant to the Bylaws.

Section 2. The Association may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, or agent of the Association or who is or was serving at the request of the Board of Directors of the Association as a director, officer,

agent, or similar functionary of the Association against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Association would have the power to indemnify him or her against that liability. Without limiting the power of the Association to procure or maintain any kind of insurance or other arrangement, the Association may, for the benefit of persons indemnified by the Association, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Association, if any; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Association or with any insurer or other person deemed appropriate by the Board of Directors. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE X. - MISCELLANEOUS

Section 1. Any proceedings of meetings of the Association and its Board of Directors may be conducted informally; provided, however, the President of the Association or other officer presiding over any meeting of the Association or Board of Directors in the absence of the President may, in that presiding officer's sole discretion, conduct that meeting according to generally accepted practices of Roberts Rules of Order or parliamentary procedure, if said presiding officer deems it appropriate at the time to do so .

Section 2. The resolution of any internal dispute or any grievance against the Association or its Board of Directors, brought by any member of the Association, including any director of the Association, may be referred to a mediation committee comprised of three persons appointed from the general membership of the Association by the President of the Association or, if the President is directly involved in the dispute, the Board of Directors of the Association.

Section 3. Subject to the provisions of these Bylaws for notice of meetings, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) a majority of members entitled to participate in the meeting consent to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 4. The Board of Directors may create and appoint standing or temporary committees made up of members of the Association who are not members of the Board of Directors, with such authority and responsibilities as it deems necessary for the accomplishment of the purposes of the

Association. Chairpersons of any such standing or temporary committees shall be also appointed by the Board of Directors and shall report directly to the Board of Directors.

Section 5. All checks, drafts or other instruments for payment of money or notes of the Association shall be signed by such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors.

Section 6. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

Section 8. The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors, committees, and membership meetings, and shall keep at the registered office or principal office of the Association in this State a record of the names and addresses of its members entitled to vote. Any member of the Association, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Association relevant to that purpose, at the expense of the member.

Section 9. The Association shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Association, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Association shall be kept at the registered office or principal office of the Association in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Association may charge for the reasonable expense of preparing a copy of a record or report.

Section 10. The fiscal year of the Association shall be as determined by the Board of Directors.

ARTICLE XI – CONSTRUCTION

Section 1. All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.

Section 2. These Bylaws shall be construed and interpreted according to the Laws of the State of Texas.

Section 3. If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of

any such provision shall not be affected thereby.

ARTICLE XII. - AMENDMENT OF BYLAWS

The members of the Association may amend or repeal these Bylaws or adopt new Bylaws at any general membership meeting or at any special meeting of the members of the association called for that purpose.

ARTICLE XIII. - DISSOLUTION

This Association may be dissolved by the same procedure as that provided for amending the bylaws. All debts of the Association must be paid and provisions made for the responsible disposition of any assets.

These amended and restated bylaws adopted by the Board of Directors this _____ day of _____, 2009.

President

Secretary