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December 19, 2019

Board of Directors
Briar Grove Homeowners Association, Inc.
Investment Management Company
3200 West Davis, Suite 190
Conroe, Texas 77304

RE: *Corporate Matters*

Dear Board of Directors:

Enclosed please find originals of the following instruments:

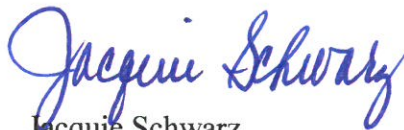
- **BYLAWS**, recorded on 12/10/2019 under Clerk's File No. 2019-114562, Official Public Records, Montgomery County, Texas

Please place the instrument in the Association's permanent file; we have retained a copy of the instrument for our records.

Thank you for your attention to this matter.

Sincerely yours,

THE FOWLER LAW FIRM



Jacquie Schwarz
Legal Assistant

:jks

Enclosure(s): As stated

CORPORATE CERTIFICATE
BRIAR GROVE HOMEOWNERS ASSOCIATION, INC.

The undersigned certifies that he is the Attorney for Briar Grove Homeowners Association, Inc. (the "Association"). The Association is the property owners' association for Briar Grove Section One and Briar Grove Section Two, subdivisions in Montgomery County, Texas, according to the maps or plats thereof recorded in the Map Records of Montgomery County, Texas (collectively the "Subdivision").

The Association is a Texas nonprofit corporation, and attached to this certificate is a true and correct copy of the Association's **BYLAWS**.

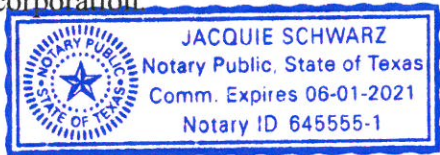
Signed this 9th day of December, 2019.

**BRIAR GROVE HOMEOWNERS ASSOCIATION,
INC.**

Bryan P. Fowler
BRYAN P. FOWLER, Attorney

STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

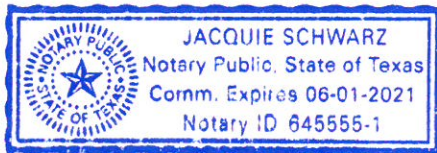
SWORN TO AND SUBSCRIBED BEFORE ME on the 9th day of December, 2019, by **BRYAN P. FOWLER**, Attorney for **BRIAR GROVE HOMEOWNERS ASSOCIATION, INC.**, a Texas nonprofit corporation.



Jacquie Schwarz
Notary Public - State of Texas

THE STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

This instrument was acknowledged before me on the 9th day of December, 2019, by **BRYAN P. FOWLER**, Attorney for **BRIAR GROVE HOMEOWNERS ASSOCIATION, INC.**, a Texas nonprofit corporation, on behalf of said corporation.



Jacquie Schwarz
Notary Public - State of Texas

AFTER RECORDING RETURN TO:

BRYAN P. FOWLER
✓ **The Fowler Law Firm**
300 West Davis, Suite 510
Conroe, Texas 77301

**BYLAWS OF
BRIAR GROVE HOMEOWNER'S ASSOCIATION, INC.**

These Bylaws (referred to as the "Bylaws") govern the affairs of Briar Grove Homeowner's Association, Inc., a nonprofit corporation (referred to as the "Corporation") organized under the Texas Non Profit Corporation Act (referred to as the "Act").

**ARTICLE I
OFFICES**

Principal Office

1.01. The principal office of the Corporation in the State of Texas shall be located at 3500 W. Davis, Suite 190, Conroe, Texas 77304. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

Registered Office and Registered Agent

1.02. The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office shall be located in Tarrant or a contiguous county. The Board of Directors may change the registered office and the registered agent as provided in the Act

**ARTICLE 2
CLASSES OF MEMBERS**

2.01. The members of the Corporation shall consist of all lot owners in Briar Grove, Section One, Conroe, Texas, and such other Sections of the Briar Grove Subdivision as are added.

2.02. The Corporation shall have three (3) classes of members. Class A members shall be all those lot owners other than the Declarant and builder lot owners as discussed in the Declaration of Covenants and Restrictions For Briar Grove, filed in County Clerk File #2005-125173; Volume 95310, Page 1064, on November 5, 2005, Montgomery County, Texas (referred to as the "Declaration"), who own a lot in the Briar Grove or other property subjected to the Declaration. Class A members shall be entitled to vote on all matters put before the membership. Class B members shall be the builder lot owners engaged in the process of constructing a residential dwelling for sale to consumers. Class B members may not vote. Class C member is Declarant. The Class C member shall be entitled to ten (10) votes for each Lot which it owns and for each Lot owned by Class B members.

Conversion of Membership

2.03. Class B membership may cease and be converted to Class A membership (i) when the total number of votes outstanding in the Class A membership equals or exceeds the total number of votes outstanding in the Class C membership; or (ii) on the tenth (10m) anniversary of the Declaration, whichever occurs first in time.

ARTICLE 3 ASSESSMENTS

Annual Assessment

3.01. The Board of Directors may set and charge annual assessments for the purpose of promoting the recreation, health, safety, enjoyment and welfare of the members in the properties and in particular, with the improvement and maintenance of the Common Properties as such term is defined by the Declaration.

The initial annual assessment for any lot shall not exceed Three Hundred and No/100 Dollars (\$300.00) per year;

- (a) From and after January 1, 2008, the maximum annual assessment may be increased each year not more than ten percent (10%) above the maximum assessment for the previous year without a vote of the membership.
- (b) The Board of Directors may set the annual assessment at an amount less than or equal to the maximum. Annual assessments shall be due and payable on a date set by the Board of Directors. Non-payment of the annual assessment will result in an initial late fee of \$50.00 assessed against the owner's account, and the penalty for continued non-payment thereafter will result in the owner's account incurring a charge of eighteen percent (18.0%) interest on the balance due.

Special Assessment

3.02. Upon vote of the members of the Corporation, the Corporation may levy in addition to the annual assessments, a special assessment in any calendar year applicable to that year only for the purpose of defraying in whole or in part the cost of construction, reconstruction, repair or replacement of a capital improvement upon the Common Properties, including necessary fixtures and personal property related thereto.

ARTICLE 4 MEMBERSHIP RIGHTS

Voting

4.01. Class A members shall be entitled to one (1) vote for each lot owned. The Class C member shall be entitled to ten (10) votes for each lot which it owns and for each Lot owned by all Class B members.

When more than one (1) person holds a membership interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such lot. If more than one lot owner attempts to cast a vote on a matter, none of the votes of that lot shall be counted.

Sanction, Suspension, or Termination of Members

4.02. The Board of Directors may suspend a member and all occupants of the member's residence from use of the Common Properties, other than the streets, in the event a member fails to pay any assessment levied pursuant to the powers herein and such failure continues thirty (30) days after written notice from the Board of Directors to the member in default, or for repeated violations by a member or occupant of members residence of safety rules promulgated by the board in connection with use, ownership or enjoyment of Common Property.

Transfer of Membership

4.03. Membership in the Corporation automatically transfers upon the recordation of a deed conveying ownership of any lot.

Waiver of Interest in Corporation Property

4.04. All real and personal property, including all improvements located on the property, acquired by the Corporation shall be owned by the Corporation. A member shall have no interest in specific property of the Corporation. Each member hereby expressly waives the right to require partition of all or part of the Corporation's property.

Methods of Voting

4.05. The voting rights of a Member may be cast or given:

- (1) in person or by proxy at a meeting of the Association;
- (2) by absentee ballot; or
- (3) by electronic ballot by electronic mail or facsimile.

Absentee ballots may not be counted, even if properly delivered, if the Member attends any meeting to vote in person so that any vote cast at a meeting by the Member supersedes any vote submitted by absentee or electronic ballot previously submitted for that proposal. Absentee or electronic ballots may not be counted on the final vote of a proposal if the motion was amended at a meeting of the Members to be different from the exact language on the absentee or electronic ballot. Any solicitation for votes by absentee ballot by the Association must include an absentee ballot that contains each proposed action and provides an opportunity to vote for or against the proposed action, instructions for delivery of the completed absentee ballot, including the delivery location, all of which are required by Section 209.00592 of the Texas Property Code.

Quorum

4.06. In the absence of a quorum at a meeting of Members, the meeting may be nevertheless convened for the sole purpose of conducting Director elections. The quorum required for election of Directors at such convened meeting shall be the number of votes cast in person, by proxy, by absentee ballot, or electronic ballot.

Recount Procedures

4.07. A Member may, not later than the fifteenth (15th) day after the date of a meeting at which an election was held, require a recount of votes in accordance with Section 209.0057 of the Texas Property Code.

Election Vote Tabulators

4.08. A person who is a candidate in an Association election or who is otherwise the subject of an Association vote, or a person related to that person within the third degree of consanguinity or affinity, as determined under Chapter 573 of the Texas Government Code, may not tabulate or otherwise be given access to the ballots cast in the election or vote.

ARTICLE 5 MEETINGS OF MEMBERS

Annual Meeting

5.01. The Board of Directors shall hold an annual meeting of the members at a time that the Board of Directors designates at a location designated by the Board. At the annual meeting, the members shall elect directors and transact any other business that may come before the meeting. If, in any year, the election of Directors is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board of Directors shall call a special meeting of the members as soon thereafter as possible to conduct the election of Directors.

Special Meetings

5.02. Special meetings of the members may be called by the president, the Board of Directors, or not less than fifteen percent (15%) of the voting members.

Place of Meeting

5.03. The Board of Directors may designate any place, in Montgomery or a contiguous county, as the place of meeting for any annual meeting or for any special meeting of members called by the Board of Directors. If the Board of Directors does not designate the place of meeting, the meeting shall be held at the registered office of the Corporation in Texas.

Notice of Meetings

5.04. Written or printed notice of any meeting of members, including the annual meeting, shall be delivered to each member entitled to vote at the meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting. If the Corporation has more than one thousand (1,000) members at the time the meeting is scheduled or called, notice may be given by publication in any newspaper of general circulation in Conroe, Texas. The notice shall state the place, day, and time of the meeting, who called the meeting, and the general purpose or purposes for which the meeting is called. Notice shall be given by or at the direction of the President or Secretary of the Corporation, or the officers or persons calling the meeting.

If all of the members meet and consent to the holding of a meeting, any corporate action may be taken at the meeting regardless of a lack of proper notice.

Quorum

5.05. The members holding ten percent (10%) of the votes that may be cast at a meeting who attend the meeting in person or by proxy shall constitute a quorum at that meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the members present may adjourn and reconvene the meeting one time without further notice.

Actions of Membership

5.06. The membership shall try be act by consensus. However, the majority of the votes of members in good standing, present and entitled to vote at a meeting at which a quorum is present shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law or the Bylaws or the Declaration. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the notice of the meeting. Voting shall be by ballot or voice, except that any election of Directors shall be by ballot if demanded by any voting member at the meeting before the voting begins.

Proxies

5.07. A member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Voting by Mail

5.08. The Board of Directors may authorize members to vote by mail on the election of Directors and officers or on any other matter that may be voted on by the members.

Action by Written Consent

5.09. Action may be taken by use of signed written consents by the number of members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent Signed by less than all of the members necessary is not effective to take the intended action unless consents signed by the required number of persons, are delivered to the Corporation within sixty days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, or principal place of business. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, or photographic facsimile, e-mail or similar reproduction of a signed writing is to be regarded as being signed by the member.

ARTICLE 6 BOARD OF DIRECTORS

Management of the Corporation

6.01. The affairs of the Corporation shall be managed by the Board of Directors.

Number, Qualifications, and Tenure of Directors

6.02. The number of Directors shall be five (5). Directors shall be residents of Texas. Directors need not be members of the Corporation. Each Director shall serve for a term of one (1) year.

Nomination of Directors

6.03. At any meeting at which the election of a director occurs, a voting member in good standing may nominate a person with the second of any other voting member in good standing. In addition to nominations made at meetings, a nominating committee shall consider possible nominees and make nominations for each election of directors. The secretary shall include the names nominated by the nomination committee, and any report of the committee, with the notice of the meeting at which the election of Directors will be held. At least ten (10) days before the Association disseminates absentee ballots to Association members for the purpose of voting in a board member election, the Association must provide notice to the Association members soliciting candidates interested in running for a position on the board. The notice must contain instructions for an eligible candidate to notify the Association of the candidate's request to be placed on the ballot and the deadline to submit the candidate's request. The notice must also state (a) the number of positions available on the board that will be filled at the upcoming election; (b) the phone number, fax number, email address and/or physical address at which the member may notify the Association that he or she wishes to have his or her name placed on the ballot for the election; and (c) any other information necessary to inform the members how to have their name listed on the ballot for the election. The deadline may not be earlier than the 10th day after the date the Association provides the notice required herein. The Association shall include on each absentee ballot for a board member election the name of each eligible candidate from whom the Association received a request to be placed on the ballot.

6.04. A person who meets any qualification requirements to be a director and who has been duly nominated may be elected as a director. Directors shall be elected by the vote of the membership of the Corporation. In electing directors, members shall not be permitted to cumulate their votes by giving one candidate as many votes as the number of Directors to be

elected or by distributing the same number of votes among any number of candidates. Each Director shall hold office until a successor is elected and qualified. A Director may be elected to succeed himself or herself as Director. Members with a felony conviction or a conviction for a crime involving moral turpitude, within twenty (20) years before the date of election, are not eligible to serve.

Vacancies

6.05. Any vacancy occurring in the Board of Directors, and any director position to be filled due to an increase in the number of directors, shall be filled by the Board of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining Directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Annual Meeting

6.06. The annual meeting of the members may be held without notice provided it is held pursuant to Article 5.01. The annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members.

Regular Meetings

6.07. The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and shall be held at the Corporation's registered office in Texas if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time and place of the meetings.

Special Meetings

6.08. Special meetings of the Board of Directors may be called by or at the request of the President or any Director. A person or persons authorized to call special meetings of the Board of Directors may designate any place within Montgomery County or contiguous counties as the place for holding a special meeting. The person or persons calling a special meeting shall notify the secretary of the information required to be included in the notice of the meeting. The secretary shall give notice to the directors as required in the Bylaws.

Notice

6.09. Written or printed notice of any special meeting of the Board of Directors shall be delivered to each director not less than three (3) nor more than thirty (30) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

Quorum

6.10. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business

even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

Duties of Directors

6.11. Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official, capacity as Directors of this Corporation, Directors shall act in good faith and take actions they reasonably believe to be in the best interest of the Corporation, and that are not unlawful. In all other instances, the Board of Directors shall not take any action that they should reasonably believe would be opposed to the Corporation's best interests or would be unlawful. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial statements and/or legal opinions provided by an accountant or attorney retained by the Corporation.

Actions of Board of Directors

6.12. The Board of Directors shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors, unless the act of a greater number is required by law or the Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose, of determining the decision of the Board of Directors. For the purpose of determining the decision of the Board of Directors, a Director who is represented by proxy in a vote is considered present

Proxies

6.13. A Director may vote by proxy executed in writing by the Director. No proxy shall be valid after three (3) months from the date of its execution.

Action By Written Consent

6.14. Any action of the Board of Directors may be taken without a meeting provided consent to the action is signed by all of the Board Directors.

Compensation

6.15. Directors shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to directors of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the Board of Directors. A Director may serve the Corporation in any other capacity and receive compensation for those services.

Removal of Directors

6.16. The Board of Directors may vote to remove a Director at any time, with or without good cause. A meeting to consider the removal of a Director may be called and noticed following the procedures provided in the Bylaws. The notice of the meeting shall state that the

issue of possible removal of the Director will be on the agenda. The Director shall have the right to present evidence at the meeting as to why he or she should not be removed, and the Director shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Corporation shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the Director. A Director may be removed by the affirmative vote of a majority of the Board of Directors.

Election by Class C Members

6.17. Notwithstanding the foregoing, as long as the Class C members exist, all Directors shall be elected solely by the Class C members.

Open Board Meetings

6.18. Regular and special Board meetings shall be open to Members, subject to the right of the Board to adjourn a meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the property Association's attorney, matters involving the invasion of privacy of individual owners, or matters that are to remain confidential by request of the affected parties and agreement of the Board. Following any executive session, any decision made in the executive session shall be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual owners, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary shall include a general explanation of any expenditures approved in executive session.

Meetings with Notice to Members

6.19. Members shall be given notice of the date, hour, place, and general subject of a regular or special meeting of the Board, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be (a) mailed to each member not later than the tenth (10th) day or earlier than the sixtieth (60th) day before the date of the meeting; or (b) provided at least seventy-two (72) hours before the start of the meeting by (i) posting the notice in a conspicuous manner reasonably designed to provide notice to the members in a place located on the Association's common property, or on conspicuously located private property within the subdivision, or (ii) by posting the notice on an Internet website maintained by the Association; and (iii) by sending the notice by e-mail to each owner who has registered an e-mail address with the Association.

A Board meeting may be held by electronic or telephonic means provided that (1) a Board Member may hear and be heard by every other Board Member, (2) except for any portion of the meeting conducted in executive session, (a) that all owners in attendance at the meeting may hear all Board Members, and (b) Owners are allowed to listen using any electronic or telephonic communication methods used or expected to be used by the Board Member to participate, and (3) notice of meeting includes instructions for owners to access any communication method required to be assessable hereunder.

Meetings without Notice to Members

6.20. A Board may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to owners as required herein, if each board member is given a reasonable opportunity to express the Board Member's opinion to all other Board Members and to vote. Any action taken without notice to the members must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes at the next regular or special meeting of the Board. The Board may not, unless done in an open Board meeting for which prior notice was given to owners as required herein, consider or vote on fines; damage assessments; initiation of foreclosure actions; initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety; increases in assessments; levying of special assessments; appeals from a denial of architectural control approval; or the suspension of a right of a particular member before the member has an opportunity to attend a Board meeting to present the member's position, including any defense on the issue, lending or borrowing, the adoption of an amendment to any dedicatory instruments, the approval of an annual budget or the approval of an amendment to an annual budget which raises the budget by more than 10%, sale of purchase of real property, the filling of a vacancy on the board, the construction of capital improvements other than the repair, replacement, or enhancement of existing capital improvements, or the election of an officer.

ARTICLE 7 OFFICES

Officer Positions

7.01. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Any two or more offices may be held by the same person, except the offices of president and secretary.

Election and Term of Office

7.02. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.

Removal

7.03. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without good cause. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

Vacancies

7.04. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term.

President

7.05. The President shall be the chief executive officer of the Corporation. The President shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed. However, the President may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, the Bylaws, or statute. The President shall perform other duties prescribed by the Board of Directors and all duties incident to the office of President.

Vice President

7.06. When the President is absent, is unable to act, or refuses to act, a Vice President shall perform the duties of the President. When a Vice President acts in place of the President, the Vice President shall have all the powers of, and be subject to, all the restrictions upon the President. If there is more than one Vice President, the Vice Presidents shall act in place of the President in the order of the votes received when elected. A Vice President shall perform other duties as assigned by the President or Board of Directors.

Treasurer

7.07. The Treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the Corporation.
- (b) Receive and give receipts for moneys due and payable to the Corporation from any source.
- (c) Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors or President
- (d) Write checks and disburse funds to discharge obligations of the Corporation. Funds may not be drawn from the Corporation or its accounts for amounts greater than Twelve Hundred and No/100 Dollars (\$1,200.00) without the signature of the President or a Vice President, in addition to the signature of the Treasurer.
- (e) Maintain the financial books and records of the Corporation.
- (f) Prepare financial reports at least annually.

- (g) Perform other duties as assigned by the President or by the Board of Directors.
- (h) If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors.
- (i) Perform all duties incident to the office of Treasurer.

Secretary

7.08. The Secretary shall:

- (a) Give all notices as provided in the Bylaws or as required by law.
- (b) Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records and of the seal of the Corporation, if applicable.
- (d) Affix the seal of the Corporation to all documents as authorized.
- (e) Keep a register of the mailing address of each Director, officer, and employee of the Corporation.
- (f) Perform duties as assigned by the President or by the Board of Directors.
- (g) Perform all duties incident to the office of Secretary.

ARTICLE 8 COMMITTEES

Establishment of Committees

8.01. The Board of Directors may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include one officer and may include persons who are not Directors. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of Directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the President its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Directors to:

- (a) Amend the Articles of Incorporation.
- (b) Adopt a plan of merger or a plan of consolidation with another corporation.

- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation.
- (d) Authorize the voluntary dissolution of the Corporation.
- (e) Revoke proceedings for the voluntary dissolution of the corporation.
- (f) Adopt a plan for the distribution of the assets of the corporation.
- (g) Amend, alter, or repeal the Bylaws.
- (h) Elect, appoint, or remove a member of a committee or a Director or officer of the Corporation.
- (i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 9.04, below.
- (j) Take any action outside the scope of authority delegated to it by the Board of Directors.
- (k) Take final action on a matter that requires the approval of the members.

Architectural Control Committee

8.02. An Architectural Control Committee has been established by the Declaration and shall function according to said Declaration and these Bylaws.

Term of Office

8.03. Each member of a committee shall continue to serve on the committee until the next annual meeting of the members of the Corporation and until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the un-expired portion of the terminated committee member's term.

Chair and Vice-Chair

8.04. One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be appointed by the Board of Directors. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

Notice of Meetings

8.05. Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than three (3) nor more than thirty (30) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called. The meeting shall be held in Montgomery County, or a contiguous county.

Quorum

8.06. One half ($\frac{1}{2}$) of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

Actions of Committees

8.07. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

Proxies

8.08. A committee member may vote by proxy executed in writing by the committee member. No proxy shall be valid after eleven (11) months from the date of its execution.

Compensation

8.09. Committee members shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to committee members of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the committee. A committee member may serve the corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member shall be commensurate with the services performed and shall be reasonable in amount.

Rules

8.10. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

**ARTICLE 9
TRANSACTIONS OF THE CORPORATION**

Contracts

9.01. The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Association Contracts

9.02. The Association may enter into an enforceable contract with a current Association Board Member, a person related to a current Association Board Member within the third degree by consanguinity or affinity, as determined under Chapter 573, Government Code, a company in which a current Association Board Member has a financial interest in at least fifty-one percent (51%) of profits, or a company in which a person related to a current Association member within the third degree by consanguinity or affinity, as determined under Chapter 573, Government Code, has a financial interest in at least fifty-one percent (51%) of profits, if the following conditions are satisfied:

(a) the Board Member, relative, or company bids on the proposed contract and the Association has received at least two other bids for the contract from persons not associated with the Board Member, relative, or company, if reasonably available in the community; and

(b) the Board Member:

- (1) is not given access to the other bids;
- (2) does not participate in any board discussion regarding the contract; and
- (3) does not vote on the award of the contract.

Deposits

9.03. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

Gifts

9.04. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws, the articles of incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

Potential Conflicts of Interest

9.04. The Corporation shall not make any loan to a Director, officer or member of the Corporation.

A member, Director, officer, or committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by the Bylaws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The corporation shall not borrow money from or otherwise transact business with a member, director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a member, director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors.

Prohibited Acts

9.05. As long as the Corporation is in existence, and except with the prior approval of the Board of Directors, no director, officer, or committee member of the Corporation shall:

- (a) Do any act in violation of the Bylaws or a binding obligation of the corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill.
- (g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- (h) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 10 BOOKS AND RECORDS

Required Books and Records

10.1. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the Articles of Incorporation, and any Articles of Amendment, Restated Articles, Articles of Merger, Articles of Consolidation and Statement of Change of Registered Office or Registered Agent.
- (b) A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
- (c) Minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors.
- (d) A list of the names and addresses of the members, Directors, officers, and any committee members of the Corporation.
- (e) A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the most recent fiscal year.
- (f) A financial statement showing the income and expenses of the Corporation for the most recent fiscal year.
- (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- (h) The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three most recent tax years.

Inspection and Copying

10.2. Any member, Director, officer, or committee member of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Corporation's books and records may do so at a reasonable time no later than seven (7) working days after the Corporation's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Corporation's books and records by members. The Corporation shall provide requested copies of books or records no later than seven (7) working days after the Corporation's receipt of a proper written request in accordance with the Association's Records Production Policy.

Audits

10.3. Any member shall have the right to have an audit conducted of the Corporation's books. The member requesting the audit shall bear the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct the audit. A member may not exercise these rights to compel audits so as to subject the Corporation to an audit more than once in any fiscal year.

Annual Accountant's Review

10.04 The Corporation shall have an annual review of the Corporation's books conducted by an accounting firm elected by the Board of Directors. The cost of the annual review shall be a corporation expense.

ARTICLE 11 FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day in December in each year.

ARTICLE 12 INDEMNIFICATION

When Indemnification is Required, Permitted, and Prohibited

12.01.

- (a) The Corporation shall indemnify a Director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the request of the Corporation as a Director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.
- (b) The termination of a proceeding by judgment order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.
- (c) The Corporation shall pay or reimburse expenses incurred by a Director, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

- (d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a Director, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 12.01(a), above.
- (e) Before the final disposition of a proceeding, the corporation may pay indemnification expenses permitted by the Bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.
- (f) If the Corporation may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Procedures Relating to Indemnification Payments

12.02.

- (a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 12.02(c), below. The Corporation may make these determinations and decisions by any one of the following procedures:
 - (i) Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
 - (ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding.
 - (iii) Determination by special legal counsel selected by the Board of Directors by vote as provided in paragraph 12.02(a)(i) or 12.02(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.
 - (iv) Majority vote of members, excluding Directors who are named defendants or respondents in the proceeding.

- (b) The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 12.02(a)(11) above, governing the selection of special legal counsel. A provision contained in the Articles of Incorporation, the Bylaws or a resolution of members or the Board of Directors that requires the indemnification permitted by paragraph 12.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- (c) The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 12.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.
- (d) Any indemnification or advance of expenses shall be reported in writing to the members of the Corporation. The report shall be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of consent to action without a meeting. In any case, the report shall be sent within the 12-month period immediately following the date of the indemnification or advance.

ARTICLE 13 NOTICES

Notice by Mail or Telegram

13.01. Any notice required or permitted by the Bylaws to be given to a member, Director, officer, or member of a committee of the Corporation may be given by mail or telegram. If mailed, a notice shall be deemed to be delivered two (2) days after deposited in the United States mail, addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. If given by telegram, a notice shall be deemed to be delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on the records of the Corporation. A person may change his or her address by giving written notice to the Secretary of the Corporation.

Signed Waiver of Notice

13.02. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

Waiver of Notice by Attendance

13.03. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting, unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 14 SPECIAL PROCEDURES CONCERNING MEETINGS

Meeting by Telephone

14.01. The Board of Directors, and any committee of the Corporation, may hold a meeting by telephone conference call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone, as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

Decision Without Meeting

14.02. Any decision required or permitted to be made at a meeting of the Board of Directors, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in the Corporation minute book and kept with the Corporation's records.

Voting by Proxy

14.03. A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the officer presiding at the meeting before the business of the meeting begins. The Secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the Secretary or other designated officer shall remain in force and effect until the first of the following occurs:

- (a) An instrument revoking the proxy is delivered to the Secretary or other designated officer.
- (b) The proxy authority expires under the terms of the proxy.

- (c) The proxy authority expires under the terms of the Bylaws.

ARTICLE 15 AMENDMENTS TO Bylaws

The Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Board of Directors. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted, shall include the text of the proposed Bylaw provisions, as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE 16 MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

16.01. The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

16.02. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision, and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Headings

16.03. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

Gender

16.04. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Seal

16.05. The Board of Directors may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words "BRIAR GROVE HOMEOWNER'S ASSOCIATION, INC.," the word "Texas" in one circle and the word "Incorporated" together with the date of incorporation of the Corporation in the other circle.

Power of Attorney

16.06. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Corporation to be kept with the Corporation records.

Parties Bound

16.07. The Bylaws shall be binding upon and inure to the benefit of the members, Directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns, except as otherwise provided in the Bylaws.


16.08. In the event of a conflict between these Bylaws and the Declaration, the Declaration shall take precedence.

DATED this the 25 day of September, 2019.

BRIAR GROVE HOMEOWNER'S ASSOCIATION, INC.



President



Director

Director

CERTIFICATE OF Secretary

I certify that I am the duly elected and acting Secretary of BRIAR GROVE HOMEOWNER'S ASSOCIATION, INC., and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted at a meeting of the Board of Directors on the 25th day of September, 2019.

9-25-2019
Date

Faye May
Secretary

FILED FOR RECORD
12/10/2019 12:02PM



COUNTY CLERK
MONTGOMERY COUNTY, TEXAS

STATE OF TEXAS,
COUNTY OF MONTGOMERY

I hereby certify that this instrument was filed in the file number
sequence on the date and time stamped herein
by me and was duly RECORDED in the Official Public
Records of Montgomery County, Texas.

12/10/2019



County Clerk
Montgomery County, Texas