

BYLAWS OF
MEADOWBROOK ESTATES PROPERTY OWNERS ASSOCIATION, INC.
A NONPROFIT CORPORATION

ARTICLE 1
OFFICES

Principal Office

P.O. Box 840, Lytle, Tx. 78052

1.01. The principal office of the corporation in the State of Texas shall be located at ~~8620 North New Braunfels, Suite 541, San Antonio,~~ in ~~Bexar~~ *ATASCOSA* County, Texas. The corporation may have such other offices within the State of Texas as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Registered Office and Registered Agent

1.02. The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2
MEMBERS

Classes of Members

2.01. Any owner of property in Unit 1, Unit 2, Unit 3, or Unit 4 of Meadowbrook Estates Subdivision in Atascosa County, Texas shall be eligible to become a member of this corporation; provided, however, if a lot is owned by more than one person or entity, then the owners of said lot shall be entitled collectively to only one vote. Also, if one person or entity owns more than one lot, then he, she, or it shall be entitled to only one membership but shall have a vote for each lot owned.

2.02. Joint owners of lots shall designate in writing and register with the Secretary of the corporation the name of the person entitled to cast the vote for such joint owners.

ARTICLE 3 MEETINGS OF MEMBERS

Annual Meeting

3.01. An annual meeting of the members shall be held on the Saturday immediately preceding Labor Day in each year, at the hour of two o'clock (2:00) p.m., for the purpose of electing Directors and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

Special Meeting

3.02. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Place of Meeting

3.03. The Board of Directors may designate any place within the State of Texas as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas; but, if all of the members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

Notice of Meetings

3.04. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten(10) nor more than fifty(50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Informal Action by Members

3.05. Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Quorum

3.06. The members present at any meeting shall constitute a quorum at such meeting. The act of a majority of those present at a meeting at which a quorum is in attendance shall be the act of said meeting.

Proxies

3.07. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven(11) months from the date of its execution, unless otherwise provided in the proxy.

Voting by Mail

3.08. Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE 4 BOARD OF DIRECTORS

General Powers

4.01. The affairs of the corporation shall be managed by its Board of Directors. Directors shall be members of the corporation.

Number, Tenure, and Qualifications

4.02. The number of Directors shall be five(5). The Directors named in the Articles of Incorporation shall hold office until the first annual meeting of the members, to be held on the Saturday immediately preceding Labor Day, and until their successors are elected and qualified. At the first annual meeting of the members, there shall be elected five(5) directors, who shall be divided into three(3) classes; one(1) of such three(3) classes shall be a director whose term is for one(1) year and this class of director shall be elected annually at the membership's annual meetings;

one(1) of such three(3) classes shall be two(2) directors whose terms are for two(2) years and this class of director shall be elected bi-annually at the membership's annual meetings; and one(1) of such three(3) classes shall be two(2) directors whose terms are for three(3) years and this class of director shall be elected on the third anniversary date from the first annual membership meeting and on succeeding three(3) year anniversary dates thereafter.

4.03. The Board of Directors shall consist of one(1) member from Unit 1 of Meadowbrook Estates Subdivision, two(2) members from Unit 2 of Meadowbrook Estates Subdivision, one(1) member from Unit 3 of Meadowbrook Estates Subdivision, and one(1) member from Unit 4 of Meadowbrook Estates Subdivision in Atascosa County, Texas.

Regular Meetings

4.04. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

Special Meetings

4.05. Special meetings of the Board of Directors may be called by or at the request of the President or any two(2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

Notice

4.06. Notice of any special meeting of the Board of Directors shall be given at least ten(10) days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid and mailed by certified or registered mail. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor 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 by these bylaws.

Quorum

4.07. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Manner of Acting

4.08. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Vacancies

4.09. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Compensation

4.10. Directors as such shall not receive any stated salaries for their services, but, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Informal Action by Directors

4.11. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

4.12. Any Director who shall absent himself from three(3) consecutive Directors meetings, unless he shall present excuses satisfactory to a majority of the other Directors, shall be deemed to have resigned as a member of the Board of Directors and shall cease to be a member of the Board.

ARTICLE 5 OFFICERS

Officers

5.01. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. Only members of the corporation may be officers of the corporation.

Election and Term of Office

5.02. 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 shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Removal

5.03. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Vacancies

5.04. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

President

5.05. The President shall be the principal executive officer of the corporation and shall supervise and control the business and affairs of the corporation as directed by the Board of Directors. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds,

contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President

5.06. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

Treasurer

5.07. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 6 of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Secretary

5.08. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Assistant Treasurers and Assistant Secretaries

5.09. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Board of Directors.

ARTICLE 6 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Contracts

6.01. 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. Such authority may be general or confined to specific instances.

Checks and Drafts

6.02. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Deposits

6.03. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the Board of Directors may select.

Gifts

6.04. 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.

**ARTICLE 7
BOOKS AND RECORDS**

7.01. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

**ARTICLE 8
FISCAL YEAR**

8.01. The fiscal year of the corporation shall begin on the first day of September and end on the last day of August of each year.

**ARTICLE 9
DUES**

9.01. The annual membership dues, payable annually in advance on the first day of May of each year, shall be \$48.00 per membership.

Default and Termination of Membership

9.02. Any member neglecting to pay annual dues for a period of three(3) months after they are due, provided notice thereof shall have been mailed him, shall forfeit his rights to membership, and after one(1) additional month, if such dues or obligations are still unpaid, said member or membership may be dropped from the role of the membership at the discretion of the Board of Directors.

**ARTICLE 10
SEAL**

10.01. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal of Meadowbrook Estates Property Owners Association, Inc."

**ARTICLE 11
WAIVER OF NOTICE**

11.01. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE 12
AMENDMENTS TO BYLAWS**

12.01. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a 2/3rds vote of the members at a regular or special meeting of the members, provided 51% of the membership is present or represented by proxy at said meeting, and provided further that at least thirty(30) days written notice is given of an intention to alter, amend or repeal these bylaws or to adopt new bylaws at such meeting.