

COVENTRY COMMUNITY ASSOCIATION, INC.  
AMENDED BY-LAWS

ARTICLE I.  
DEFINITIONS

When used herein the following terms shall be given the meaning hereinafter stated:

1. "Association" refers to the Coventry Community Association, Inc.;
2. "Board" and "Board of Directors" refer to the duly elected and qualified Board of Directors of the Coventry Community Association, Inc.; and
3. "Member" refers to a person who is a member of the Coventry Community Association, Inc., pursuant to the Articles of Incorporation.

ARTICLE II.  
MEMBERSHIP

1. The Association has one class of membership in Sections One (1) and Two (2), Class B having ceased and been converted to Class A membership and two (2) classes of membership, Class A and B, in section Three (3) pursuant to the Articles of Incorporation.
2. Except as hereinafter provided, all members of this Association shall have a right to vote on any matter duly submitted to a vote of the membership and shall have the right and privilege to use and enjoy all properties, facilities and services of the Association and to serve on the Board of Directors and participate in all meetings, activities and functions of the membership of this Association. The foregoing is subject to the following exceptions: (a) no member under the age of eighteen years shall be entitled to vote on any matter submitted to a vote of the membership; (b) not more than one member from any single household or lot situated in the Association shall be entitled to vote on any matter submitted to a vote of the membership; (c) a member will not be entitled to vote unless any and all amounts due and owing to the Association for the then current year and all prior years by virtue of the annual maintenance charge imposed on such lot or lots have been paid in full; and (d) all rights and privileges of the members shall be subject to the terms of the Articles of Incorporation and By-laws of the Association and such other reasonable rules and regulations as may be promulgated by the Board of Directors.
3. Eligibility of any member to vote shall be determined in all cases as of the time at which such member submits a vote on any matter submitted to a vote of the membership.
4. Membership in this Association is not transferable or assignable to any person not eligible for membership under the provisions of these By-Laws.

ARTICLE III.  
MEETINGS OF MEMBERS

1. The members of this Association shall hold one (1) regular meeting each year for the purpose of transacting the business which may come before such meeting. The regular meeting shall be held in the month of October of each year. The exact date, time and place of such regular meeting shall be determined by the Board of Directors.
2. Special meetings of the members of this Association may be called by the Board of Directors on its own behalf or at the written request of thirty-three percent (33%) or more members of the Association who are eligible to vote on matters submitted to a vote of the membership. Any such written request must also state the reason for or purpose of the requested meeting. In the event a special meeting is requested by thirty-three percent (33%) or more voting members as aforesaid, such meeting shall be held within 30 days from the date the written request is received by the Board. Subject to the foregoing provisions, the exact date, time and place of special meetings shall be determined by the Board.
3. Notice of regular and special meetings of the members shall be mailed or delivered to each household in the Association, and to non-resident members at the address most recently provided by them for such notice, at least 10 days but not more than 30 days prior to the date of the meeting. Such notice shall state the date, time and place of the meeting and, in the case of a special meeting, shall state the purpose or purposes of the meeting. No matters other than those stated in the notice of special meeting may be considered at such special meeting.
4. Except as otherwise expressly provided, ten percent (10%) of the members eligible to vote on matters submitted to a vote of the membership at the time of any meeting shall constitute a quorum at such meeting.
5. Except in cases in which the By-Laws of this Association are in conflict therewith, Robert's Rules of Order, as revised, shall govern the conduct of the business in all meetings of the members of the Association.

ARTICLE IV.  
BOARD OF DIRECTORS

1. The management and direction of the affairs and property of the Association shall be vested in the Board of Directors of the Association.
2. Subject to the rules of parliamentary procedure provided in these By-Laws, each of the Board of Directors shall be empowered to participate in discussion, initiate action and vote on any question properly presented to the Board for its determination. When acting as a member of the Board of Directors, each person shall place the interest of the Association and its members before his individual interests or the interests of any other group or association of persons. In the event any member of the Board of Directors has any individual interests

which may be in conflict with the interests of the Association, he shall immediately make such fact known to the Board of Directors and he shall be disqualified from participating in discussion or action of the Board with respect to such matter. In the event the individual interests of any member of the Board conflict and continue to conflict with the interest of the Association over an extended period of time and in such a manner as to directly or indirectly affect a substantial amount of the business of the Board, such member shall be disqualified from acting on the Board and may be removed from the Board on the manner provided in paragraph 7 of Article IV hereof.

The Board of Directors shall at all times conduct the business of the Association in strict accordance with the provisions of the Articles of Incorporation, the By-Laws of the Association, and the Covenants, conditions and Restrictions applicable to the real property within the jurisdiction of the Association.

3. The Board of Directors shall consist of five (5) persons, who shall be members of the Association.
4. Five (5) Directors shall be elected to serve until their successors have been elected and qualified. Each Director shall be elected to serve a two (2) year term by a separate vote whereby the nominee receiving the highest number of votes shall be elected. Cumulative voting shall not be permitted. At least sixty (60) days prior to the date of each annual meeting of the Members (including the first annual meeting), the Board shall appoint a committee ("Nominating Committee") comprised of three (3) Owners and post the names, addresses, and phone numbers of the Members of the Nominating Committee in the Property office. Any Owner may nominate himself/herself or any other person for election to the Board. Nominations shall be made in writing to any member of the Nominating Committee no less than forty-five (45) days prior to the date of each annual meeting of the Members. The Nominating Committee shall meet at least thirty (30) days prior to the date of each annual meeting of the Members to recommend a nominee for each position to be elected on the Board of Directors. The Secretary shall distribute with the notice of the annual meeting of the Members a list setting forth the Nominating Committee's nominee for each position of the Board. Nominations for each position on the Board may also be made at the annual meeting of the Members.

From the five (5) individuals elected to serve on the Board of Directors, each shall hold a specific office. The offices available to be occupied by the director are President, First Vice-President, Second Vice-President, Secretary or Treasurer. No director may hold more than one office at a time. If the first election of directors to be held under this bylaw provision occurs at an Annual meeting held for an even year, the director positions which currently maintain the office of President, Second Vice-President and Secretary will be up for election. If the first election of directors to be held under this bylaw provision occurs at an Annual meeting held for an odd year, the director positions which currently maintain the office of First Vice-President and Treasurer will be up for election. The officers of the Association shall

be elected annually by the Board of Directors at the first meeting of each new Board and shall hold office at the pleasure of the Board.

5.
  - (a) All of the members of the Board of Directors shall be elected by a vote of those members of the Association who are eligible to vote on any matter submitted to a vote of the members. The election of members of the Board shall be held at the regular meeting of the members of the Association. The notice of the regular meeting of members at which the Board of Directors is to be elected, required to be mailed or delivered by paragraph 3 of Article III of these By-Laws, shall contain the names of all of the nominees. The nominees so submitted shall be those selected by the Nominations Committee and approved by the Board of Directors. At the regular meeting at which the Board of Directors are to be elected, any member eligible to vote on any matter submitted to a vote of the membership may make nominations, with the nominee's concurrence, from the floor of an eligible person for any or all positions on the Board of Directors. With respect to all positions on the Board of Directors, a majority vote shall be required to elect, but in the event a majority is not received on the first ballot, a run-off shall be immediately held between the two candidates receiving the highest number of votes on the first ballot, and a majority vote shall not be required to elect in the event of a run-off.
  - (b) The newly elected members of the Board of Directors shall take office on January 1st following the election or as soon thereafter as they have been duly elected in accordance with the provisions of these By-Laws.
  - (c) The incumbent Board of Directors shall continue to serve until the members of the new Board are elected pursuant to the foregoing procedure.
6. In the event a vacancy on the Board of Directors occurs by reason of the resignation, death, removal or disqualification of any member of the Board except the President, the President shall appoint an eligible member to fill the vacancy, provided that any such appointment must be approved by the Board of Directors at the first regular meeting of the Board at which a quorum is present following the President appointment of a member to fill the vacancy. The President shall make an appointment to fill any vacancy within thirty (30) days after the vacancy occurs. In the event the member appointed by the President does not receive the required approval of the Board of Directors, the Board of Directors shall then proceed to elect an eligible member of the Association to fill the vacancy on the Board. A majority vote of a quorum of the Directors shall be required to elect a member to fill a vacancy. In the event the vacancy occurs in the office of the President, the Vice-President shall automatically ascend to and fill such office for the balance of the current term and the Vice-President, in such event, shall appoint an eligible member to perform the duties of the Vice-President in the manner above provided in the case of a vacancy on the Board of Directors.
7. In the event any member of the Board of Directors knows or has good reason to believe that cause, as hereinafter defined, exists for the removal from office of any member of the Board of Directors, such member may, but shall not be required to, raise the question for the

consideration of the Board of Directors at any regular meeting of the Board. In the event it is determined that cause for removal does exist with respect to any member of the Board and a proper motion is made and seconded that such member be removed from office, a secret written vote shall be taken on the motion. Any such motion for removal shall require the affirmative vote of at least three-fourths of the quorum of Directors present at the meeting in order to carry.

8. Each of the following shall constitute cause for removal of any person from the Board of Directors:
  - (a) Failure of any member of the Board to pay the annual maintenance charge assessed against the lot or lots on which his residence is situated prior to such charge becoming delinquent;
  - (b) The wilful violation by any member of the Board of any provision of the Articles of Incorporation or By-Laws of this Association;
  - (c) The wilful commission of any unlawful act in connection with any of the functions, activities or business of the Board of Directors or the Association;
  - (d) The failure to attend four (4) consecutive regular meetings of the Board of Directors; and/or
  - (e) Disqualification from acting on the Board under the circumstances specified in paragraph 2 of Article IV hereof.
9. Notwithstanding any of the provisions of the foregoing paragraphs 7 and 8 any member of the Board of Directors who is convicted of a felony offense by a court of competent jurisdiction shall be thereby automatically removed from office.

ARTICLE V.  
MEETINGS OF THE BOARD OF DIRECTORS

1. The Board of Directors shall hold at least six (6) regular monthly meetings during each calendar year of their term of office. The Board may hold such additional regular meetings as it may deem proper or necessary. The time, date and place of such regular meetings, as well as that of any additional regular meetings of the Board, shall be determined by the Board, and further notice of such regular meetings need not be given.
2. Special meetings of the Board of Directors may be called by the President either on his own motion, at the request of two (2) or more members of the Board or at the written request of at least thirty-three percent (33%) of the members of the Association who are eligible to vote on matters submitted to a vote of the membership. Any request for a special meeting of the Board must state the reason or purpose of the meeting requested. Any special meeting of the Board of Directors shall be held within fifteen (15) days after the date it is called. Subject to

the foregoing requirement, the exact time, date, and place of special meetings of the Board shall be determined by the President.

3. Notice of all special meetings must be mailed by regular U.S. Mail to all members of the Board of Directors at least ten (10) but not more than fifteen (15) days prior to the date of the meeting. In the case of a special meeting, the foregoing notice requirement may be waived by the affirmative vote of at least two-thirds of a quorum of directors present at such meeting. The notice mailed with respect to any special meeting must specify the purpose or purposes of the meeting and the matters to be considered at such special meeting.
4. Any action required by law to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all members of the Board of Directors.
5. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting, regular or special of the Board. 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 By-Laws.
6. Except in cases in which the By-Laws of the Association are in conflict therewith, Robert's Rules of Order, as revised, shall govern the conduct of the business in all meetings of the Board of Directors.
7. All material, such as committee reports and resolutions relating thereto, which must be included in the minutes of proceedings of the Board of Directors shall be prepared in advance in writing by the responsible Board member for the use and assistance of the Secretary.
8. All meetings of the Board of Directors shall be open to the general membership. Voting and the offering or seconding of motions shall be restricted to the Directors.

#### ARTICLE VI. OFFICERS

1. The Officers shall be the elected Board members and shall consist of a President, Vice-President, Secretary, Treasurer, and Parliamentarian.
2. It shall be the duty of the President to preside at all meetings of the members of the Association and to serve as Chairman at all meetings of the Board of Directors. The President shall be responsible for the enforcement of the provisions of the Articles of Incorporation and the By-Laws of the Association. It shall be the responsibility of the President to insure that all regular meetings of the members of the Association and of the Board of Directors and any and all special meetings of the members of the Association or the Board of Directors, called in accordance with the provisions of the By-Laws, are duly held. The President shall be responsible for seeing that all officers and directors of the

Association respond to and properly perform any and all duties of their respective offices and positions as specified in the By-Laws or which may be necessary in order to carry out the business and affairs of the Association. The President shall have the responsibility of preserving and overseeing the books, records, and files of the Association and shall make certain that all books, records and files are properly maintained. In addition, the President shall perform all of the other duties and responsibilities of such office elsewhere provided in these By-Laws.

3. It shall be the duty of the Vice-President to assist the President in the discharge of the duties of his office in such ways and by such means as the President may request. In the event the office of the President becomes vacant for any reason, the Vice-President shall automatically assume the office of the President and discharge the duties and assume responsibilities of such office.
4. It shall be the duty of the Secretary to insure accuracy of the minutes of all general meetings of the membership of the Association and of all meetings of the Board of Directors and to compile such minutes, under the supervision of the President, into a permanent record of the meetings of the Association. The Secretary shall present the minutes of each meeting of the Board of Directors at the succeeding meeting of the members or the Board of Directors for approval. It shall be the further responsibility and duty of the Secretary to make certain that all notices of regular and special meetings of the Board of Directors are properly delivered in accordance with the provisions of these By-Laws.
5. It shall be the duty of the Treasurer to supervise, as representative of the Board of Directors, the carrying out of all duties in connection with the collection, receipt, deposit, disbursement and general handling of all funds of the Association and shall supervise and periodically review all books and records membership the financial affairs of the Association. The Treasurer shall serve as an advisor to the President in financial matters and shall have the responsibility of initiating any and all necessary action by the Board or the conduct of the financial affairs of the Association. The Treasurer shall act in liaison between the Board and the persons or firms employed to collect the annual maintenance charge imposed on all lots in the Association and to keep books and records of finances of the Association. The Treasurer shall assist his successors in office for an appropriate period, agreeable between themselves, so that each person assuming the office of the Treasurer may become sufficiently knowledgeable as to the financial state and affairs of the Association to properly perform the duties of the Treasurer. The Treasurer shall arrange for an annual audit of the books and records of the Association by a committee of members or by an independent public accountant.
6. The Parliamentarian shall serve as an advisor to the President in all matters of parliamentary procedure and in the interpretation and construction of all provisions of the By-Laws relating to procedure of calling and holding meetings of the members and of the Board of Directors. The Parliamentarian shall have the duty of informing the Board of

Directors of the manner by which they may follow and apply proper procedural means so as to accomplish their aim and purpose with accuracy and without undue delay.

ARTICLE VII.  
COMMITTEES

1. At the time each new Board of Directors takes office, one member of the Association shall be recommended by the President and ratified by a majority of the board present at a meeting at which a quorum is present, with respect to and for the purpose of overseeing each of the following standing committees of the Association:

- (1) Architectural Control
- (2) Deed Restrictions
- (3) Security
- (4) Ground Maintenance and Beautification
- (5) Amenities (Clubhouse, Pools, Tennis Courts, etc.)

Each of the members of the Association so appointed shall forthwith enlist members of the Association to serve on his respective committee in a sufficient number to enable the committee to carry out its functions and duties. Each of the above listed standing committees shall have at least two (2) members in addition to the chairman. Any member of the Association (including members of the Board of Directors) shall be eligible to serve on any one or more of the above listed committees. In selecting members for their respective committees, the members of the Board should endeavor to obtain persons who are genuinely interested in working to promote the interests of the Association and the neighborhood and, insofar as practicable, who may have talent, training or experience which will be particularly helpful to the functions and duties of the committee. The member of the Association appointed by the President for each of the standing committees shall serve as chairman of such respective committees and shall represent such respective committees in meetings of the Board of Directors. The President of the Association shall be an ex-officio member of all committees. The above listed standing committees shall continue in being through the term of office of the Chairmen under which they were formed, provided, however, that the Board of Directors may by a two-thirds majority of a quorum remove the chairman or any member of any committee from office, whereupon the President shall appoint a member of the Board of Directors to act as Chairman of such committee. Any member of the committee (other than a member of the Board of Directors) may be removed by the chairman thereof when in his opinion the best interests of the Association shall be served by such removal.

2. In general, it shall be the duty of the Architectural Control Committee to aid and assist in the enforcement of the architectural control restrictions applicable to new construction within the authority of the Association.

In general, it shall be the duty of the Deed Restrictions Committee to aid and assist the Association in the enforcement, preservation and extension of the restrictions affecting the property within the authority of the Association subsequent to new construction.

In general, it shall be the duty of the Grounds Maintenance and Beautification Committee to promote the harmonious and attractive landscape development and maintenance of the public lands included within the Association.

In general, it shall be the duty of the Security Committee to promote and enforce, so far as practicable, compliance with the laws of the County and the State of Texas within the Boundaries and surrounding areas of the Association and to be generally concerned with matters important to the safety and security of the residents in such areas.

In general, it shall be the duty of the Amenities Committee to maintain and/or report to the Board regarding any need for improvement and/or regulating the usage of the Association clubhouses, pools and/or tennis courts.

3. In addition to the above listed committees the president, with the approval of the Board of Directors, may form or appoint any Member of the Association to form such other committee or committees as may be necessary or convenient for carrying out the purposes and activities of the Association. As in the case of the standing committees, any member of the Association may serve on any special committee and the same considerations applied in determining the number, chairmanship and identity of members of the standing committees shall be applied to special committees. Any such special committee so formed shall continue to act as such until, in the opinion of the Board of Directors, its purpose or functions has been fulfilled and its existence is no longer needed.

The purpose, duties and functions of any special committee shall be as stated in the resolution of the Board of Directors authorizing the formation of such committee.

4. The Board of Directors may request any member of the Association to act in an advisory capacity to the Board with respect to any matter on which the Board may deem such assistance necessary or helpful.

#### ARTICLE VIII. FISCAL YEAR

The fiscal year of the Association shall be the calendar year from January 1st to December 31st.

ARTICLE IX.  
SEAL

The Board of Directors may provide a corporate seal for the Association which shall be in the form of a circle and shall have inscribed thereon the full name of the Association and the word "TEXAS."

ARTICLE X.  
AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted so as to affect Sections One (1), Two (2) and Three (3) only by at least two-thirds majority of the members, on a section-by-section basis, voting at a regular meeting of the members of the Association at which there is present a quorum of members eligible to vote on matters submitted to a vote of the membership. If approved, the petition is binding on all properties in the subdivision or section, as applicable. No amendment, alteration, or other change in the By-Laws may be submitted to a vote at a meeting of the members unless notice of the alteration, amendment or other change has been included in the notice regular meeting mailed or delivered to all members of the Association. It shall be the responsibility of the Vice-President to make certain that notice of any amendment of alteration of the By-Laws suggested by the Board of Directors of sixty-six percent (66% ) or more members of the Association who are entitled to vote on matters submitted to a vote of the members shall be included in the notice of the next regular meeting of the membership of the Association.

ARTICLE XI.  
ASSESSMENTS

As more fully provided in instruments containing covenants, conditions and /or restrictions applicable tot he real property within the Association, each lot owner(s) is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. If the assessment is not paid within thirty (30) days after the due date, the Association may pursue its remedies consistent with the applicable covenants, conditions, and/or restrictions, and interest, costs, and the reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his lot.

ARTICLE XII  
MISCELLANEOUS PROVISIONS GOVERNING  
AFFAIRS OF THE ASSOCIATION

1. The Association shall keep correct and complete books and records of account and shall also maintain a record showing the names of all members of the Association and all members of the Association who are eligible to vote on any matter submitted to a vote of the members. All books, records, and minutes of the Association who are eligible to vote

on any matter submitted to a vote of the members. All books, records, and minutes of the Association may be inspected by any member of the Association at any reasonable time.

2. The Board of Directors may authorize the President or Vice-President to enter into any contract or execute and deliver any legal instrument in the name of and on behalf of the Association so long as such contract or other instrument is consistent with the purpose of this Association.
3. The principal office of this Association shall be located at 25922 Drybrook, Spring, Texas 77389 (Harris County), or at such other place as the Board of Directors may determine or as the affairs of the Association may require from time to time.
4. The Association 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 Article 1396-2.05 of the Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.
5. 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, within the limits of federal depository insurance. Furthermore, the funds of the Association may be disbursed or transferred only by check, draft, or other written instrument which shall be signed by at least two members of the Board.
6. No financial commitment of the Association or expenditures of the Association's funds shall be made without the prior approval thereof by the Board of Directors. The Board of Directors may, however, delegate the authority to make such financial commitments not exceeding Three Hundred and No/100ths (\$300.00) Dollars per commitment. The approval of the Budget shall not be construed as the necessary approval of financial commitments of funds in excess of Three Hundred and No/100ths (\$300.00) Dollars. No commitment or expenditure of funds of the Association shall in any event be made for any purpose which is inconsistent with the purpose of the Association as stated in the Articles of Incorporation and the By-Laws of the Association.
7. The Board of Directors shall not have the authority either to borrow funds on behalf of the Association in any one year of any amount or to grant a lien on any of the Association's property to secure any such loan to the Association without first obtaining the approval of two-thirds (2/3rds) of the members of the Association who are eligible to vote on matters submitted to the Association who are eligible to vote on matters submitted to a vote of the members, such approval being obtained either at a meeting of the members or by written ballot through the mail.

8. The Board of Directors of the Association shall not authorize any arrangement concerning the use of any of the facilities of the Association which unlawfully or unreasonably discriminates against a member of the Association.
9. Each Director and officer of the Association shall be indemnified by the Association against all expenses actually and necessarily incurred by him in connection with the defense on any action, suit, or proceeding, commenced after the date of the adoption of these By-Laws, in which he is made a party by reason of his being or having been a Director or an officer of the Association, except in relation to the matters as to which he shall be adjudged in such action, suit, or proceeding to be liable of gross negligence or misconduct in the performance of his duty as such Director or officer. The Association shall provide at the request of any and/or all directors insurance coverage for directors and officers in accordance with standard coverages and limits in the industry.
10. In the event of the dissolution of the Association any assets of the Association remaining after the payment and satisfaction of all liabilities and obligations of the Association shall be transferred and conveyed to an entity for the benefit of the community. In no event shall any such asset be assigned, transferred or conveyed to any member, director or officer of the Association, either past or present.
11. The By-Laws are consistent with the Articles of Incorporation and Declaration of Covenants. In the event of any inconsistency, the respective Articles and/or Covenants shall prevail.
12. Federal agencies, specifically, Housing and Urban Development (HUD) and/or the Veterans Administration (VA) shall retain the right to veto amendments while there exists a Class B Membership.