

BYLAWS
OF
CROWN OAKS PROPERTY OWNERS ASSOCIATION

ARTICLE 1
DEFINITIONS

Common Area Defined

1.01. *Common Area* shall mean that portion of the Property owned by the Association for the common use and enjoyment of the members of the Association.

Declarant Defined

1.02. *Declarant* shall mean and refer to CONROE CROWN OAKS, LTD., and its successors and assignees.

Declaration Defined

1.03. *Declaration* shall mean the Declaration of Covenants, Conditions, & Restrictions applicable to the Property and filed in the Office of the County Clerk of Montgomery, State of Texas, including any amendments to the Declaration as may be made from time to time in accordance with the terms of the governing statute.

Lot Defined

1.04. *Lot* or *Lots* shall mean any parcel or parcels of land within the CROWN OAKS SUBDIVISION, SECTIONS 1, 2, 3 and 4, Montgomery County, Texas, on which there is built or shall be built a single family residence, and which will be conveyed by Lot number and/or metes and bounds description to an Owner for use in the construction of a residential unit.

Owner Defined

1.05. *Owner* shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Property, including the Declarant and contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Property Defined

1.06. *Property* shall mean all of the real property known as CROWN OAKS SUBDIVISION, SECTIONS 1, 2, 3 and 4, located in Montgomery County, Texas, including the land; all improvements and structures on the land; and all easements, rights, and appurtenances to the land.

Other Terms Defined

1.07. *Other terms used in these Bylaws* shall have the meaning given them in the Declaration, incorporated by reference and made a part of these Bylaws.

ARTICLE 2
APPLICABILITY OF BYLAWS

Corporation

2.01. The provisions of these Bylaws constitute the Bylaws of the nonprofit corporation known as CROWN OAKS PROPERTY OWNERS ASSOCIATION, referred to as the "Association".

Property Applicability

2.02. The provisions of these Bylaws are applicable to the Property as defined in Paragraph 1.06 of these Bylaws.

Personal Application

2.03. All present or future owners, present or future tenants, their employees, or other persons that use the facilities of the Property in any manner are subject to the regulations set forth in these Bylaws. The acquisition or rental of any of the Lots, or the act of occupancy of any of the Lots, will signify that these Bylaws are accepted and ratified and will be complied with by the purchaser, tenant, or occupant.

ARTICLE 3
OFFICES

Principal Office

3.01. The initial principal office of the Association shall be located at 15444 Crown Oaks Drive, Montgomery, Texas 77316. The location of the principal office may be changed by a majority vote of the Board of Directors.

Registered Office and Registered Agent

3.02. The Association shall have and shall continuously maintain in the State of Texas a registered office and a registered agent, whose office shall be identical with the 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, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 4**MEMBERSHIP****Membership**

4.01. The membership of the Association shall consist of all of the Owners of Lots within the Property.

Membership

4.02. Every Owner of a Lot shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment. Membership is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No Owner shall have more than one (1) membership per Lot. When more than one (1) person holds an interest in any Lot, all such persons shall be members of the Association and the vote for such Lot shall be exercised as they determine among themselves, but in no event shall more than one (1) vote be cast with respect to any such Lot.

ARTICLE 5**VOTING RIGHTS****Voting**

5.01. Voting rights shall be allocated among the Members as set out herein and on the basis of the formulas and allocations set forth in the Declaration.

Proxies

5.02. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease on conveyance by the Member of the Member's Unit or on receipt of notice by the Secretary of the death or judicially declared incompetence of such Member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise specifically provided in the proxy.

Quorum

5.03. The presence, either in person or by proxy, at any meeting, of Members entitled to cast at least 25 percent of the total voting power of the Association shall constitute a quorum for any action, except as otherwise provided in the Declaration. In the absence of a quorum at a meeting of Members, a majority of those Members present in person or by proxy may adjourn the meeting to a time not less than five (5) days or more than thirty (30) days from the meeting date.

Required Vote

5.04. The vote of the majority of the votes entitled to be cast by the Members present, or represented by proxy, at a meeting at which a quorum is present shall be the act of the meeting of Members, unless the vote of a greater number is required by statute or by the Declaration, by the Articles of Incorporation of this Association, or by these Bylaws.

Cumulative Voting

5.05. Cumulative voting is not permitted.

ARTICLE 6**MEETINGS OF MEMBERS****Annual Meetings**

6.01. Except for the first annual meeting, annual meetings shall be held on the last Saturday of October, at 1:00 p.m., but if a legal holiday, then on the next succeeding Saturday. Property Owners will be notified of the date and time of the first annual meeting.

Special Meetings

6.02. Special meetings of the Members may be called by the President, the Board of Directors, or by Members representing at least ten (10) percent of the total voting power of the Association.

Place

6.03. Meetings of the Members shall be held within the Property or at a meeting place as close to the Property as possible, as the Board may specify in writing.

Notice of Meetings

6.04. Written notice of all Members' meetings shall be given by or at the direction of the Secretary of the Association or such other persons as may be authorized to call the meeting, by mailing or personally delivering a copy of such notice at least ten (10) but not more than fifty (50) days before the meeting to each Member entitled to vote at the meeting. The notice must be addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. The notice shall specify the place, day, and hour of the meeting and, in the case of a special meeting, the nature of the business to be undertaken.

Order of Business

6.05. The order of business at all meetings of the Members shall be as follows:

- (a) Roll call.
- (b) Proof of notice of meetings or waiver of notice.
- (c) Reading of Minutes of preceding meeting.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of directors.
- (g) Unfinished business.
- (h) New business.

Action Without Meeting

6.06. Any action required by law to be taken at a meeting of the Members or any action that 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 and filed with the Secretary of the Association.

ARTICLE 7

BOARD OF DIRECTORS

Number

7.01. The affairs of this Association shall be managed by a Board of Directors consisting of nine (9) persons, all of whom must be Members of the Association. The number of Directors may be changed by a vote in approval of such change by the owners of Lots comprising at least sixty percent (60%) of the Lots in the subdivision on a one lot/one vote basis.

Vacancies

7.02. In the event of a vacancy on the Board caused by the death, resignation, or removal of a Director, the remaining Directors shall, by majority vote, elect a successor who shall serve for the unexpired term of the predecessor.

Compensation

7.03. No Director shall receive compensation for any service he may render to the Association.

Powers and Duties

7.04. The Board shall have the powers and duties, and shall be subject to limitations on such powers and duties, as enumerated in the Declaration.

ARTICLE 8

NOMINATION AND ELECTION OF DIRECTORS

Nomination

8.01. Nomination for election to the Board of Directors shall be made from the floor at the annual meeting of the Members.

Term and Election

8.02. Directors shall be elected for staggered three (3) year terms, except at the first annual meeting Association members shall elect three (3) Directors for one (1) year terms, three (3) Directors for two (2) year terms, and three (3) Directors for three year terms. At each annual meeting thereafter three (3) Directors will be elected to fill the vacancies of the three (3) Directors whose terms have expired. Directors may serve more the one term.

ARTICLE 9
MEETINGS OF DIRECTORS

Regular Meetings

9.01. Regular meetings of the Board of Directors shall be held quarterly (unless the Board of Directors vote to increase or decrease the number of meetings by a majority vote), at a place and time as may be fixed from time to time by resolution of the Board. Notice of the time and place of regular meetings shall be posted at a prominent place or places within the Common Elements.

Special Meetings

9.02. Special meetings of the Board of Directors shall be held when called by written notice signed by the President of the Association or by any two (2) Directors other than the President. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. Notice of a special meeting must be given to each Director not less than three (3) days or more than fifteen (15) days prior to the date fixed for such meeting by written notice either delivered personally, sent by mail, or sent by telegram to each Director at the Director's address as shown in the records of the Association. A copy of the notice shall be posted in a prominent place or places in the Common Elements of the Property not less than three (3) days prior to the date of the meeting.

Quorum

9.03. A quorum for the transaction of business by the Board of Directors shall be a majority of the number of Directors constituting the Board of Directors.

Voting Requirement

9.04. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless any provision of the Declaration, the Articles of Incorporation of this Association or these Bylaws requires the vote of a greater number.

Open Meetings

9.05. Regular and special meetings of the Board shall be open to all Members of the Association, provided, however, that Association Members who are not on the Board may not participate in any deliberation or discussion unless expressly authorized to do so by the vote of a majority of a quorum of the Board.

Executive Session

9.06. The Board may, with the approval of a majority of a quorum, adjourn a meeting and reconvene in executive session to discuss and vote on personnel matters, litigation in which the Association is or may become involved, contract negotiations, enforcement actions, other business of a confidential nature involving a Member, and matters requested by the involved parties to remain confidential. The nature of any and all business to be considered in executive session shall first be announced in open session.

ARTICLE 10

OFFICERS

Enumeration of Officers

10.01. The Officers of this Association shall be a President, a Vice-President, a Secretary, and a Treasurer who shall at all times be members of the Board of Directors. The Secretary and Treasurer may be the same person. The Board of Directors may, by resolution, create such other offices as it deems necessary or desirable.

Term

10.02. The Officers of this Association shall be elected annually by the Board of Directors, and each shall hold office for one (1) year, unless the Officer shall sooner resign, be removed, or be otherwise disqualified to serve.

Resignation and Removal

10.03. Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect at the date of receipt of the notice or at any later time specified in the notice. Any Officer may be removed from office by the Board whenever, in the Board's judgment, the best interests of the Association would be served by such removal.

Multiple Offices

10.04. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Compensation

10.05. Officers shall receive no compensation for services rendered to the Association unless approved by the Board of Directors and approved by two-thirds (2/3) of the voting power of the Association.

ARTICLE 14

TREASURER

Election

14.01. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect a Treasurer.

Duties

14.02. The Treasurer shall perform the following duties:

- (a) Receive and deposit in a bank or banks, as the Board may from time to time direct, all of the funds of the Association.
- (b) Be responsible for and supervise the maintenance of books and records to account for the Association's funds and other Association assets.
- (c) Disburse and withdraw funds as the Board may from time to time direct, in accordance with prescribed procedures.
- (d) Prepare and distribute the financial statements for the Association required by the Declaration.

ARTICLE 15

BOOKS AND RECORDS

Maintenance

15.01. Complete and correct records of account and minutes of proceedings of meetings of Members, Directors, and committees shall be kept at the registered office of the corporation. A record containing the names and addresses of all Members entitled to vote shall be kept at the registered office or principal place of business of the Association.

Inspection

15.02. The Declaration, the membership register, the books of account, and the minutes of proceedings shall be available for inspection and copying by any Member of the Association or any Director for any proper purpose at any reasonable time.

ARTICLE 16

GENERAL PROVISIONS

Amendment of Bylaws

16.01. These Bylaws may be amended, altered, or repealed at a regular or special meeting of the Members of the Association by the affirmative vote in person or by proxy of Members representing two-thirds (2/3) of a quorum of the Association. Notwithstanding the above, the percentage of affirmative votes necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

Nonprofit Corporation

16.02. CROWN OAKS PROPERTY OWNERS ASSOCIATION, a Texas Nonprofit Corporation, has been chartered and it shall be governed by the Articles of Incorporation and By-laws of said Association. All duties, obligations, benefits, rights and responsibilities hereunder in favor of the Association shall vest in said corporation.

Conflict

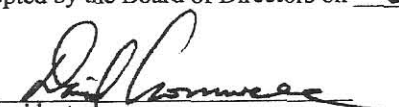
16.03. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control, and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Management Company

16.04. The Board Directors may hire a management company to run the day to day affairs of the Association and keep its books.

Attestation

16.05. Adopted by the Board of Directors on October 5, 2004.

Attest: 
President

ARTICLE 11

PRESIDENT

Election

11.01. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect one of their number to act as President.

Duties

11.02. The President shall perform the following duties:

- (a) Preside over all meetings of the Members and of the Board.
- (b) Sign as President all deeds, contracts, and other instruments in writing that have been first approved by the Board, unless the Board, by duly adopted resolution, has authorized the signature of another Officer.
- (c) Call meetings of the Board whenever he or she deems it necessary in accordance with rules and on notice agreed to by the Board. The notice period shall, with the exception of emergencies, in no event be less than three days.
- (d) Have, subject to the advice of the Board, general supervision, direction, and control of the affairs of the Association and discharge such other duties as may be required of him or her by the Board.
- (e) Prepare, execute, certify, and have recorded all amendments to the Declaration required by statute to be recorded by the Association.

ARTICLE 12

VICE-PRESIDENT

Election

12.01. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect one of its Members to act as Vice-President.

Duties

12.02. The Vice-President shall perform the following duties:

- (a) Act in the place and in the stead of the President in the event of the President's absence, inability, or refusal to act.
- (b) Exercise and discharge such other duties as may be required of the Vice-President by the Board. In connection with any such additional duties, the Vice-President shall be responsible to the President.

ARTICLE 13

SECRETARY

Election

13.01. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect a Secretary.

Duties

13.02. The Secretary shall perform the following duties:

- (a) Keep a record of all meetings and proceedings of the Board and of the Members.
- (b) Keep the seal of the Association, if any, and affix it on all papers requiring the seal.
- (c) Serve notices of meetings of the Board and the Members required either by law or by these Bylaws.
- (d) Keep appropriate current records showing the Members of the Association, together with their addresses.
- (e) Sign as Secretary all deeds, contracts, and other instruments in writing that have been first approved by the Board if the instruments require a second Association signature, unless the Board has authorized another Officer to sign in the place and stead of the Secretary by duly adopted resolution.
- (f) Prepare, execute, certify, and have recorded all amendments to the Declaration required by statute to be recorded by the Association.