

BRIDGEVIEW PROPERTY OWNERS ASSOCIATION INC.

A NONPROFIT ORGANIZATION

BY LAWS

ARTICLE I

IDENTIFICATION

1.01 The name of the Association is Bridgeview Property Owners Association, Inc.

1.02 The primary and specific purpose for which the Association is formed is to act as a civic club concerned with the preservation and improvement of the streets, drainage facilities, property owners to fix own ditches and drainage, community law enforcement and property security, community recreational facilities, street lighting and other community structures and services commonly enjoyed by owners of lots in Bridgeview Subdivision in Polk County, Texas, for the protection of the subdivision against violation of restrictive covenants, and promotion of the public interest of such area.

1.03 The general purposes and powers of the Association are:

(a) Subject to the provisions of Part Four of the Texas Miscellaneous Corporation Laws Act, to purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, mortgage and encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature or description, as may be necessary or desirable to promote the primary purpose of the Association.

(b) Subject to the provisions of Part Four of the Texas Miscellaneous Corporation Laws Act, to make and perform contracts of every kind for any lawful purpose without limit as to amount with and person, *firm*, association, corporation, municipality, state, government, or political subdivision.

(c) To have and exercise all the rights and powers conferred on non-profit corporations under the Texas Non-Profit Corporation Act, as such law is now in effect or may at any time hereafter be amended.

(d) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Association.

(e) Notwithstanding any of the foregoing statements or purposes and powers, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Association as set forth in Paragraph 1.02 of this Article I and nothing contained in the foregoing statements or purposes shall be construed to authorize the Association to carry on any activity for

the profit of it's members, or to distribute any gains, profits or dividends to its members as such.

(f) Upon dissolution of the Association or the winding up of its affairs, the assets of the Association shall be distributed exclusively to charitable, scientific or educational organizations or such successor organization which would then qualify under the provisions of Section 501 (c) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE II

OFFICES

2.01 The principal office and meeting place of the Association shall be located in Bridgeview Subdivision in Polk County, Texas, or in the general area thereof as the Officers may determine and the affairs of the Association may from time to time require.

2.02 The Association as a Non-Profit Corporation organized under the provisions of the Texas Non-Profit Corporation Act, 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 not need be, identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Officers.

ARTICLE III

MEMBERS

3.01 Classes of Members. The Association shall have only one (1) class of members. Only natural persons who are lot owners in Bridgeview Subdivision in Polk County, Texas, who have declared in writing their desire to be members of the Association and who are current (within 30 days of billing) in payment of their maintenance dues, shall be eligible for membership in the Association.

3.02 Voting Rights. Each family unit owning a lot or lots in Bridgeview Subdivision shall be entitled to one vote on each matter submitted to a vote of the members. Ownership of more than one lot shall not entitle a member to more than one vote. Additionally, if any maintenance charge, assessment, or other sum due the Association as provided for in the Restrictions remains unpaid for more than thirty (30) days, the Officers may in its sole discretion, upon giving three (3) days written notice, suspend the voting rights of the member(s) owing such sums for so long as such sums remain unpaid.

3.03 Termination of Membership. The Officers, by an affirmative vote of the members, may suspend or expel member for cause after an appropriate hearing, and may by a majority vote of those present at any regularly constituted meeting of the Officers,

terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XII of these By-Laws.

3.04 Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve a member of any obligation for the payment of maintenance fund payments required under the recorded restrictive covenants binding upon all lots and lot owners in Bridgeview Subdivision, or any dues, assessments or charges against such member theretofore accrued, unpaid and owing to the Association.

3.05 Reinstatement. Upon written request by a former member filed with the Secretary, the Officers may, by an affirmative vote of two-thirds (2/3), if such person then eligible for membership in the Association, reinstate such former member to membership upon such terms as the Officers may deem appropriate.

ARTICLE IV

MEETINGS OF MEMBERS

4.01 Annual Meetings. The Annual Meeting of the Association shall be held at 2:00 O'clock P.M. on the Saturday before Labor Day of each year, commencing with the year, 1989 for the purpose of electing Officers and for the transaction of other business which may come before the meeting. If the election of Officers shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Officers shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

4.02 Special Meetings. Special meetings of the members may be called by the President, the Officers by a majority vote, or by not less than a majority of the members having voting rights.

4.03 Place of Meeting. Any place in Bridgeview Subdivision in Polk County, Texas, or the nearby town of Onalaska, Texas, suitable for attendance by the members may be designated as the place for such annual or special meetings of the members.

4.04 Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting and the purpose or purposes of any special meeting called, shall be mailed by United States Postal Service to the mailing address in the records of the Secretary for each voting member not less than ten (10) days prior to the meeting.

4.05 Waiver of Notice. Notice of any meeting may be waived in writing by any member or by his attendance at such meeting. Such written waiver may be given before or directly after the meeting and shall be filed with the Secretary.

4.06 Quorum. At any meeting of the members, the presence in person or by proxy of 10 of the voting members of the Association

shall constitute a quorum to transact business. In the absence of a quorum any meeting maybe adjourned.

4.07 Adjournment. If any meeting of the members be adjourned for not more than twenty (20) days, no notice as to the time or place of such adjourned meeting shall be required other than an announcement of same at the meeting at which such adjournment is taken. However, the Officers may at its option give such additional notice to the members as it deems proper to secure their attendance at the adjourned meeting.

4.08 Voting by Proxy. Any member may vote by proxy. A proxy shall be valid for a one (1) year period of time from the date executed by the member, and shall be filed with and maintained in the permanent records of the Secretary. If a member has a proxy on record with the Secretary and is able to attend the meeting, that member may void the proxy with regard to that meeting and vote in person if he or she desires. Any proxy must be given to a member of the Association in attendance at the meeting, which may include any Officers of the Association. All proxies must be authenticated to the satisfaction of the Secretary of the Association in whatever reasonable manner the Secretary deems necessary.

ARTICLE V

OFFICERS

5.01 Number of Officers. The business and affairs of the Association shall be managed by (3) Officers, all of whom shall be voting members of the Association with currently paid dues.

5.02 Term of Office. The (3) Officers constituting the initial Officers of the Association shall draw lots for terms of office as follows: Two (2) Officers for a term of Two (2) years, and One (1) Officer for a term of One (1) year. Thereafter at the Annual Meeting of the members, Officers shall be elected for terms of two (2) years each to replace Officers whose terms of office have expired. Officers shall be elected at the Annual Meeting of the members of the Association and shall hold office for the term elected and until their successors shall have been elected and evidenced their consent to serve in such capacity.

5.03 Vacancies. Vacancies by Officers may be filled by the affirmative vote of a majority of the remaining Officers, though less than a quorum of the Officers. An Officer elected to fill a vacancy shall be elected for the unexpired term of office of his predecessor in office.

5.04 Meetings. The regular Annual Meeting of the Officers shall be held without other notice than this By-Law, immediately after and at the same place as the Annual Meeting of the members, for election of Associational Officers and such other business as shall come before the Officers at such meeting. Other meetings of the Officers shall be held at the Bridgeview Subdivision in Polk County, Texas, or elsewhere as the Officers may by a majority vote from time to time designate as its regular meeting place.

5.05 Special Meetings. Special meetings of the Officers shall be held whenever called by the President or Vice President. Notice of such meeting shall be mailed to each Officers, addressed to him at his last known post office address, or shall be delivered personally, or communicated by telephone, at least three (3) days before the day on which the meeting is to be held. Each such notice shall state time and place, but need not state the purpose. Notice of any meeting need not be given to any officers, if waived by him in writing or by telegram and the presence of any Officers at any meeting shall be considered as a waiver by him of notice of such meeting.

5.06 Quorum. A majority of the Officers shall constitute a quorum for the transaction of business at any meeting of the Officers. If less than a majority of the Officers are present at a meeting, a majority of the Officers present may adjourn the meeting from time to time without further notice.

5.07 Manner of Acting. The act of a majority of the Officers present at a meeting at which a quorum is present shall be the act of the Officers, unless the act of a greater number is required by law or by these By-Laws.

5.08 Compensation. Officers shall not receive any compensation for service in such capacity.

5.09 Powers. The Officers shall have the power:

(a) To adopt and publish rules and regulations governing the use of the Common Areas and facilities located within the Subdivision, and the personal conduct of the members and their guest thereon, and to establish penalties for the infraction thereof;

(b) To exercise for the Association all power, duties and authority vested in or delegated to this Association and not reserved to the membership by other provision of these By-Laws, the Articles of Incorporation or the Restrictions;

(c) To establish, and disburse and maintain such petty cash fund as necessary for efficiently carrying on the business of the Association, and to delegate such duties to the Officers of the Association as are necessary to effectuate this provision; and

(d) To engage the services of a manager, independent contractors, or such employees as it deems necessary, and to prescribe the conditions, compensation and duties of their work. Such power shall include authority to enter into management agreements with other parties to manage, operate or perform all or any part of the affairs and business of the Association.

5.10 Duties. It shall be the duty of the Officers:

(a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the Annual Meeting or at any special meeting, when such

statement is requested in writing by one-fourth of the members who are entitled to vote;

(b) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) As more fully provided in the Restrictions:

(1) To send written notices of each assessment to every Owner Subject thereto at least thirty (30) days in advance of due date.

(d) To issue, or to cause an appropriate Officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. A reasonable charge may be made by the Officers for the issuance of these certificates. Such certificates shall be conclusive evidence of any assessment therein stated to have been paid.

(e) To procure and maintain adequate liability and/or hazard insurance on property owned by the Association, as the officers may deem necessary.

(f) To cause all Officers, employees or agents, having fiscal responsibility to be bonded, as it may deem appropriate; and

(g) To cause the Common Areas of the Subdivision to be maintained.

ARTICLE VI

OFFICERS

6.01 The Officers of the Association shall be a President, Vice President, Secretary, & Treasurer. The Officers 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 Officers. Any two or more offices may be held by the same person.

6.02 Election and Term of Office. The Officers of the Association shall be elected annually by the membership at the regular Annual Meeting of the property owners. New committees may be created and filled at any meeting of the Officers. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.

6.03 Removal. Any Officer elected or appointed by the Officers may be removed by the Officers whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

6.04 Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Officers for the unexpired portion of the term.

6.05 President. The President shall be the principal executive Officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the members and of the Officers. He may sign, with the Secretary or any other proper Officer of the corporation authorized by the Officers, any deeds, mortgages, bonds, contracts, or other instruments which the Officers have authorized to be executed, except in cases where the Officers have authorized to be executed, except in cases where the signing and the execution thereof shall be expressly delegated by the Officers or by these By-Laws or by statute to some other Officer or agent of the Association; and in general he shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Officers from time to time.

6.06 Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President 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 Officers.

6.07 Treasurer. If required by the Officers, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with surety or sureties as the Officers shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of the By-Laws; 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 Officers.

6.08 Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Officers in one or more books provided for the purpose; give all notices in accordance with the provisions of these By-Laws or as required by law; be custodian of the records and of the seal of the Association, and affix the seal of the Association to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary by each member; maintain records of maintenance funds owed and received; and, in general, perform all duties as from time to time may be assigned to him by the President or by the Officers.

6.09 Assistant Treasurers and Assistant Secretaries. If required by the Officers, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Officers shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such

duties as shall be assigned to them by the Treasurer” or the Secretary or by the President or the Officers.

6.10 Officers shall receive no compensation for their services, but shall be reimbursed for all out of pocket expenses incurred in behalf of the Association.

ARTICLE VII

COMMITTEE AND SERVICES

7.01 Special Committees. The “Architectural Committee” shall exercise the functions required of such a committee under the recorded Restrictive covenants applicable to Bridgeview Subdivision and there shall be five (5) members from the Association. Any member of such committee may be removed by a majority vote of the architectural committee when in the judgment the best interests of the Association and the lot owners in Bridgeview Subdivision shall be served by such removal. Replacement of the architectural committee members who have been removed or resign, will be replaced by appointment by the remaining architectural committee members.

7.02 Services. No Officer of this Association shall be required to devote his time or render services exclusively to the Association. Each Officer shall be free to engage in any and all other businesses and activities either similar or dissimilar to the business of this Association. Likewise, each and every Officer shall be free to act for and service any other corporation or corporations, entity or entities, in any capacity, whether or not the purposes, business and activities thereof be similar or dissimilar to those of the Association, without breach of any duty to this Association or its members. No contract or other transaction of this Association shall ever be affected by the fact that any Officer of this Association is interested in, or connected with any party to such contract or transaction, provided that such contract or transaction shall be approved by a majority of the Officers at which such contract or transaction shall be authorized or confirmed, which majority shall consist of Officers not so interested or connected.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

8.01 Contracts. The Officers may authorize any other Officer of Officers, agent or agents of the Association, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

8.02 Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer of Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution

of the Officers. In the absence of such determination by the Officers, such instruments shall be signed by any two (2) of the following; President, Vice President, Secretary or Treasurer of the Association.

8.03 Deposits. 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 Officers may select.

8.04 Gifts. The Officers may accept on behalf of the Association any contributions, gifts, bequests or devise for the general purposes or for any special purpose of the Association.

ARTICLE IX

CERTIFICATE OF MEMBERSHIP

9.01 Certificate of Membership. The Officers may provide for the issuance of certificates evidencing membership in the Association, which shall be in such form as may be determined by the Officers. Such certificates shall be signed by the President or Vice President I and by the Secretary and shall be sealed with the seal of the Association. All certificates shall be consecutively numbered. The name and address of each member and the date of issuance of the certificates shall be entered on the records of the Association. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore on such terms and conditions as the Officers may determine.

9.02 Issuance of Certificates. When a member has been elected to membership and has paid the dues that may then be required, a certificate of membership may be issued in his name and delivered to him by the Secretary, if the Officers shall have provided for the issuance of certificates of membership under the provisions of Paragraph 9.01 of this Article IX.

ARTICLE X

BOOKS AND RECORDS

10.01 The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Officers and committees having any of the authority of the Officers, 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 Association may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI

FISCAL YEAR

11.01 The fiscal year of the Association shall begin on the Saturday before Labor Day and end on the Friday before Labor Day of each year.

ARTICLE XII

DUES

12.01 Annual Dues. Each member shall pay annual dues of \$100.00 per lot owned by him in Bridgeview Subdivision (or however desired). Annual dues/Maintenance fees are all one and the same.

12.02 Payment of Dues. Dues shall be payable in advance on the first day of JANUARY of each year. Dues of a new member shall be prorated from the first day of the month in which such new member becomes a member, for the remainder of the fiscal year of the Association.

12.03 Default and Termination of Membership. When any member shall be default in the payment of dues for a period of one (1) month from the beginning of the year of period for which such dues become payable, his membership may thereupon be terminated by the Officers in the manner provided in Article III of these By-Laws.

ARTICLE XIII

SEAL

13.01 The Officers shall provide an Association seal, it shall have inscribed thereon the name of the Association.

ARTICLE XIV

WAIVER OF NOTICE

14.01 Whenever any notices are 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 By-Laws of the Association 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 XV

AMENDMENTS TO BY-LAWS

15.01 These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority of the Officers present at any regular meeting or at any special meeting, if at least ten (10) days written notice is given of an intention to alter, amend or repeal these By-Laws or to adopt new By-Laws at such meeting and a majority of the members of the Association does not evidence in

writing their disapproval of such change in the By-Laws prior to the expiration of such ten (10) day period.

ARTICLE XVI

AUDIT

16.01 Audit. A yearly audit of funds shall be made annually by a committee selected by the Officers and an annual report concerning such audit shall be given at the annual meeting of the membership.

ARTICLE XVII

FIREARMS

17.01 Firearms. The discharging of firearms within the Subdivision is not permitted.

Executed at Onalaska, Texas on this the 29 th day of NOVEMBER 1988 by the
BRIDGEVIEW PROPERTY OWNERS ASSOCIATION BOARD OF DIRECTORS.