

BY-LAWS
OF
WILCHESTER OWNERS COMMITTEE

ARTICLE I.

Section 1. The principal office of this corporation shall be located at Houston, Texas.

ARTICLE II.

Section 1. Until January 13, 1966, the business and affairs of this corporation shall be run by a Board of three Trustees. The initial Board of Trustees of this corporation shall be E. A. McMillan, E. B. Ramsey and W. S. Daniels and these three Trustees shall serve until January 1, 1966, unless all three initial Trustees resign prior to that time. In case of the resignation, death or incapacity to serve of more than one of said initial Trustees, the two remaining Trustees may appoint a substitute Trustee to serve the remainder of said period. In the case of the resignation, death, or incapacity to serve of more than one of said initial Trustees, then the remaining Trustees may appoint substitute Trustees to serve the remainder of the said period. The affairs of this corporation shall be run by the three initial Trustees and the substitute Trustees, in the event that it is necessary to appoint any substitute Trustees, until January 1, 1966. The Trustees shall elect a President, Vice-President, and Secretary from among their members. The Trustees shall elect other officers if they deem it advisable.

ARTICLE III.

Section 1. After January 1, 1966, the members of this corporation shall be the owners of the lots in the subdivision called Wilchester, Section One (1), an addition in Houston, Harris County, Texas. In the event that a lot in the said subdivision is owned by a corporation, then an officer of that corporation shall be a member. A member shall be entitled to one vote for each lot owned in the said subdivision at any meeting of the members. An annual meeting of the members shall be held at 8:00 P.M. on the 2nd day of January in each year at the principal office of the corporation, provided, however, that when such day shall fall upon a Sunday or legal holiday, the meeting shall be held on the next succeeding business day. At such meeting, the members shall elect three Trustees to serve until their successors shall be

elected and qualified. The first meeting of the members shall be held on January 2, 1966. Trustees shall be elected for a term of one year but a Trustee can be removed prior to that time at a special meeting of the members by a majority vote of the members present, provided a quorum is present. The affairs and business of this corporation shall be run by the Trustees.

- Section 2. A special meeting of the members may be called at any time by the President, and in his absence, by the Vice President, or by the Trustees. It shall be the duty of the Trustees, President or Vice-President to call such meeting whenever so requested by at least 60% of the members.
- Section 3. Notice of the time and place of all annual and special meetings shall be mailed by the Secretary to each member at least fifteen (15) days, but not more than fifty (50) days, prior to the date of the said meeting.
- Section 4. The President, or in his absence, the Vice-President shall act as Chairman at all such meetings, and the Secretary of the corporation shall act as Secretary of these meetings. In the event the Secretary of the corporation is not available, then the Chairman shall appoint a Secretary for the meeting.
- Section 5. At every such meeting, each member shall be entitled to cast one vote for each lot owned by him (or owned by a corporation of which he is an officer) in the said subdivision, which vote may be cast by him either in person or proxy. All matters, except those pertaining to the manner of deciding which is especially regulated by statute and except as otherwise provided in these By-Laws, shall be decided by the vote of a majority in interest of the lots in the said subdivision present at such meeting, provided a quorum of such members be present. All proxies shall be in writing and shall be filed with the Secretary and by him entered of record in the Minutes of the Meeting.
- Section 6. A quorum for the transaction of business at any such meeting shall consist of a number of members representing at least 10% of the members of this corporation; but the members present at any such meeting though less than a quorum, may recess the meeting to a future time.
- Section 7. The members shall have power by a majority vote of each lot owned at such meeting to remove any Trustee or Officer from office.

ARTICLE IV.

- Section 1. The business and property of the corporation shall be managed by a Board of three Trustees who shall be elected by the members. At all such meetings of the members for the election of Trustees, such election shall be by ballot provided request for such election is made by as many as ten members.
- Section 2. Trustees shall serve for a term of one year or until their successors in office have been elected.
- Section 3. The regular meeting of the Trustees shall be held immediately after the adjournment of each annual member's meeting.
- Section 4. Special meetings of the Board of Trustees may be called by the President or, in his absence, by the Vice-President or by any two members of the Board. By unanimous consent of the Trustees, special meetings of the Board may be held without notice at any time and place.
- Section 5. Notice of all regular and special meetings, except those specified in the above Section 4 of this Article, shall be mailed to each Trustee by the Secretary at least five (5) days previous to the time fixed for the meeting. All notices for special meetings shall state the purpose there-of.
- Section 6. A quorum for the transaction of business at any regular or special meeting of the Trustees shall consist of a majority of the members of the Board. The act of a majority of the Trustees present shall be the act of the Board of Trustees provided a quorum is present.
- Section 7. The Trustees shall elect the Officers of the corporation. Such election shall be held at the Trustees' meeting following each annual Members' meeting. An officer may be removed at any time by a majority vote of the Board or Trustees.
- Section 8. Any Trustee of the corporation may resign at any time by giving written notice to the President or to the Secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein, and, unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective. Any or all Trustees may be removed at any time by appropriate resolution adopted at the regular or a special meeting of the Members, by the Members owning a majority of the lots in the said subdivision.
- Section 9. In case any vacancy shall exist in the Board of Trustees because of death, resignation, removal, disqualification, or any other cause, the Members, at

any regular or special meeting thereof, may elect a Trustee or Trustees to fill such vacancy or vacancies by a vote of the Members owning a majority of the lots in said subdivision. Trustees may elect a Trustee to fill any vacancy which may arise, which said election shall be effective until the next meeting, either regular or special, of the Members.

Section 10. At each annual Members' meeting, the Trustees shall submit a statement of the receipts and expenditures during the preceding year, together with a report of the general financial condition of the corporation, and of the condition of its tangible property.

Section 11. At all meetings of the Board of Trustees, the President, or, in his absence, the Vice-President shall act as Chairman, and the Secretary of the corporation shall act as Secretary. In the event the Secretary of the corporation is not present, then the Chairman shall appoint a Secretary for the meeting.

ARTICLE V.

Section 1. The Officers of the corporation shall be such be the following Officers as the Trustees may, in their judgment, determine to elect, and the Board of Trustees may change the number or the Officers, as well as the Officers elected from time to time:

Chairman of the Board;
President;
Vice-Presidents, in the number desired by the Board;
Secretary;
Assistant Secretaries, in the number desired by the Board;
Treasurer;
Such other Officers and Assistant Officers as the Board of Trustees may desire.

Section 2. Any two or more offices may be held by the same person except that the President and Secretary shall not be the same person.

Section 3. The Officers of the corporation shall be elected by the Board of Trustees, and such election shall be by the majority of the entire Board. All Officers shall hold offices only during the pleasure of the Board of Trustees. Each Officer shall continue in office until his successor shall have been duly elected and qualified in his stead, or until he shall resign, or shall be removed by the Board of Trustees.

- Section 4. Any Officer may resign at any time by giving written notice to the President or the Secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein, and, unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective.
- Section 5. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the same manner prescribed in the By-Laws for regular appointments or elections to such office.
- Section 6. The President shall preside at all meetings of the Board of Trustees and Members and shall perform all duties incidental to the office of President, together with such other duties as he may from time to time be authorized to perform by the Board of Trustees.
- Section 7. At the request or the President or in his absence or disability, the Vice President shall perform all of the duties of the President, together with any other duties, which he may be, from time to time, authorized to perform by the Board of Trustees.
- Section 8. The Secretary shall issue notices of all Trustees' and Members' meetings, and shall attend and keep the minutes of the same; shall have charge of all corporate books, records and papers; shall be custodian of the Corporate Seal; shall attest with his signature and impress with the Corporate Seal all written contracts of the corporation; and shall perform all such other duties are incidental to his office.
- Section 9. The Treasurer shall have custody of all money and securities of the corporation. He shall keep regular books or account and shall submit them, together with all his vouchers, receipts, records and other papers, to the Trustees for their examination and approval as often as they may require, and shall perform all such other duties as are incidental to his office.

ARTICLE VI.

- Section 1. The funds of the corporation shall be deposited in such bank or trust company as the Trustees may designate.

ARTICLE VII.

Section 1. Amendments to these By-Laws may be made, by a vote of the members representing a majority of the lots in said subdivision at any annual Members' meeting, or at any special Members' meeting, when the proposed amendment has been set out in the notice of such meeting.

Section 2. Notwithstanding any of the other provisions of these By- Laws, an Officer of a corporation owning one or more lots in said subdivision shall be a member of this corporation and he shall be entitled to one vote for each lot owned by the said corporation.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SIGNED OUR NAMES AS TRUSTEES OF WICHESTER OWNERS COMMITTEE ON THIS THE ___28th___ DAY OF NOVEMBER, 1961.

E.G. McMillan

E. B. Ramsey

W. E. Daniels