

**BY-LAWS  
OF THE  
SPANISH COVE CIVIC IMPROVEMENT CORPORATION**

**ARTICLE I  
NAME AND LOCATION**

Section 1 Name and Principal Office: The name of the Corporation is Spanish Cove Civic Improvement Corporation, hereinafter referred to as “the Corporation”. The principal address of the Corporation shall be P.O. Box 713, Huffman, Texas 77336. The meetings of members and directors may be held at such places within the Huffman Independent School District within Harris County, Texas, as may be designated by the Board of Directors.

Section 2 Registered Office and Agent: The Corporation shall have continuously maintained in the state of Texas, County of Harris, a registered office and a registered agent, whose office is identical with such registered office.

**ARTICLE II  
DEFINITIONS**

Section 1 “Corporation” shall mean and refer to Spanish Cove Civic Improvement Corporation.

Section 2 “Properties” shall mean and refer to that certain real property being subject to the jurisdiction of said Corporation.

Section 3 “Lot” shall mean and refer to any plot of land, exclusive of reserve areas, shown upon any recorded subdivision map or the properties.

Section 4 “Member” shall mean and refer to every person or entity who owns a lot or fractional portion of any lot in Spanish Cove addition in Harris County, according to the map or plat thereof, recorded in Volume 103, Section I, Pages 374-382, Section II, Pages 435-441, of the Map Records of Harris County Texas, or any replats of any of the sections of Spanish Cove Civic Improvement Corporation, shall automatically be a member of the Corporation, provided that any person holding a security interest of any lot or portion thereof in any such section of Spanish Cove shall not be a member.

Section 5 “Owner” shall mean and refer to the recorded owner, whether or not one or more persons or entities, of the fee simple title to any lot which is part of the property.

**ARTICLE III  
MEETINGS OF MEMBERS**

Section 1 Annual Meetings: An annual meeting of the members shall be held on or close to the first Wednesday of January at the hour of 7:00 P.M. for the purpose of electing directors and for the transaction of such other business as may come before the meeting 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.

Section 2 Regular Meetings: Regular meetings of the members shall be held on or close to the first Wednesday of each month at 7:00 P.M. or date at discretion of Board President. Place of regular meetings, as designated by the Board of Directors, within Huffman Independent School District, within Harris County, Texas.

Section 3 Special Meetings: Special meeting of the members may be called by the President, a majority of the Board of Directors, or by petition in writing with a minimum of fifteen member's signatures.

Section 4 Place of Meeting: The Board of Directors may designate any place, within the Huffman Independent School District, within Harris County, Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 5 Notice of Meetings: Notice will be given to the members by placing the appropriate information mentioned above on a notice posted at the entrance to Spanish Cove and at [www.spanishcovelakehouston.com](http://www.spanishcovelakehouston.com) at least three (3) days prior to the meeting. Notice of meetings will also be given in the "Spanish Cove Newsletter". In case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 6 Quorum: Fifteen voting members shall constitute a quorum at any such meeting.

Section 7 Proxies: At any meeting of members, voting can be in person or by proxy. Proxies will be valid for 90 days from the date the voting member giving the proxy signs the proxy.

Section 8 Voting member: A voting member will only constitute those who are current or no more than 3 months in arrears and owe less than \$25.00 in maintenance fees accrued during their tenure of ownership of a lot or a fractional portion of any lot in Spanish Cove. Only one vote per lot is allowed and that vote may be cast by a voting member from that lot. Voting members with multiple lots are allowed one vote per lot not to exceed the numbers of annual Spanish Cove maintenance fees paid.

Section 9 Voting: Member must be present at meeting to vote, except as detailed in Article III, Section 7.

#### ARTICLE IV BOARD OF DIRECTORS

Section 1 General Powers: The affairs of the Corporation shall be managed by its Board of Directors.

Section 2 Number, Tenure, and Qualifications: The number of directors shall be seven. The Board can be decreased to five by a majority vote of the Board prior to the next annual election. Each section should have at least one representative. Each director shall hold office until the

next annual meeting of members and until his successor shall have been elected. Only voting members as defined in Article III, Section 8, may hold a position on the Board of Directors. Only one member per lot may serve on the Board of Directors at a time. President and Treasurer shall be bonded for the faithful discharge of their duties in such sum and with such surety of sureties as may be determined for the offices in which cost shall be borne by the Corporation.

Section 3 Board Meetings: Meetings of the Board of Directors may be called by any board member. The meeting location will be determined by the President, within Huffman Independent School District, within Harris County, Texas.

Section 4 Notice: Notice of any meeting of the Board of Directors shall be given at least a two (2) day notice.

Section 5 Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6 Manner of Acting: 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. Any legal actions or lawsuits initiated by the Board on behalf of the Spanish Cove Civic Improvement Corporation need prior approval from a majority of the Board.

Section 7 Vacancies: Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected by a simple majority vote of the Board of Directors for the unexpired term or the vacancy.

Section 8 Compensation: Directors as such shall not receive any stated salaries for their services.

Section 9 Informal Action by Directors: 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.

Section 10 Removal: Any Board member may be removed from the Board with cause by a majority vote of voting members at a special called meeting of the membership.

## ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1 Nomination: Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be the Fourth Vice President of the Board of Directors, and voting members. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Any voting member, as defined in Article III, Section 8, is eligible to run for The Board of Directors.

Section 2 Election: Election to the Board of Directors shall be by secret written ballot. The seven persons receiving the largest number of votes shall be the new Board members. During the election for The Board of Directors, one vote means voting for the seven people to serve on the board. The current secretary of the board and two voting members selected by the fourth vice president will count the votes. The seven nominees with the largest number of votes will be the new board. Within thirty (30) days of their election, the new board members will meet and they shall decide who will serve in each board position.

## ARTICLE VI OFFICERS

Section 1 Officers: The officers of the Corporation will be a President, four Vice Presidents, a Secretary, a Treasurer, and such other officers as may be appointed in accordance with the provisions of this Article. The Board of Directors may appoint such other officers, from within the elected Board as it shall deem desirable. Such officers will have the authority to perform the duties prescribed, from time to time, by the Board of Directors.

Section 2 Election and Term of Office: The officers of the Corporation shall be appointed annually by the Board of Directors at the first regular meeting of the Board of Directors. If the appointment of officers shall not be held at such meeting, such appointment shall be held as soon thereafter as possible. Each officer shall hold office until his successor shall have been duly appointed.

Section 3 Removal: Any appointed officer may be removed from office by a majority vote by the Board of Directors.

Section 4 Vacancies: A vacancy in any office because of death, resignation, removal or otherwise, may be filled by the Board of Directors, for the unexpired portion of the term.

### Section 5 Seven Board Positions

(one) President: The President shall be the principal executive officer of the Corporation, and shall in general supervise and control the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President 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 has 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 By-Laws, or by statute to some other officer or agent of the Corporation. The President may delegate or contract out duties of the Board. The President may sign checks up to \$250.00 and will co-sign with the Treasurer, all other checks. For all Board members, any non-emergency expenditures over \$750.00 need prior approval from a majority of the Board.

(two) First Vice President: In the absence of the President, or in event of his inability or refusal to act, the Vice Presidents in the order from First VP through Fourth VP 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. The First Vice President shall be chairman of the Deed Enforcement/Architectural Control Committee. The First Vice President shall maintain a copy of any plans, drawing, or blue prints that are reviewed by the architectural committee. Upon review of any architectural plans drawings or blue prints a signature is required by a member of the Deed Enforcement/Architectural Control Committee and the submitting home owner. The First Vice

President may perform other duties as from time to time which may be assigned by the President or by the Board of Directors.

(three) Second Vice President-Maintenance: The Second Vice President-Maintenance shall have charge of and be responsible for all upkeep and maintenance of the Corporation; responsible for the upkeep of the equipment, owned by the Corporation; has the authority to hire labor as required to perform the upkeep and maintenance. In the absence of the President and First Vice-President, shall perform the duties of President, and when so acting, shall have all the power of and be subject to all the restrictions upon the President; and in general, perform other duties as from time to time which may be assigned by the President or by the Board of Directors.

(four) Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to monies 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 VIII of these By-Laws; and shall disperse such finds as indicated by resolution of the Board; may sign checks up to \$250.00 and will co-sign with the President, all other checks; shall sign all promissory notes of the Corporation with approval of a majority of the Board of Directors. The Treasurer shall act as the bookkeeper and shall keep proper books of account; and records of the Corporation's fiscal affairs and to make the same available for inspection by members at any reasonable time. The treasurer shall maintain current and duly authorized signature cards for any and all bank accounts, securities and other financial institutions which require such signatories, and in general, perform other duties as from time to time that may be assigned by the President of the Board of Directors.

(five) Secretary: 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; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the Corporation, and see that the seal of the Corporation is affixed 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 By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time that may be assigned by the President or by the Board of Directors; The secretary shall maintain the "www.SpanishCoveLakeHouston.com" website with the cost borne by the Corporation.

(six) Third Vice President - Special Events: The Third Vice President shall have charge of and be responsible for planning, scheduling and organizing special events. Besides these responsibilities they may perform other duties from time to time that may be assigned by the President or by the Board of Directors.

(seven) Fourth Vice President - Nominating: The Fourth Vice President shall be chairman of the Nominating Committee and execute the duties as spelled out in these By-Laws. The Fourth Vice President is also chairman of the Welcoming Committee (to welcome new owners into Spanish Cove) and chairman of the Yard of The Month Committee. Besides these responsibilities they may perform other duties from time to time that may be assigned by the President or by the Board of Directors.

## ARTICLE VII COMMITTEES

Section 1 Standing Committees: Standing Committees shall be the Deed Enforcement/Architectural Control Committee, Nominating Committee, Welcoming Committee and the Yard of the Season Committee. Such committees, and any other committees created by the Board of Directors, shall have and carry out such duties as the Board of Directors may designate.

Section 2 Appointment of Committees: The chairmen of other committees shall be appointed by the President, with the approval of a majority of the Board of Directors. The chairmen of each committee can appoint the members required to support the committee.

Section 3 Meetings of Committees: Each committee shall have such meetings as are necessary to carry out the functions designated by the Board of Directors. Unless otherwise provided in the resolution of the Board of Directors designating a committee, any action taken by a majority of the members present at a meeting shall be the act of the committee.

Section 4 Annual Report: All committees shall maintain adequate records of their meetings, and each committee chairman shall be charged with the responsibility of submitting an annual report to the President of the Corporation not less than thirty (30) days before the expiration of the term of the office of the President of the Corporation.

## ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1 Contracts: 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 By-Laws, to enter into any contract or execute and deliver any instrument in the name and behalf of the Corporation, and such a recording may be general or confined to specific instances. Any hired labor, contactor or other agent hired by the board to perform duties on the property known as Spanish Cove Subdivision must be bonded and a copy of such bond must be on file with the secretary of the Board prior to work commencing. The minimum allowable liability insurance must be \$100,000.00.

Section 2 Checks, Drafts, or Money: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation up to \$250.00 shall be signed by the Treasurer or President. Any instruments in excess of Two Hundred Fifty Dollars (\$250.00) shall be signed by the President and Treasurer, or in the absence of the President or Treasurer, the First Vice President or Seconds Vice President shall be authorized to counter sign checks in excess of two hundred fifty dollars.

Section 3 Deposits: All funds of the Corporation shall be deposited within ten days of receipt of such funds to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4 Gifts: The Board of Directors may accept on behalf of the Corporation any contributions, gifts, bequests, devises of conveyance for the general purposes or for any special purpose of the Corporation.

## ARTICLE IX

## BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors. The Secretary shall keep 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, subject to any rules which may be promulgated by the Board of Directors.

## ARTICLE X FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

## ARTICLE XI MORTGAGE OF CORPORATION REAL ESTATE

The Corporation shall have power to mortgage its real estate for the purpose of making improvements thereon, provided that any such mortgage shall have the consent of the simple majority of members entitled to vote in Spanish Cove, voting in person or by proxy as set forth in Article III, Section VII, at a meeting duly called for this purpose, of which notice shall be given to all members at least ten (10) days in advance and shall set forth the purpose of the meeting.

## ARTICLE XII RESTRICTIVE COVENANTS

The restrictive covenants set out in those instruments recorded in Volume 8179, Page 525 and Volume 8231, Page 231; Deed Records of Harris County, Texas, are binding on the members of the Corporation.

## ARTICLE XIII SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the words "Spanish Cove Civic Improvement Corporation".

## ARTICLE XIV NOTICES

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Article of Incorporation or the By-Laws 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 XV DISSOLUTION OF THE CORPORATION

In the event that this Corporation is dissolved, all assets shall be placed in trust, with the then Board of Directors acting as Trustees, and shall be used solely for the purposes set forth in Article IV of the Articles of Incorporation of Spanish Cove Improvement Corporation.

ARTICLE XVI  
ADMENDMENT OF BY-LAWS

These By-Laws may be amended at a regular or a special meeting by a majority of voting members present in person or represented by proxy as set forth in Article III, Section VII.

These By-Laws were approved by the members on May 6, 2009

K Edward Oppermann  
Board President

May 6, 2009  
Date

These By-Laws are hereby adopted as per the amendment provision in the most current Spanish Cove Civic Improvement Corporation By-Laws; Article XVII, dated October 18,1988.

The vote was taken on May 6, 2009, at May Center, Huffman Texas.

Number of voting members present at meeting 23.

Votes cast to approve these new By-Laws 23.

Votes cast to not approve these new By-Laws zero.