

**BYLAWS
OF
WRE HOMEOWNERS ASSOCIATION, INC.
(Amended January 2025)**

These Bylaws govern the affairs of WRE HOMEOWNERS ASSOCIATION, INC., a nonprofit corporation.

This corporation is the “Association” referred to in the Reservations, Restrictions, Covenants and Easements applicable to Willowridge Estates Section One, Willowridge Estates Section Two and Willowridge Estates Section Three, subdivisions in Montgomery County, Texas.

**ARTICLE 1
OFFICES**

Principal Office

1.01. The Corporation's principal office in Texas will be located at 12190 Willow Ridge Circle, Conroe, Texas 77304.

Registered Office and Registered Agent

1.02. The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

**ARTICLE 2
MEMBERS**

Class of Members

2.01. Notwithstanding the provisions of the applicable Reservations, Restrictions, Covenants and Easements, inasmuch as there is currently no “Developer” as contemplated in said documents, the Corporation will have one (1) class of members. Every person or entity who is an Owner of any of the properties which are subject to maintenance charge assessment by the Corporation shall be a member. In the event a property is owned by two (2) or more persons or entities, e.g. husband and wife, the multiple owners shall be considered one (1) member for all purposes herein.

Voting Rights

2.02. Each member is entitled to one (1) vote per lot on each matter submitted to a vote of the members. In the event a property is owned by two (2) or more persons or entities, e.g. husband and wife, it shall be the responsibility of such multiple owners to determine how any vote shall be cast and failure to reach an agreement shall void the vote to which such member would otherwise be entitled.

Waiving Interest in Corporate Property

2.03. The Corporation owns all real and personal property, including all improvements located on the property, acquired by the Corporation. A member has no interest in specific property of the Corporation. Each member waives the right to require partition of all or part of the Corporation's property.

ARTICLE 3 MEETINGS OF MEMBERS

Annual Meeting

3.01. The Board will hold an annual members' meeting at 7:00 p.m. on the 3rd Monday of January each year or at another time that the Board designates. At the annual meeting the members will elect directors and transact any other business that may come before the meeting. If, in any year, the election of directors is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board will call a special meeting of the members, as soon as possible, to elect directors.

Special Meetings

3.02. Special meetings of the members may be called by the President, the Board, or not less than 50% of the voting members.

Place of Meeting

3.03. The Board may designate any place inside Montgomery County, Texas as the place of meeting for any annual meeting or for any special meeting called by the Board. If the Board does not designate the place of meeting, the meeting will be held at the Corporation's registered office in Texas.

Notice of Meetings

3.04. Written or printed notice of any members' meeting, including the annual meeting, will be delivered to each member entitled to vote at the meeting not less than 10 nor more than 50 days before the date of the meeting. Notice will be given by or at the direction of the President or Secretary, or the officers or persons calling the meeting. If all of the members meet and consent to holding a meeting, any corporate action may be taken at the meeting regardless of lack of proper notice.

Quorum

3.05. Except as otherwise provided in the last grammatical paragraph of this Section 3.05, Members holding 10% of the votes that may be cast at a meeting who attend the meeting in person or by proxy will constitute a quorum at a meeting of members. No action may be approved without the vote of at least a majority of the number of members required for a quorum. In the absence of a quorum at a meeting of Members, the meeting may be nevertheless convened for the sole purpose

of conducting Director elections. The quorum required for election of Directors at the reconvened meeting shall be the number of votes cast in person, by proxy, by absentee ballot, or electronic ballot.

Actions of Membership

3.06. The membership will try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of a majority of voting members, present and entitled to vote at a meeting at which a quorum is present, is enough to constitute the act of the membership unless law or the bylaws require a greater number. Voting will be by signed, written ballot.

Proxies

3.07. A member entitled to vote at a meeting of members of the corporation may vote by proxy. All proxies must be in writing, bear the signature of the member giving the proxy, and must specify the date on which they are executed. No proxy is valid after 11 months from the date of its execution, unless the proxy specifically states a later date.

Methods of Voting

3.08. The voting rights of a Member may be cast or given:

- (1) in person or by proxy at a meeting of the Association;
- (2) by absentee ballot; or
- (3) by electronic ballot by electronic mail or facsimile.

Absentee ballots may not be counted, even if properly delivered, if the Member attends any meeting to vote in person so that any vote cast at a meeting by the Member supersedes any vote submitted by absentee or electronic ballot previously submitted for that proposal. Absentee or electronic ballots may not be counted on the final vote of a proposal if the motion was amended at a meeting of the Members to be different from the exact language on the absentee or electronic ballot. Any solicitation for votes by absentee ballot by the Association must include an absentee ballot that contains each proposed action and provides an opportunity to vote for or against the proposed action, instructions for delivery of the completed absentee ballot, including the delivery location, all of which are required by Section 209.00592 of the Texas Property Code.

Election Vote Tabulators

3.09. A person who is a candidate in an Association election or who is otherwise the subject of an Association vote, or a person related to that person within the third degree of consanguinity or affinity, as determined under Chapter 573 of the TEXAS GOVERNMENT CODE, may not tabulate or otherwise be given access to the ballots cast in the election or vote.

Recount Procedures

3.10. A Member may, not later than the fifteenth (15th) day after the date of a meeting at which an election was held, require a recount of votes in accordance with Section 209.0057 of the TEXAS PROPERTY CODE.

ARTICLE 4 BOARD OF DIRECTORS

Management of Corporation

4.01. The Board will manage corporate affairs.

Number, Qualifications, and Tenure of Directors

4.02. The number of Directors will be five (5). Directors must be members of the Corporation. Each director will serve for a term of 2 years. Members with a felony conviction or a conviction for a crime involving moral turpitude, within twenty (20) years before the date of election, are not eligible to serve.

Nomination of Directors

4.03. At least ten (10) days before the Association disseminates absentee ballots to Association members for the purpose of voting in a board member election, the Association must provide notice to the Association members soliciting candidates interested in running for a position on the board. The notice must contain instructions for an eligible candidate to notify the Association of the candidate's request to be placed on the ballot and the deadline to submit the candidate's request. The notice must also state (a) the number of positions available on the board that will be filled at the upcoming election; (b) the phone number, fax number, email address and/or physical address at which the member may notify the Association that he or she wishes to have his or her name placed on the ballot for the election; and (c) any other information necessary to inform the members how to have their name listed on the ballot for the election. The deadline may not be earlier than the 10th day after the date the Association provides the notice required herein. The Association shall include on each absentee ballot for a board member election the name of each eligible candidate from whom the Association received a request to be placed on the ballot. Members with a felony conviction or a conviction for a crime involving moral turpitude, within twenty (20) years before the date of election, are not eligible to serve.

Electing Directors

4.04. A person who meets the qualifications for director and who has been duly nominated may be elected as a director. Directors will be elected by the vote of the membership. Each director will hold office until a successor is elected and qualifies. A director may be elected to succeed himself or herself as director.

Directors will be elected at the annual meeting of the members.

In electing directors, members may not cumulate their votes.

Vacancies

4.05. The Board will fill any vacancy in the Board and any director position to be filled due to an increase in the number of directors; provided however, any Board member whose term has expired must be elected by the members of the Association. A Board member may be appointed by the

Board only to fill a vacancy caused by a resignation, death or disability, as provided in these bylaws. A vacancy that is filled by the Board is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board, or if it is a sole remaining director. A director selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

Annual Meeting

4.06. The annual Board meeting will be held immediately after, and at the same place as, the annual members' meeting.

Regular Meetings

4.07. The Board may provide for regular meetings by resolution stating the time and place of such meetings. No notice of regular Board meetings is required to be given to directors other than a Board resolution stating the time and place of the meetings.

Special Meetings

4.08. Special Board meetings may be called by, or at the request of, the president or any two (2) directors. A person or persons authorized to call special meetings of the Board may fix any place within Willowridge Estates subdivision as the place for holding a special meeting. The person or persons calling a special meeting will inform the secretary of the corporation of the information to be included in the notice of the meeting. The secretary of the Corporation will give notice to the directors as these Bylaws require.

Open Board Meetings

4.09. Regular and special Board meetings shall be open to Members, subject to the right of the Board to adjourn a meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the property Association's attorney, matters involving the invasion of privacy of individual owners, or matters that are to remain confidential by request of the affected parties and agreement of the Board. Following any executive session, any decision made in the executive session shall be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual owners, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary shall include a general explanation of any expenditures approved in executive session.

Meeting Notice of Board Meetings to Directors

4.10. Directors may provide notice of any special meeting to each other by telephone or by any other means they choose, at least one (1) day prior to the date fixed for such meeting. Also, at least one (1) day prior to the date fixed for such meeting, the secretary of the Corporation will give notice to each Director of any special meeting, stating the place, day, and time of the meeting; who called it, and the purpose or purposes for which it is called.

Meeting Notice of Board Meetings to Members

4.11. Members shall be given notice of the date, hour, place, and general subject of a regular or special meeting of the Board, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be (a) mailed to each member not later than the tenth (10th) day or earlier than the sixtieth (60th) day before the date of the meeting; or (b) provided at least one hundred forty-four (144) hours before the start of the meeting for regular Board meetings and at least seventy-two (72) hours before the start of the meeting for special Board meetings by (i) posting the notice in a conspicuous manner reasonably designed to provide notice to the members in a place located on the Association's common property, or on conspicuously located private property within the subdivision, or (ii) by posting the notice on an Internet website maintained by the Association; and (iii) by sending the notice by e-mail to each owner who has registered an e-mail address with the Association.

A board meeting may be held by electronic or telephonic means provided that (1) a board member may hear and be heard by every other board member, (2) except for any portion of the meeting conducted in executive session, (a) that all owners in attendance at the meeting may hear all board members, and (b) Owners are allowed to listen using any electronic or telephonic communication methods used or expected to be used by the board member to participate, and (3) notice of meeting includes instructions for owners to access any communication method required to be assessable hereunder.

Board Action Outside of a Board Meeting

4.12. A board may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to owners as required herein, if each board member is given a reasonable opportunity to express the board member's opinion to all other board members and to vote. Any action taken without notice to the Members must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes at the next regular or special meeting of the Board. The Board may not, unless done in an open board meeting for which prior notice was given to owners as required herein, consider or vote on fines; damage assessments; initiation of foreclosure actions; initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety; increases in assessments; levying of special assessments; appeals from a denial of architectural control approval; or the suspension of a right of a particular Member before the Member has an opportunity to attend a Board meeting to present the Member's position, including any defense on the issue, lending or borrowing, the adoption of an amendment to any dedicatory instruments, the approval of an annual budget, sale of purchase of real property, the filling of a vacancy on the board, the construction of capital improvements other than the repair, replacement, or enhancement of existing capital improvements, or the election of an officer.

Quorum

4.13. A majority of the number of directors then in office constitutes a quorum for transacting business at any Board meeting. No action may be approved without the vote of at least a majority of the number of directors required for a quorum.

Duties of Directors

4.14. Directors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation.

Duty To Avoid Improper Distributions

4.15. Directors who vote for or assent to improper distributions are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the corporation lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the secretary of the Corporation before adjournment of the meeting in question or mailed to the secretary by registered mail immediately after adjournment.

A director is not liable if, in voting for or assenting to a distribution, the director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation; legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or a committee of the Board of which the director is not a member; (2) while acting in good faith and with ordinary care, considers the Corporation's assets to be at least that of their book value; or (3) in determining whether the Corporation made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

Delegating Duties

4.16. Directors may not delegate their duties and responsibilities.

Interested Directors

4.17. Contracts or transactions between directors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, officer, or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested directors or other group with the authority to authorize the transaction.

Actions of Board of Directors

4.18. The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision. For the purpose of determining the decision of the Board, a director who is represented by proxy in a vote is considered present.

Proxies

4.19. A director may vote by proxy. All proxies must be in writing, must bear the signature of the director giving the proxy, and must bear the date on which the proxy was executed by the director. No proxy is valid after one (1) month from the date of its execution.

Compensation

4.20. Directors may not receive salaries for their services. A director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a director will be reasonable and commensurate with the services performed.

Removing Directors

4.21. The members may vote to remove a director at any time, without cause. A meeting to consider removing a director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the members of the Corporation. The notice of the meeting will state that the issue of possibly removing the director will be on the agenda.

At the meeting, the director may present evidence of why he or she should not be removed and may be represented by an attorney at and before the meeting. Also, at the meeting, the

Corporation will consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the director.

A director may be removed by the affirmative vote of a majority of the members.

Appeals to Board

4.22 Appeal Process

A. **Architectural Review.** If an Application for construction of improvements is submitted by an Owner and denied by the Architectural Control Committee, the following denial notice and hearing requirements are applicable:

1. **Denial Notice Requirements.** Denials of an application by an Owner for the construction of improvements in the Subdivision may be appealed to the Board (not a committee). A written notice of the denial must be provided to the Owner by certified mail, hand delivery or electronic delivery. The notice must describe the basis for the denial in reasonable detail and include changes, if any, to the application or improvements required as a condition to approval. The notice must also inform the Owner that the Owner may request a hearing on or before the 30th day after the date the denial notice was mailed to the Owner.

2. **Denial Hearings.** If an Owner requests a hearing to appeal the denial, the Board (not a committee) shall hold a hearing no later than the 30th day after receipt of the Owner's request for hearing, and shall notify the Owner of the date, time and place of the hearing not later than the 10th day before the hearing. Only one hearing is required. Each side must be provided an opportunity to discuss and potentially resolve the denial. The Board or the Owner may request a postponement of not more than 10 days, and otherwise only by agreement. Either party may make an audio recording of the hearing. The Board may affirm, modify, or reverse, in whole or in part, any decision of the Architectural Control Committee as consistent with the Restrictions.

B. **Deed Restriction Violation.** If an Owner requests a hearing under Chapter 209.007 of the Texas Property Code to appeal an alleged deed restriction violation, the Board shall hold a hearing no later than the 30th day after receipt of the Owner's request for hearing, and shall notify the Owner of the date, time and place of the hearing not later than the 10th day before the hearing. Not later than 10 days before the hearing, the Association must furnish the Owner a packet containing all documents, photos and communications related to the violation. If the Association does not provide the packet with that time, the Owner is entitled to an automatic 15-day postponement. During the hearing, the Association first presents its case against the Owner. Thereafter, the Owner or Owner's representative may respond and present the Owner's information and issues relevant to the dispute.

ARTICLE 5 OFFICERS

Officer Positions

5.01. The Corporation's officers will be a president, a secretary, one (1) vice president and a treasurer. Officers must be Directors. No person may hold more than one (1) office.

Election and Term of Office

5.02. The Corporation's officers will be appointed annually by the Board at the annual Board meeting. If officers are not appointed at this time, they will be appointed as soon thereafter as possible.

Removal

5.03. Any officer elected or appointed by the Board may be removed by the Board with or without good cause. Removing an officer will be without prejudice to the officer's contractual rights, if any.

Vacancies

5.04. The Board may select a person to fill a vacancy in any office for the unexpired portion of the officer's term.

President

5.05. The President is the Corporation's chief executive officer. He or she will supervise and control all of the Corporation's business and affairs and will preside at all meetings of the members and of the Board. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the President may not execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these Bylaws, or statute. The President will perform other duties prescribed by the Board and all duties incident to the office of President.

Vice President

5.06. When the President is absent, cannot act, or refuses to act, the vice president will perform the President's duties. When acting in the President's place, the vice president has all the powers of and is subject to all the restrictions on the President.. The Vice President will perform other duties as assigned by the President or Board.

Treasurer

5.07. The Treasurer will:

- a. Have charge and custody of and be responsible for all the Corporation's funds.
- b. Receive and give receipts for moneys due and payable to the Corporation from any source.
- c. Deposit all moneys in the Corporation's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board directs.
- d. Write checks and disburse funds to discharge the Corporation's obligations All checks must be signed by at least two (2) Directors.

- e. Maintain the Corporation's financial books and records.
- f. Prepare financial reports at least annually.
- g. Perform other duties as assigned by the President or the Board.
- h. If the Board requires, give a bond for faithfully discharging his or her duties in a sum and with a surety as determined by the Board.
- i. Perform all of the duties incident to the office of Treasurer.

Secretary

5.08. The Secretary will:

- a. Give all notices as provided in the bylaws or as required by law.
- b. Take minutes of the meetings of the members and the Board and keep the minutes as part of the corporate records.
- c. Maintain custody of the corporate records and seal.
- d. Affix the corporate seal to all documents as authorized.
- e. Keep a register of the mailing address of each member, director, officer, and employee of the Corporation.
- f. Perform duties as assigned by the President or the Board.
- g. Perform all duties incident to the office of Secretary.

ARTICLE 6 COMMITTEES

Establishing Committees

6.01. The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee will include two or more directors and may include persons who are not directors. If the Board delegates any of its management authority to a committee, the majority of the committee will consist of directors. A person may not be appointed or elected to serve on the Architectural Control Committee if the person is a current Board member, spouse of a current Board member, or a person residing in a current Board members's household.

Establishing a committee or delegating authority to it will not relieve the Board, or any individual director, of any responsibility imposed by these Bylaws or otherwise imposed by law.

ARTICLE 7 TRANSACTIONS OF CORPORATION

Contracts

7.01. The Association may enter into an enforceable contract with a current Association board member, a person related to a current Association board member within the third degree by

consanguinity or affinity, as determined under Chapter 573, Government Code, a company in which a current Association board member has a financial interest in at least 51 percent (51%) of profits, or a company in which a person related to a current Association member within the third degree by consanguinity or affinity, as determined under Chapter 573, Government Code, has a financial interest in at least 51 percent (51%) of profits, if the following conditions are satisfied:

(a) the board member, relative, or company bids on the proposed contract and the Association has received at least two other bids for the contract from persons not associated with the board member, relative, or company, if reasonably available in the community; and

(b) the board member:

- (1) is not given access to the other bids;
- (2) does not participate in any board discussion regarding the contract; and
- (3) does not vote on the award of the contract.

Contracts for services that will cost more than \$50,000.00 shall require solicitation of bids according to a bid process established by the Association.

Deposits

7.02. All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

Gifts

7.03. The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may not make gifts or give charitable contributions

Potential Conflicts of Interest

7.04. The Corporation may not make any loan to a director or officer of the Corporation. A member, director, officer, or committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by these Bylaws, the articles of incorporation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from or otherwise transact business with a member, director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. The Corporation may not borrow money from or otherwise transact business with a member, director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board's or the members' approval, not including the vote of any person having a personal interest in the transaction.

Prohibited Acts

7.05. As long as the Corporation exists, and except with the Board's or the members' prior approval, no member, director, officer, or committee member of the Corporation may:

- a. Do any act in violation of these Bylaws or a binding obligation of the Corporation.
- b. Do any act with the intention of harming the Corporation or any of its operations.
- c. Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.
- d. Receive an improper personal benefit from the operation of the Corporation.
- e. Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- f. Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- g. Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.
- h. Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 8 BOOKS AND RECORDS

Required Books and Records

8.01. The Corporation will keep correct and complete books and records of account. The books and records shall be kept in accordance with the Corporation's Records Retention Schedule and shall include:

- a. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- b. A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.
- c. Minutes of the proceedings of the members, Board, and committees

- d. A list of the names and addresses of the members, directors, officers, and any committee members of the Corporation.
- e. A financial statement showing the Corporation's assets, liabilities, and net worth at the end of fiscal years, in accordance with its Records Retention Schedule.
- f. A financial statement showing the Corporation's income and expenses in accordance with its Records Retention Schedule.
- g. All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- h. The Corporation's federal, state, and local tax information or income-tax returns.

Inspection and Copying

8.02. Any member, director or officer of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under the bylaws. The Corporation will provide requested copies or access to records in accordance with the Association's Records Production Policy.

Audits

8.03. Any member may have an audit conducted of the Corporation's books. That member bears the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct it. A member may not exercise these rights so as to subject the Corporation to an audit more than once in any fiscal year.

ARTICLE 9 FISCAL YEAR

The Corporation's fiscal year of the Corporation will begin on the first day of January and end on the last day in December in each year.

ARTICLE 10 INDEMNIFICATION

When Indemnification Is Required. Permitted, and Prohibited

- 10.01. a. The Corporation may indemnify a director or officer of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. Such indemnification shall require the vote of the members.
- b. The Corporation may indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation will

not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation. Such indemnification shall require the vote of the members.

- c. The Corporation may pay or reimburse expenses incurred by a director or officer of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding. Such indemnification shall require the vote of the members.
- d. In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a director or officer of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by paragraph 10.01(a), above.
- e. The Corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might be eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph 10.03(c), below, have been satisfied. Furthermore, the Corporation will not, without a vote of the members, advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in an proceeding brought by the Corporation or one or more members or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

Extent and Nature of Indemnity

10.02. The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Procedures Relating to Indemnification Payments

- 10.03. a. Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (c), below. The Corporation may make these determinations and decisions by majority vote of members, excluding directors or other members who are named defendants or respondents in the proceeding.

- b. The Corporation will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible.
- c. The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above.

In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

- d. Any indemnification or advance of expenses will be reported in writing to the Corporation's members. The report will be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report will be sent within the two (2) week period immediately following the date of the indemnification or advance.

ARTICLE 11 NOTICES

Notice by Mail

11.01. Any notice required or permitted by these Bylaws to be given to a member, director or officer of the Corporation must be given by mail. A notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. A person may change his or her address in the corporate records by giving written notice of the change to the secretary of the corporation. If the person is a resident of Willowridge Estates subdivision, the person's address shall be presumed to be the address of the person's home in Willowridge Estates subdivision unless the person has otherwise advised the Secretary.

Signed Waiver of Notice

11.02. Whenever any notice is required by law or under the articles of incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

Waiving Notice by Attendance

11.03. A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 12 AMENDING BYLAWS

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted only by the membership. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE 13 MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

13.01. These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

13.02. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

Headings

13.03. The headings used in the bylaws are for convenience and may not be considered in constructing the bylaws.

Number

13.04. All singular words include the plural, and all plural words include the singular.

Seal

13.05. The Board of Directors shall provide for a corporate seal. Such seal shall comply with applicable law.

Power of Attorney

13.06. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary to be kept with the corporate records.

Parties Bound

13.07. The Bylaws will bind and inure to the benefit of the members, directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the bylaws otherwise provide.

Attestation

Adopted by the Board of Directors on this _____ day of _____, 2025.

WRE HOMEOWNERS ASSOCIATION, INC.

President / Director

Director

Director

Director

Director

**RESOLUTION ADOPTED BY UNANIMOUS
WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF
WRE HOMEOWNERS ASSOCIATION, INC.
REGARDING BYLAWS**

STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

We the undersigned, being all the members of the Board of Directors of WRE Homeowners Association, Inc., a Texas non-profit corporation (the “Association”), organized under the Texas Non-Profit Corporation Act, does by this writing approve the following resolution:

WHEREAS, Section 22.102 of the Texas Business Organizations Code provides as follows:

- A. The initial bylaws of a corporation shall be adopted by its board of directors or, if the management of the corporation is vested in its members, by the members.
- B. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the certificate of formation.
- C. A corporation’s board of directors may amend or repeal the corporation’s bylaws, or adopt new bylaws, unless:
 - (1) the certificate of formation or the Code reserves the power exclusively to the members in whole or in part;
 - (2) the management of the corporation is vested in its members; or
 - (3) the members in amending, repealing, or adopting a particular bylaw expressly provide that the board of directors may not amend or repeal that bylaw.

WHEREAS, based upon information and belief the original directors of the Association may not have adopted bylaws for the Association; and

WHEREAS, the current Board of Directors desires to adopt bylaws for the Association.

NOW THEREFORE, the undersigned Board of Directors of the Association does hereby adopt the above and foregoing Bylaws to which this resolution is attached as the Bylaws of the Association.

This consent is executed pursuant to Section 22.102 of the Texas Business Organizations Code, which authorizes the taking of action by the Board of Directors by unanimous consent without a meeting. This consent may be executed in multiple counterparts, which, when placed together shall constitute the fully executed original instrument.

**BOARD OF DIRECTORS
WRE HOMEOWNERS ASSOCIATION, INC.**

Date: _____

Date: _____

Date: _____

Date: _____

Date: _____

ATTEST:

_____, Secretary