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AFTER RECORDING RETURN TO:

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AMENDED AND RESTATED BY-LAWS OF THE
MONTGOMERY PLACE COMMUNITY
IMPROVEMENT ASSOCIATION

Cross reference to that certain Amended Restrictions for Montgomery Place, Section One, recorded at Document No. 9742348 in the Official Public Records of Montgomery County, Texas.

**Amended and Restated By-Laws of the
Montgomery Place Community Improvement Association**

RECITALS:

A. WHEREAS, the Montgomery Place Community Association (the "Association") is a subdivision in Montgomery County, Texas established by that certain Amended Restrictions for Montgomery Place, Section One recorded at Document No. 9742348 in the Official Public Records of Montgomery County, Texas (the "Declaration").

B. WHEREAS, the Association is a Texas nonprofit corporation that is governed by that certain By-Laws of the Montgomery Place Community Improvement Association (the "By-Laws").

C. WHEREAS, the Association's Board of Directors (the "Board") desires to amend and restate the Bylaws as further provided herein.

D. WHEREAS, Article X, Section 1 of the By-Laws provides that the By-Laws may be amended or added to at an Annual or Special Meeting of the members, by a vote of greater than fifty percent (50%) of the quorum.

E. WHEREAS, in accordance with Article X, Section 1 of the By-Laws, the Secretary of the Association hereby certifies that this Amended and Restated By-Laws of the Montgomery Place Community Improvement Association was approved by a vote of greater than fifty percent (50%) of the quorum of members at a meeting conducted on May 21, 2023.

NOW THEREFORE, the By-Laws are hereby amended in their entirety and entirely replaced by these Amended and Restated By-Laws of the Montgomery Place Community Improvement Association, and, as such, the By-Laws shall have no further force or effect and shall be deemed as replaced by the following:

ARTICLE I. Name and Location

The name of the corporation is MONTGOMERY PLACE COMMUNITY IMPROVEMENT ASSOCIATION, hereinafter referred to as the "Association." The principal office of the corporation shall be located at the residence of the President of the Association located in Conroe, Texas.. Meetings of members and directors may be held at such places within the State of Texas, County of Montgomery, as may be designated by the Board of Directors.

ARTICLE II.

Definitions

Section 1.

“Association” shall mean and refer to Montgomery Place Community Improvement Association, a Texas non-profit corporation, its successors and assigns.

Section 2.

“Common Properties” shall mean and refer to all real property which may now or hereafter be owned by the Association for the common use and enjoyment of the members of the Association.

Section 3.

“Lot” shall mean and refer to a plot of land located in Montgomery Place, a subdivision in Montgomery County, Texas, as set forth on the map of plat of such subdivision of record in Montgomery County, Texas.

Section 4.

“Member” shall mean and refer to each lot owner from all sections of Montgomery Place being that they are entitled to one vote per lot, provided that such owner has currently paid all dues and assessments of the Association.

ARTICLE III.

Meetings of Members

Section 1:

Annual Meeting: The annual meeting of the Members of the Association shall be held on the second Saturday in October of each year, at such time and place as the Board of Directors shall designate. If the date for a General Meeting of the Members is a legal holiday, the meeting will be held on the first Saturday following which is not a legal holiday.

Section 2:

Special Meeting: Special meetings of the Members may be called at any time by the President of the Association, or upon the written request to the Board of Directors by fifteen per cent (15%) of the Members in good standing.

Section 3:

Notice of Meetings: Written notice of each Annual Meeting or Special Meeting of the Members shall be given by, or at the direction of, the Board of Directors, the secretary, or any person or persons authorized to call a meeting, by delivering a copy of such notice not more

than sixty (60) days, but not less than ten (10) days before such meeting to each address wherein resides at least one Member entitled to vote thereat. Such notice may be delivered by mail, facsimile, email or personally. Such notice shall specify the place, day, and hour of the meeting, as well as provide an agenda for such meeting, and in the case of a special meeting, the purpose of the meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Association, with postage thereon prepaid.

Section 4:

Quorum: Ten (10) homeowners (one representative per home) present at the meeting, either in person, by proxy, by absentee ballot or by electronic ballot, shall constitute a quorum. Should there be at any time during the meeting less than a quorum present, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the quorum shall be present or be represented.

Section 5:

Proxies: Voting by proxy may be utilized at either the Annual Meeting or any Special Meeting by sending the permission to vote in writing, signed by the absentee voter, and filed with the Secretary of the Association prior to the meeting for which it is to be effective. Every proxy shall be revocable and shall automatically cease upon the occurrence of any of the following circumstances: (i) conveyance of any Lot for which it is given; (ii) upon receipt of notice by the Secretary of the death or judicially declared incompetence of a Member giving such proxy who is a natural person; (iii) upon receipt of written revocation of such proxy by the Secretary from the Member giving such proxy; (iv) the attendance of the Member at the meeting for which the proxy was given; or (iv) eleven (11) months from the date of the proxy, unless a shorter or longer period is specified in the proxy. .

Section 6:

Carried Motions: A motion shall be carried by two thirds (2/3) of the votes of the Member representatives.

ARTICLE IV.

Board of Directors

Section 1.

Board of Directors: The affairs of this Association shall be managed by a board of Directors consisting of the Officers of the Association and one (1) Director at Large, who must be Members in good standing of the Association.

Section 2:

Term of Office: Directors shall serve terms of two (2) years and shall hold office until the next election of Directors or until their successors are elected and qualified for office.

Section 3:

Election: Election of Directors shall take place at the Annual Meeting each year an election is required. The persons receiving the largest number of votes shall be elected.

Section 4:

Removal: Any Director may be removed from the board, with or without cause,, by a simple majority vote of the Members of the Association at a Special Meeting, in accordance with procedures specified in Article III of these by-laws. The successor shall serve for the unexpired term of his predecessor.

Section 5:

Vacancy: In the event of the resignation of a Director or any cause for vacancy, the resulting vacancy shall be filled by election at a Special Meeting, as per Article III of these by-laws. In the event that duties of an officer need to be performed before a replacement can be elected, the President of the Association has the power to appoint a person to perform those duties on a temporary basis.

Section 6:

Compensation: No director shall receive compensation for any service which may be rendered to the Association, provided, however, that any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 7:

Conflict of Interest: 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, 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 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.

ARTICLE V.

Meeting of Directors

Section 1:

Regular Meeting: Regular meetings of the Board of Directors shall be held quarterly, Notice of the date, hour, and place of the meeting, with general subject of the meeting, including a general description of any matter to be brought up for deliberation in executive session, shall be posted in a prominent place within the subdivision or on an internet website maintained by the Association and shall be emailed to Members at least 144 hours prior to the meeting. Meetings shall be held in Montgomery Place subdivision in Montgomery County, TX

Section 2:

Special Meetings: Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two Directors after not less than three (3) days notice to each Director. Meeting notices may be delivered to Directors by personal service, mail, facsimile, or email. A meeting notice that is mailed is considered to be given to the Director on the date it is deposited in the United States mail, with postage prepaid, in an envelope addressed to the Director at his or her address as it appears on the records of the Association. Notice to Members shall state the date, hour and place of the meeting, with general subject of the meeting, including a general description of any matter to be brought up in executive session, shall be posted in a prominent place within the subdivision or on an internet website maintained by the Association, and shall be emailed to Members at least 72 hours prior to the meeting. . Meetings shall be held in Montgomery County, TX.

Section 3:

Executive Session: All regular and special Board meetings must be open to Owners, subject to the right of the Board to adjourn a meeting and reconvene in a closed executive session to consider actions involving: (i) personnel; (ii) pending or contemplated litigation; (iii) contract negotiations; (iv) enforcement actions; (v) confidential communications with the Association's attorney; or (vi) 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 an executive session, any decision made by the Board in executive session must 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 must include a general explanation of expenditures approved in executive session.

Section 4:

Quorum: A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. A Quorum shall not be less than three (3) Directors regardless of Director removal, death, resignation, or otherwise.

Section 5:

Action Without a Meeting: Any action which may be required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by a consent in writing, setting forth the action so taken and signed by all members of the Board of Directors. Such consent shall be placed in the minute book of the Association with the minutes of the board of Directors. Any action so approved shall have the same effect as a unanimous vote taken at a meeting of the Directors.

ARTICLE VI.

Powers and Duties of the Association

Section 1:

Powers: The Association, by and through its Board of Directors, shall have the following rights and powers:

- a) To collect maintenance and/or other fees as stipulated in the Deed Restrictions of Montgomery Place;
- b) To enforce all covenants and restrictions of the Montgomery Place subdivision;
- c) To construct, manage, and maintain Common Properties and facilities, and to make, publish, and enforce reasonable rules and regulations governing the use and enjoyment of such properties, or any part thereof, all of which reasonable rules and regulations shall be binding upon, and complied with, and observed, by each Member. These rules and regulations may include provisions to govern and control the use of the Common Properties and facilities by guest and invitees of the Members, including, without limitation, the number of guests and invitees who may use the Common Properties and facilities, or any part, thereof, at the same time;
- d) To enter into management and/or operation contracts or agreements relative to the maintenance and operation of the Common Properties and facilities, in such instance and on such terms that the Board of Directors may deem appropriate; to operate recreational facilities and related concessions located on the Common Properties; to enter into lease agreements or concession agreements granting leasehold, concession, or other operating rights relative to recreational facilities located on the common properties in such instances and on such terms as the Board of Directors may deem appropriate;
- e) To seek and retain legal counsel on behalf of the Association, at the Board's discretion;
- f) If notice and an opportunity to be heard are given to a Member, the Association may collect reimbursement of actual attorney fees and other reasonable costs incurred by the Association relating to violations of the Deed Restrictions, as set forth in Section 209 of the Texas Property Code; To engage in such business and

activities, on a non-profit basis, as may be required to establish and administer the programs of the Association;

- g) To exercise such other rights and powers granted to it under the Articles of Incorporation or these By-laws;
- h) Adopt and amend By-laws;
- i) Adopt and amend budgets for revenues, expenditures, and reserves and collect regular assessments or Special Assessments for Common Expenses from Lot Owners;
- j) Hire and terminate managing agents and other employees, agents and independent contractors;
- k) Impose interest, late charges, and returned check charges for late payments of regular assessments or Special Assessments;
- l) Purchase insurance and fidelity bonds, including Directors and Officer's liability insurance, that the Board of Directors considers appropriate or necessary;
- m) Impose reasonable charges for preparing, recording, or copying amendments to the Declaration, Resale Certificates or statements of unpaid Assessments;
- n) Adopt and amend rules regulating the collection of delinquent Assessments and the application of payments;
- o) Exercise all other powers that that may be exercised by a Texas non-profit corporation; and
- p) Exercise any other powers necessary and proper for the governance and operation of Montgomery Place Community Improvement Association.

Section 2:

Duties: It shall be the duty of the Association, by and through its Board of Directors, to:

- a) 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 Meetings of the Members, or at any Special Meeting; and
- b) To supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.

Section 3:

Indemnification: The corporation shall at all times be bound by, and shall act in Accordance with, the terms and provisions of the Texas Non-Profit Corporation Act, and all amendments thereto.

Section 4:

Fiscal Responsibility: The Board shall not incur any expense, which together with any previously incurred expenses, shall exceed the amount of money owned by the Association.

ARTICLE VII.

Officers and Their Duties

Section 1:

Qualifications, Terms, and Enumeration of Officers: The officers of this Association, who shall be at all times members of the Board of Directors, shall be a President, a Vice-President, a Secretary, a Treasurer, and a Director at Large. Each officer shall serve a term of two (2) years. Officers shall be a Member of the Association.

Section 2:

Special Appointments: The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties, as the Board may from time to time determine. Such specially elected officers shall be Members of the Association.

Section 3:

Authority to Sign Checks: The Board, from time to time, may authorize two Directors to sign checks of the Association. The Board may rescind and revoke such authority granted to any person. Such agents may sign individually.

Section 4:

Multiple Offices: No person or family shall simultaneously hold both offices of President and Treasurer.

Section 5:

Duties: The duties of the officers of the Association are as follows:

- a) **President** – The President shall preside at all meetings of the Board of Directors and of the Association; shall see that orders and resolutions of the Board are carried out; shall buy and sell goods; and shall contract for services, and engage in such activities as may be required to carry out the Associations' programs.
- b) **Vice-President** – The Vice-president shall preside at all meetings in the death, absence, or resignation of the President, or on the inability of the President to perform the functions of such office, and shall perform such other duties as required by the Board.
- c) **Secretary** – The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Association; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as required by the board.
- d) **Treasurer** - The Treasurer shall receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; and keep accurate books and records of the fiscal affairs of the Association, making the same available for inspection by members of the Association during normal business hours.

ARTICLE VIII.

Committees

In addition to those standing committees created by the Deed Restrictions of Montgomery Place Community Improvement Association, the Board of Directors may, by resolution adopted by a majority of the Directors, designate or appoint committees as deemed appropriate to have and to exercise the authority of the Board in management of the corporation. Each committee shall consist of two (2) or more persons, and shall report to the president of the Board.

ARTICLE IX

Books and Records

1. Montgomery Place Community Improvement Association shall keep records of:
 - a. Books and Records of account
 - b. Minutes of proceedings of the Board of Directors, committees established by the Board of Directors, and its members;
 - c. Current record of the name and mailing address of each member homeowner;
 - d. The books, records and papers of the Association shall be subject to inspection by any member.
2. Retention Policy
 - a. Certification of Formation, and By-Laws, and all amendments shall be retained permanently;
 - b. Financial books and records shall be retained for seven (7) years;
 - c. Account records of current lot owners shall be retained for five (5) years;
 - d. Copies of all contracts entered with a term of one year or greater shall be retained for four (4) years after the expiration of the contract term;
 - e. Minutes from all meetings of Board and membership shall be retained for seven (7) years; and
 - f. Tax returns and audit records shall be retained for seven (7) years.

ARTICLE X

Amendments

Section 1.

Amendments: These By-Laws may be amended or added to at an Annual or Special Meeting of the members, by a vote of greater than fifty percent (50%) of the quorum.

Section 2.

Conflict: In the case of any conflict between the Certification of Formation and these By-laws, the Certification of Formation shall control. The existence of a conflict shall in no way nullify the remainder of the provisions of these By-laws.

ARTICLE XI

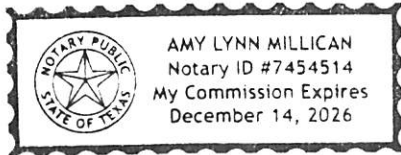
Miscellaneous

The fiscal year of the Association shall begin on the first (1st) day of January and end on the Thirty-First (31st) day of December every year.

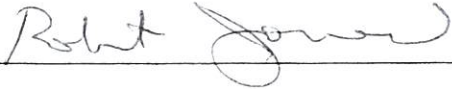
The Original signed document is on file and may be copied upon request. The above is an accurate copy of that document

SECRETARY'S CERTIFICATE

The undersigned Secretary of the Montgomery Place Community Improvement Association (the "Association"), a Texas non-profit corporation, hereby certifies that this Amended and Restated By-Laws of the Montgomery Place Community Improvement Association was approved by a vote of greater than fifty percent (50%) of the quorum of members at a meeting of the Board conducted on May 21, 2023.



**MONTGOMERY PLACE COMMUNITY
IMPROVEMENT ASSOCIATION**



Robert Jones, Secretary

STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

THIS INSTRUMENT was acknowledged before me this 22 day of May, 2023 by Amy Millican, Secretary of the Montgomery Place Community Improvement Association.



Notary Public of Texas

FILED FOR RECORD
06/22/2023 09:43AM



L. Brandon Steinmann
County Clerk
Montgomery County, Texas

STATE OF TEXAS,
COUNTY OF MONTGOMERY

I hereby certify that this instrument was filed in the file number
sequence on the date and time stamped herein
by me and was duly RECORDED in the Official Public
Records of Montgomery County, Texas.

06/22/2023



L. Brandon Steinmann
County Clerk
Montgomery County, Texas