



**BY-LAWS
OF
QUAKER'S LANDING CIVIC IMPROVEMENT ASSOCIATION
A NON-PROFIT CORPORATION**

ARTICLE 1.

NAME AND LOCATION

The name of the corporation is QUAKER'S LANDING CIVIC IMPROVEMENT ASSOCIATION. The principal address of the corporation shall be at P.O. Box 633, Friendswood, TX 77549, Galveston County, Texas, but meetings of members and Directors, annual, regular or special, shall be held within the corporate limits of the City of Friendswood, Galveston County, Texas.

ARTICLE II.

DEFINITIONS

Section 1. "ASSOCIATION" shall mean and refer to QUAKER'S LANDING CIVIC IMPROVEMENT ASSOCIATION, its successors and assigns.

Section 2. "COMMON AREA" shall mean all real property owned by the Association for the common use and enjoyment of the owners.

Section 3. "DECLARATION" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the subdivision and recorded in the Office of the County Clerk of Galveston County, Texas, in Volume 1924, page 433 and in Volume 2254, Page 286.

Section 4. "LOT" shall mean and refer to any plot of land improved as provided for in the Declaration and shown on the recorded subdivision plat with the exception of the common area. "IMPROVED LOT" shall mean any plot of land upon which is situated a habitable residence.

Section 5. "OWNER" shall mean and refer to record owner, whether one or more persons or entities of the fee simple title to any improved lot which is part of the subdivision, including contract sellers, but excluding those holding title merely as security for the performance of an obligation.

Section 6. "SUBDIVISIONS" shall mean and refer to those certain tracts of real property described in the declaration, and such additions thereto as may be brought within the jurisdiction of the association pursuant to the provisions of the declarations.

Article III.

MEETING OF HOMEOWNERS

Section 1. ANNUAL MEETINGS. Annual meetings of the Association shall be held on or about the second Thursday of November each year. If the day for the annual meeting of the Association is a legal holiday, the meeting will be held the same hour on the next following day which is not a legal holiday. If there is more than one (1) regular meeting held in one calendar year, an "annual meeting" may not be necessary.

Section 2. SPECIAL MEETINGS. Special meetings of the Association may be called at any time by the President or by the Board of Directors, or upon written request of one-fourth (1/4 of all members entitled to vote.)

Section 3. NOTICE OF MEETINGS. Written notice of each annual meeting of the Association shall be given by, or at the direction of, the Secretary or other person authorized to call the meeting, The Association Meeting notice must be delivered to each Homeowner entitled to vote at the Association Meeting no earlier than sixty (60) days, nor later than ten (10) days, before the date of the Membership Meeting. A notice of the Association Meeting may be delivered to the Association Homeowners by personal delivery, mail, facsimile, or email. If the Association Meeting notice is given to an Association Homeowner by mail, notice is considered to be given on the date it is deposited in the United States mail, with postage paid, in an envelope address to the Association Homeowner at his or her address as it appears on the ownership or Association records of the

Quaker's Landing Civic Improvement Association. If notice of the Association Meeting is given to an Association Homeowner by facsimile or email, notice is considered to be given when it is transmitted to a facsimile number or email address provided by the Association Homeowner, or to which the Association Homeowner consents, for the purpose of receiving meeting notices.

Section 4. QUORUM. The presence at the meeting, in person of at least ten (10) percent of the members entitled to cast a vote shall constitute a quorum for authorization of any action, except as may otherwise be provided in the Declaration, The Articles of Incorporation, or these By-Laws. If a quorum is not present at any meeting, the Association Homeowners entitled to vote thereat shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum is present.

Section 5. PROXIES. Proxies shall be accepted. (See Addendum 2a and 2b attached).

Section 6. Electronic and Absentee voting shall be accepted and will be counted for the purposes of establishing a quorum at Annual or Special meeting called by the Association. (See Addendum 1, attached)

ARTICLE IV.

Section 1. NUMBER. The affairs of the Association shall be managed by a Board of not less than five (5) Directors, or no more than 9 who must be residents of Quaker's Landing Subdivision.

Section 2. TERM OF OFFICE. Each director shall hold office for one (1) year from the date he or she is elected or until his successor shall have been elected and qualified.

Section 3. REMOVAL. Any Director may be removed from the Board, with or without cause, by a majority vote of those Association Homeowners present and voting, but in no case less than ten (10) percent of the Homeowners of the Association. In the event of death, resignation, or removal of a Director, his successor shall be selected by the remaining

members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. COMPENSATION. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his or her duties.

Section 5. NOMINATION. Nomination for the election to the Board of Directors shall be by nominating committee. However, nominations may also be made from the floor at any annual meeting of members. The nominating committee shall consist of three or more Homeowners of the Association. The committee shall be appointed by the Board of Directors prior to each annual meeting to serve from the close of such meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The nominating committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion, determine, but in no event shall it nominate less than the number of vacancies to be filled or more than the number identified in the By-Laws.

Section 6. ELECTION. Election to the Board of Directors shall be by written ballot. At such election, the Association Homeowners shall cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation. Person receiving the largest number of votes shall be elected, but in no case less than a majority of those present and voting. Non-candidates must tabulate the votes.

Section 7. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. In the event the regular date for a meeting falls on legal holidays, such meeting shall be held at the same time on the next following day which is not a legal holiday.

Section 8. SPECIAL MEETINGS. Special meeting of the Board of Directors shall be held when called by the President of the Association, or by any two (2) directors.

Section 9. QUORUM. A majority of the directors shall constitute a quorum for the transaction of business. Every act performed or decision

made by the majority of the directors present at a duly held meeting in which a quorum is present shall constitute the act or decision of the Board.

Section 10. POWERS. The Board of Directors shall have the power to:

- a. Amend, adopt, and publish By-Laws and regulations governing the use of common areas and facilities.
- b. Exercise on behalf of the Association all powers, duties, and authority vested in or delegated to the Association and not specifically reserved to the Homeowners by the Declaration, Articles of Incorporation, or any other provision of these By-Laws.
- c. Declare the office of a member of the Board of Directors to be vacant in the event that such member is absent from four (4) consecutive regular meetings of the Board of Directors; and
- d. Employ a manager, independent contractors, and such other employees as they deem necessary and to prescribe their duties.

Section 11. DUTIES. It shall be the duty of the 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 Association at each annual meeting, or any special meeting.
- b. Supervise all officers, agents, and employees of the Association and to see to it that their duties are properly performed.
- c. As provided in the Declaration and Articles of Incorporation, as Amended, to:
 1. Fix the amount of the annual assessment against each improved Lot at least thirty (30) days in advance of each annual assessment period.
 2. Send written notice of each assessment to every record owner subject thereto at least thirty (30) days in advance of each annual meeting.

3. Foreclosure the lien against any property for which assessment are not paid within six (6) months after the due date, or to bring an action against the owner personally obligated to pay the same.
- d. Issue, or cause an appropriate office to issue, on demand by any person, a certificate setting forth whether or not any assessment has been paid. A statement in a certificate to the effect an assessment has been paid shall constitute conclusive evidence of such payment. The Board may impose a reasonable charge for the issuance of these certificates.
- e. Procure and maintain liability and hazard insurance on all property owned by the Association.
- f. Cause all officers or employees having fiscal responsibilities to be Bonded as it may be appropriate; and
- g. Cause the common area to be maintained.

ARTICLE V.

OFFICERS AND THEIR DUTIES

Section 1. **ENUMERATION OF OFFICES.** The officers of the Association shall be a President and Vice-President, who shall at times be members of the Board of Directors, a Secretary, Treasurer, and such other officers as the Board may, from time to time, by resolution create.

Section 2. **ELECTION OF OFFICERS.** The election of officers shall take place immediately following the election of the Board of Directors.

Section 3. **SPECIAL APPOINTMENTS.** The Board may elect such whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 4. **RESIGNATION AND REMOVAL.** Any officer may be removed from office by the Board at any time with or without cause. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or any at later time as specified therein, and unless

otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. VACANIES. A vacancy in any office may be filled by appointment of the Board. The officer appointed to such vacancy shall serve for the unexpired term of the officer he or she replaces.

Section 6. MULTIPLE OFFICES. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this article.

Section 7. DUTIES. The duties of the officers are as follows:

- a. President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other instruments, and shall co-sign all checks and promissory notes.
- b. Vice-President. The Vice-President shall act in the place of the President in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board, including but not limited to those duties of the President listed above.
- 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 the corporate seal of the Association and affix it to all papers so requiring; serve notice of meetings of the Board and of the Association; keep appropriate current records showing the Homeowners of the Association together with their addresses; and perform such other duties as may be required by the Board or by law.
- d. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all funds of the Association, and shall disperse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account; shall cause an annual audit of the Association books to be made at the completion of each fiscal year; and shall prepare an annual

budget and statement of income and expenditures, which shall be given at the regular annual meeting of members.

ARTICLE VI.

COMMITTEES

The Board of Directors may appoint such other committees, as it may deem appropriate in the performance of its duties.

ARTICLES VII.

ASSESSMENTS

As more fully provided in the Declaration, Articles of Incorporation, each Homeowner is obligated to pay to the Association annual and special assessments which are secured by a continuing lien on the property against which such assessments are made. Any assessments, which are not paid when due, are considered delinquent. If an assessment is not paid within ninety (90) days after the due date, the association may bring an action at law against the owner personally obligated to pay the same, or may foreclose the lien against his property. Interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of any assessment due. No owner may waive otherwise escape liability for assessments by non-use of the common area or abandonment of his improved lot. A payment plan is offered to lot owners who may choose to pay off delinquent regular or special assessments or any other amounts owed to Quaker's Landing Civic Improvement Association.

ARTICLE VIII.

BOOKS, RECORDS AND INSPECTION

The books, records, papers of the Association shall be subject to inspection of any member at any annual or special meeting of the Board of Directors or general membership. The Declaration, Articles of Incorporation, as amended, and By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies shall be made available for sale

at a reasonable price. Books and records shall be maintained by the Association no less than five (5) years.

ARTICLE IX.

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words "Quaker's Landing Civic Improvement Association, Inc."

ARTICLE X.

FISCAL YEAR

The fiscal year of the Association shall end the thirtieth day of September in each year.

ARTICLE XI.

AMENDMENTS

These By-Laws may be amended, altered, or repealed, or new By-Laws may be adopted by a majority vote of the Homeowners of the Association present at any meeting, annual, regular, or special, called for the purpose of altering, amending, or repealing the By-Laws.

ARTICLE XII.

RESERVED FOR FUTURE USE

EXECUTED this 9th day of June, 2014

ATTEST

By Tom Williams
Tom Williams President

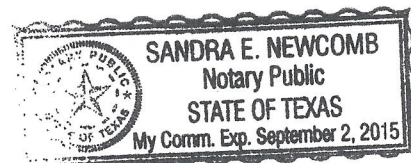
THE STATE OF TEXAS

COUNTY OF GALVESTON

This instrument was acknowledged before me on 9th day
of

June, 2014, by Tom Williams, President of Quakers
Landing Civic Improvement Association, Inc., a Texas nonprofit
Corporation, on behalf of said corporation.

[Signature]
Notary Public Signature



Addendum 1.

Quakers Landing Civic Improvement Association (QLCIA)

Procedure for Absentee and Electronic Voting by Lot Owners at an Annual Meeting or Special Meeting:

In addition to casting ballots in person or by proxy at an Annual or Special Meeting, Subdivision Associations are also authorized under Chapter 209 of the Texas Property Code to conduct Association voting by absentee ballots and/or electronic ballots.

The QLCIA solicitation for votes by absentee ballot must include: (1) an absentee ballot form that contains each proposed action to be voted on at the Annual or Special Meeting and provides a Lot Owner an opportunity to vote for or against each proposed action: and (2) Instructions for delivery of the completed absentee ballot, including the delivery location.

In addition, the solicitation for votes by absentee ballot must include the following advisory:

“By casting your vote via absentee ballot you will forgo the opportunity to consider and vote on any action from the floor on these proposals, if a meeting is held. This means that if there are amendments to these proposals your vote will not be counted on the final vote on these measures. If you desire to retain this ability, please attend any meeting in person, in which case any in-person vote will prevail”

An electronic ballot means a ballot that is cast by Lot Owners by email, facsimile, or posting on an internet website. To be valid, the method of casting an electronic ballot must be sufficient to confirm the identity of the Lot Owner submitting the ballot and allow the Lot Owner to receive a receipt of the electronic transmission and receipt of his or her ballot. Electronic ballots posted on the QLCIA web site or other site approved by the Board of Directors, a notice of the posting must be sent to each Lot Owner that contains instructions on obtaining access to the posting on the website.

In addition, an absentee or electronic ballot cast by a Lot Owner may be counted as such Lot Owner being present and voting at the Annual or Special Meeting for the purposes of establishing a meeting quorum, but only for the items appearing on the ballot.

If a Lot Owner attends the Annual or Special Meeting in person and has also cast an electronic or absentee ballot the electronic or absentee ballot becomes void.

Addendum 2a.

Procedure for Proxy Voting by Lot Owner for Annual Meeting.

QUAKERS LANDING CIVIC IMPROVEMENT ASSOCIATION (QLCIA)

By this Proxy, the undersigned member(s) of the QUAKERS LANDING CIVIC IMPROVEMENT ASSOCIATION, INC., a Texas nonprofit corporation (the "Association"), hereby appoints

_____ as the undersigned Lot Owner true and lawful proxy with full power of substitution for purpose of establishing a quorum and to represent and cast votes in said corporation at the Annual Meeting of the Lot Owners to be held on (date typed in this space) or any adjournment thereof (the "Lot Owners Meeting"), for any and all such other business as may properly come before the Association at such Annual Meeting. If no name is placed in the above blank, the undersigned Lot Owner proxy will be considered given to whomever is President of the Association at the commencement of such Annual Meeting.

This proxy shall be considered automatically withdrawn if the undersigned Lot Owner: (1) actually attends such Annual Meeting; (2) signs and delivers to the Association a written notice of revocation of this proxy prior to such Annual Meeting; or (3) signs and delivers to the Association a written proxy to someone else, dated later than this proxy. Any proxy and any revocation of a proxy must be received by the Association prior to the commencement of such Annual Meeting to be valid. A completed proxy or a revocation of a proxy may be delivered by mail to the Secretary of the Association, _____ (current Secretary's name), prior to such Annual Meeting or by hand-delivery to any director of the Association at such Annual Meeting prior to the commencement of the meeting. The mailing address for the Secretary of the Association is P.O. Box 633, Friendswood, TX 77549. If you are mailing the proxy to the Secretary of the Association, please deposit it in the mail at least seven (7) days prior to the Annual Meeting to ensure timely receipt of the proxy by the Association. If a written proxy sent by mail is not received by the Association prior to 5:00 p.m. on the last business day preceding the date of the Annual Meeting, it will not be effective or considered valid.

The proxy holder designated above may or may not (check one) assign this proxy to another person if the proxy holder cannot, for some

unexpected reason, attend the Annual Meeting. If no box is checked, by default the proxy holder will be allowed to assign this proxy to another person.

THIS PROXY IS ONLY VALID FOR BUSINESS THAT WILL BE CONDUCTED AT THE ANNUAL MEETING OF THE ASSOCIATION TO BE HELD ON (the date of the meeting), AND FOR ANY ADJOURNMENT THEREOF IN ACCORDANCE WITH THE BYLAWS OF THE ASSOCIATION.

Date: _____

Owner's Signature:

Owner's Printed Name:

Owner's Property Address:

Addendum 2b.

Procedure for Proxy Voting by Lot Owner for Special Meetings.

QUAKERS LANDING CIVIC IMPROVEMENT ASSOCIATION (QLCIA)

By this Proxy, the undersigned member(s) of the QUAKERS LANDING CIVIC IMPROVEMENT ASSOCIATION, INC., a Texas nonprofit corporation (the "Association"), hereby appoints

_____ as the undersigned Lot Owner true and lawful proxy with full power of substitution for purpose of establishing a quorum and to represent and cast votes in said corporation at the Special Meeting of the Lot Owners to be held on (date typed in this space) or any adjournment thereof (the "Lot Owners Meeting"), for any and all such other business as may properly come before the Association at such Special Meeting. If no name is placed in the above blank, the undersigned Lot Owner proxy will be considered given to whomever is President of the Association at the commencement of such Special Meeting.

This proxy shall be considered automatically withdrawn if the undersigned Lot Owner: (1) actually attends such Special Meeting; (2) signs and delivers to the Association a written notice of revocation of this proxy prior to such Special Meeting; or (3) signs and delivers to the Association a written proxy to someone else, dated later than this proxy. Any proxy and any revocation of a proxy must be received by the Association prior to the commencement of such Special Meeting to be valid. A completed proxy or a revocation of a proxy may be delivered by mail to the Secretary of the Association, _____ (current Secretary's name)_____, prior to such Special Meeting or by hand-delivery to any director of the Association at such Special Meeting prior to the commencement of the meeting. The mailing address for the Secretary of the Association is P.O. Box 633, Friendswood, TX 77549. If you are mailing the proxy to the Secretary of the Association, please deposit it in the mail at least seven (7) days prior to the Special Meeting to ensure timely receipt of the proxy by the Association. If a written proxy sent by mail is not received by the Association prior to 5:00 p.m. on the last business day preceding the date of the Special Meeting, it will not be effective or considered valid.

The proxy holder designated above may or may not (check one) assign this proxy to another person if the proxy holder cannot, for some

unexpected reason, attend the Special Meeting. If not box is checked, by default the proxy holder will be allowed to assign this proxy to another person.

(Over)

THIS PROXY IS ONLY VALID FOR BUSINESS THAT WILL BE CONDUCTED AT THE SPECIAL MEETING OF THE ASSOCIATION TO BE HELD ON (the date of the meeting), AND FOR ANY ADJOURNMENT THEREOF IN ACCORDANCE WITH THE BYLAWS OF THE ASSOCIATION.

Date: _____

Owner's Signature: _____

Owner's Printed Name: _____

Owner's Property Address: _____

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS
Dwight D. Sullivan
2014032039
June 09, 2014 03:07:36 PM
FEE: \$82.00
Dwight D. Sullivan, County Clerk
Galveston County, TEXAS