

Second Amended By-Laws

BYLAWS OF GREATER MISSION BEND AREA COUNCIL ARTICLE I

The name of the corporation is Greater Mission Bend Area Council. The principal office of the corporation shall be located in Harris County/Ft Bend County, Texas, and meetings of the Council and the Board may be held at such places within the State of Texas, County of Harris/Ft Bend County, as may be designated by the Board. The Council shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office as required by the Texas Non-Profit Corporation Act. The address of the registered office may be changed from time to time by the Board and generally will be identical with the office of the Secretary of the Council.

ARTICLE II

DEFINITIONS

"Articles" shall mean and refer to the Articles of Incorporation of the Council, as amended.

"Board" shall mean and refer to the Board of Directors of the Council established and elected in accordance with these Bylaws.

"Business" shall mean and refer to a legally organized sole proprietorship, partnership or corporation engaged in commerce, manufacturing or a service that is in good standing with the Office of the Secretary of State of the State of Texas and is located within the boundaries of Greater Mission Bend Area.

"Community Organization" shall mean and refer to a group legally organized to provide a benefit or service for the community that is in good standing with the Office of the Secretary of State of the State of Texas and is located within the boundaries of Greater Mission Bend Area.

"Council" shall mean and refer to Greater Mission Bend Area Council, its successors and assigns.

"Fiscal Year" shall mean and refer to the period beginning January 1st and ending on December 31st of each year.

"Greater Mission Bend Area" shall mean and refer to that area bounded on the south by Bissonnet St., on the north by Westheimer Rd., on the west by State Highway 1464, and on the east by Howell-Sugarland Road beginning at Bissonnet St. and proceeding north to Alief Clodine Rd. At Alief Clodine Rd., the boundary proceeds west to SH 6. From SH 6, the eastern boundary proceeds north to Westheimer Rd. The Greater Mission Bend Area boundaries are depicted on the map attached hereto as Exhibit A.

"Homeowners Association" shall mean and refer to a nonprofit corporation organized and operated primarily to obtain, manage, construct and maintain the property in or of a residential condominium or residential real estate development that is legally restricted for use as residences, that is in good standing with the Office of the Secretary of State of the State of Texas and is located within the boundaries of Greater Mission Bend Area. The property cannot be used for any commercial activity. Additionally, the individual resident owners of the lots, residences or residential units must have at least 51% voting control of the association.

"Interim Executive Committee" shall mean and refer to the committee nominated and elected by representatives of participating homeowners associations in an open meeting held on April

3, 2008 at the Community Volunteer Fire Station located at 16003 Bellaire Blvd., Houston, Texas 77083.

"Member" shall mean and refer to any Homeowners Association, Business or Community Organization who qualifies for Membership as provided in Article III.

"Officer" shall mean and refer to the office of President, Vice-President, Secretary, Treasurer and Parliamentarian of the Council elected in accordance with these Bylaws.

All references to "written notice," "writing," "written approval," or similar "in writing" requirements in these Bylaws shall mean, refer to, and be satisfied by any commonly used computer-based, electronic, email, or printed written communication.

ARTICLE III

MEMBERSHIP

Each Homeowners Association, Business, and Community Organization which pays the required annual Membership dues for each Fiscal Year shall thereupon be a Member in the Council for the duration of such Fiscal Year upon a vote of approval by 2/3 of the Board of Directors. The Board may authorize the termination of a Member by a simple majority vote.

ARTICLE IV

INTERIM EXECUTIVE COMMITTEE

The Interim Executive Committee shall function with the powers and responsibility of the Board until such time when the Council, convening in its first official meeting, shall affirm, by a vote of fifty-one percent (51%) of those Members present, these Bylaws. At such time the Members shall nominate candidates for membership on the Board, as specified in Article VII, Section 1 (a) (b) (c). After all nominations for membership to the Board have been made, the President of the Interim Executive Committee shall cause to be called a special meeting of the Council, no later than thirty (30) calendar days following the nominations, for the purpose of seating the qualified regular Directors and accepting nominations for the available At-Large Directors' seats.

In the ensuing special meeting of the Council, all qualified individuals nominated by Members shall be individually confirmed by a majority vote of the Interim Executive Committee. When all of the positions for regular Directors on the Board are confirmed by the Interim Executive Committee, the Board, together with the President of the Interim Executive Committee serving as the Interim President of the Board, shall be seated. At such time, the Interim President of the Board shall seek nominations for the three (3) At-Large positions on the Board. Upon receiving all nominations, the Interim President of the Board shall cause to be called a special meeting of the Board, no later than fifteen (15) calendar days following the nominations, for the purpose of electing and seating the At-Large Directors.

In the ensuing special meeting of the Board, all qualified individuals nominated for the At Large positions shall be elected in accordance with Article VII, Section 2 (d). The newly seated Directors' terms shall be determined by lot, and the initial terms shall be staggered as follows: one (1) year terms for one-third of the seats on the Board, two (2) year terms for one-third of the seats on the Board, and three (3) year terms for the remaining one third of the seats on the Board. The newly seated Board will then nominate and elect Officers in accordance with Article VII, Section 1 (e) and Section 2 (e). Upon nomination and election of the President

of the Board, the Interim President will immediately relinquish all power and authority to the President of the Board, and the seat upon the Board

ARTICLE V

BOARD OF DIRECTORS, NUMBER

Section 1. Number. The affairs of the Council shall be managed by a Board of Directors whose number shall be determined by said Board.

Section 2. Change in Board Membership. At least forty-five (45) days prior to the annual meeting of the Council, the Board shall review the status of membership in the Board. Upon completion of the review, the Board may vote to increase or decrease the number of Directors of the Council upon a vote of a two-thirds (2/3) of a quorum of Directors present in person.

Section 3. Gifts. The Board may accept on behalf of the Council any contribution, gift, bequest or device for the general purpose use or for special purposes. No Board member may accept any contribution, gift, bequest or device for their own or personal use.

ARTICLE VI

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The Board currently consists of one (1) Director from each Member Homeowners Association of the Council, One (1) Director from the Businesses Membership, one (1) Director from the Community Organizations Membership, plus three (3) At-Large Directors.

Section 2. Qualifications.

(a) HOA Directors. To be qualified to be an HOA Director of the Board, a person shall (i) be at least eighteen (18) years of age; (ii) be a member in good standing of a Member Homeowners Association in accordance with the bylaws of said Homeowners Association, and remain a member in good standing with said Homeowners Association during the Director's term of office; and (iii) be a resident homeowner within the boundaries of the Member Homeowners Association that the Director will represent.

(b) Business Director. To be qualified to be a Business Director of the Board, a person shall (i) be at least eighteen (18) years of age; (ii) be an owner or an employee of a Member Business and appointed by that Member Business for this position, and remain an owner or an employee with said Member Business during the Director's term of office.

(c) Community Organization Director. To be qualified to be a Community Organization Director of the Board, a person shall (i) be at least eighteen (18) years of age; (ii) be an employee or member of a Member Community Organization and be appointed by that Member Community Organization for this position, and remain an employee or member with said Member Community Organization during the Director's term of office.

(d) At-Large Directors. To be qualified to be an At-Large Director of the Board, a person shall (i) be at least eighteen (18) years of age; and (ii) either comply with all of the requirements for an HOA Director, be an owner or employee of a Member Business, or be an employee or member in good standing of a Member Community. These positions shall be filled by a 3/2 vote of approval by the Board.

Section 3. Installation and Term of Office. The Board shall install newly appointed Directors for a term of three (3) years at each annual meeting. Any new HOA, Business or Community Organizations offering an individual for a board position at a meeting other than the annual

meeting will be voted on by the Board at the next meeting and if approved by 2/3, shall hold their position until the next annual meeting plus two years.

Section 4. Removal and Reinstatement. Any Director may be removed from the Board, with or without cause, by a vote of two-thirds (2/3) of a quorum of Directors present in person. A Director may only be reinstated upon a vote of a two-thirds (2/3) of a quorum of Directors present in person at a regular Board meeting. In the event of death, resignation or removal of a Director, his or her successor shall be selected by the Member Homeowners Association, Member Business or Member Community Association which the terminated Director represented, in accordance with the qualification specified in Article VI, Section 2. The replacement Director shall serve for the remainder of the predecessor's unexpired term once approved by a 2/3 vote of the Board.

Section 5. Compensation. No Director shall receive compensation for any service he or she may render to the Council. However, any Director may be reimbursed for actual expenses incurred in the performance of duties.

Section 6. Alternate Director Appointments. Alternates will be able to take part in meetings and vote when the Director for whom they are the alternate is not present. Changes in alternates may only be made once every six months.

- (a) HOA Member Alternates. A member HOA board may appoint an alternate to take part in meetings and vote when the respective HOA Director is not present.
- (b) Business Community Director Alternate. Business members may recommend one individual who owns or works in a business within the GMBAC boundaries to the GMBAC board for approval to serve as an alternate.
- (c) Community Director Alternate. Community members may recommend one individual who works or serves in a community organization within the GMBAC boundaries to the GMBAC board for approval to serve as an alternate.
- (d) At-Large Alternate. An At-Large Director wishing to have an alternate may submit the name of a resident who resides in his/her respective HOA to the GMBAC board for approval.

ARTICLE VII

SELECTION/NOMINATION AND APPROVAL OF DIRECTORS

Section 1. Selection/Nomination

- (a) HOA Directors. Each Member Homeowners Association shall select one (1) person to represent said Homeowners Association as a regular Director. All selections must be submitted to the Secretary of the Board at least (30) days before the annual meeting at which an HOA Director's seat has expired or is available for that Member Homeowners Association.
- (b) Business Director. From the pool of Business Members, the Business Membership shall select one (1) person to represent the Business Membership as a regular Director. All selections must be submitted to the Secretary of the Board at least (30) days before the annual meeting at which a Business Director's seat has expired or is available for the Business Membership.
- (c) Community Director. From the pool of Community Organization Members, the Community Organization Membership shall select one (1) person to represent the Community Organization Membership as a regular Director. All selections must be submitted to the Secretary of the Board at least (30) days before the annual meeting at which a Community

Organization Director's seat has expired or is available for the Community Organization Membership.

(d) At-Large Directors. Nominations for the election of At-Large Directors may be made by Member Homeowners Associations, Member Businesses and Member Community Organizations. Any member in good standing of a Member Homeowners Association in accordance with the bylaws of said Homeowners Association who is a resident homeowner, any owner or employee of a Member Business, or any employee or member in good standing of a Member Community Organization may also submit his or her name for nomination for the election of At-Large Director. All nominations must be submitted to the Secretary of the Board at least thirty (30) days before the annual meeting at which an At-Large Directors' seat has expired or is available for nominations.

Section 2. Approval/Election

(a) HOA Directors. Selections to the Board will be reviewed by the Secretary of the Board who will certify that all persons selected for the position of HOA Director of the Board shall in fact meet all qualifications set forth in Article VI, Section 2 (a). Upon presentation of the certification to the Board at the annual meeting of the Council, by the Secretary of the Board, upon a 2/3 vote of approval by the Board, the candidate(s) shall be seated.

(b) Business Directors. Selections to the Board will be reviewed by the Secretary of the Board who will certify that all persons selected for the position of Business Director of the Board shall in fact meet all qualifications set forth in Article VI, Section 2 (b). Upon presentation of the certification to the Board at the annual meeting of the Council, by the Secretary of the Board, upon a 2/3 vote of approval by the Board, the candidate(s) shall be seated.

(c) Community Organization Directors. Selections to the Board will be reviewed by the Secretary of the Board who will certify that all persons selected for the position of Community Organization Director of the Board shall in fact meet all qualifications set forth in Article VI, Section 2 (c). Upon presentation of the certification to the Board at the annual meeting of the Council, by the Secretary of the Board, candidate(s) shall be seated.

(d) At-Large Directors. Nominations to the Board will be reviewed by the Secretary of the Board who will certify that all persons nominated for the position(s) of At-Large Director of the Board shall in fact meet all qualifications set forth in Article VI, Section 2 (d). Upon presentation of the certification to the Board at the annual meeting of the Council, by the Secretary of the Board, the Board shall elect, by secret ballot, those necessary to fill all vacancies. The persons receiving the largest number of votes shall be elected to membership on the Board and seated;

ARTICLE VIII

DUES

Section 1. The Interim Executive Committee shall have the authority to set the initial amount of annual dues required for Council Membership, and said dues shall remain in effect until a Board has been duly seated. Thereafter, the Board shall determine from time to time the amount of the annual dues required for Council Membership in conjunction with establishing the annual Council budget; provided, however, that dues shall not increase or decrease more than 10% from the prior Fiscal Year.

Section 2. Dues shall be payable to the Council on January 1st of each Fiscal Year, and shall be received no later than January 31st of each Fiscal Year. The Board may suspend or revoke Council Membership if dues are not received by the Record Date set forth in these Bylaws.

Section 3. In accordance with the Texas Non-Profit Corporation Act, Article 1396-2.11A RECORD DATE FOR DETERMINING MEMBERS ENTITLED TO NOTICE AND VOTE, the Record Date shall be twenty (20) calendar days prior to the date of the annual meeting, as set forth within Article IX, Section 1 of these Bylaws.

ARTICLE IX

MEETING OF THE COUNCIL

Section 1. Annual Meetings. An annual meeting of the Council shall be held on the first Wednesday in December, in each year, for the purpose of installing newly appointed Directors and for the transaction of such other business as may come before the meeting. The Board shall preside over the annual meeting. If the Board fails to call the annual meeting at the designated time, any Member of the Council may make a demand that the meeting be held within a reasonable period of time. The demand must be made in writing, sent by certified mail, return receipt requested, to the Officers of the Board at the registered address of the Council. If the annual meeting is not called within thirty (30) days of such written demand, any Member of the Council may compel the holding of the annual meeting.

Section 2. Special Meetings. Special meetings of the Council shall be held when called by the President of the Board, by a majority of all Directors, or upon written request of one-fourth (1/4) of the Members in good standing of the Council sent by certified mail, return receipt requested, to the President or Secretary of the Board at the registered address of the Council, after not less than seven (7) days' notice to each Director. A special meeting must be held within thirty (30) days of receipt of the request for the meeting.

Section 3. Notice of Meetings. Written notice of each meeting of the Council shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by posting such notice in public places within the Greater Mission Bend Area, on the Council's public website, or delivering, electronically transmitting, emailing, or mailing such notice, at least fifteen (15) days before such meeting to each Member of the Council, addressed to the Member's electronic, email, or physical address last appearing on the books of the Council, or supplied by such Member to the Council for the purpose of notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail with postage thereon prepaid. Such notice shall specify the place, day and hour of the meeting, and include the agenda with the items to be discussed. Items not included in the agenda may not be brought up for discussion during the conduct of a meeting.

Section 4. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at a meeting of the Council. Every act or decision done or made by a majority of the Board present at a duly held meeting at which a quorum is present shall be regarded as the act of the Council.

Section 5. Voting. Unless otherwise specified in the Articles or required by the laws of the State of Texas, all decisions of the Council shall be made by a simple majority vote of the quorum of Directors voting in person.

ARTICLE X
MEETING OF BOARD

Section 1. Regular Meetings. Regular meetings of the Board shall be held with notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board shall be held when called by the President of the Board, by a majority vote of the quorum of Directors voting in person, or upon written request of one-third (1/3) of all of the Directors, sent by certified mail, return receipt requested, to the current President or Secretary of the Board at the current registered address of the Council, after not less than seven (7) days' notice to each Director. A special meeting must be held within thirty (30) days of receipt of the request for the meeting.

Section 3. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at regular and special meetings of the Board. Every act or decision done or made by a majority of the Board present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Action Taken Without a Meeting. The Board shall have the right to take any action in the absence of a meeting which it could take at a meeting by obtaining the written approval of a two-thirds (2/3) majority of all Directors. Any action so approved shall have the same effect as though taken at a meeting of the Board.

ARTICLE XI
POWERS AND DUTIES OF THE BOARD

Section 1. Powers. The Board shall have the power to:

(a) Exercise for the Council all powers, duties and authority vested in or delegated to this Council and not reserved to the Membership by other provisions of these Bylaws or the Articles of Incorporation;

(b) Declare the office of a Director of the Board to be vacant in the event (i) such Director shall be absent from three (3) consecutive regular meetings of the Board; (ii) such Director shall behave in a manner deemed inappropriate by the Board; (iii) such Director shall be convicted of a felony; or (iv) the Homeowners Association, Business, or Community Organization that nominated such Director has had its membership in the Council revoked by the Board; and

(c) Employ a manager, an independent contractor, or such other employee as they deem necessary, and to prescribe their duties, upon a vote of a two-thirds (2/3) of a quorum of Directors present in person.

Section 2. Duties. It shall be the duty of the Board 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 meeting of the Council, or at any special meeting, as specified in Article IX, Section 2, when such statement is requested in writing by one-fourth (1/4) of the Members;

(b) Supervise all Officers, agents and employees of the Council, and see that their duties are properly performed;

(c) Fix the amount of the annual dues of the Members from time to time, provided that the dues for each Fiscal Year are fixed and notice thereof provided to Members before the commencement of such Fiscal Year by publishing such information in the Council's newsletter,

posting an announcement on the Council's public webpage, or using a comparable means of notification;

(d) Cause all Directors, Officers or employees having fiscal responsibilities to be bonded and insured, as it may deem appropriate; and

(e) Cause to be written a Code of Ethics that shall govern the conduct of the Directors of the Board, upon the seating of the first Board.

Section 3. Checks. All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Council shall be signed by a minimum of two (2) Officers.

Section 4. Nonprofit Status. The Board shall make application for 501(c)(4) tax-exempt status for the Council, as set forth in the Federal and Texas Tax Codes.

ARTICLE XII

OFFICERS AND THEIR DUTIES

Nomination for the election of Officers of the Board will be made and initiated by those Directors present at the Election of Officers Meeting following the annual meeting of the Council.

Election of Officers shall be by secret ballot by the Directors. Each Director shall have one (1) vote. The persons receiving the largest number of votes for each position shall be elected.

Section 1. Enumeration of Offices. The Officers of the Board shall be a President, Vice-President, Secretary, Treasurer, and Parliamentarian, all of whom shall be members of the Board.

Section 23. Term. The Officers of the Board shall be elected annually by the Board and each Officer shall hold office for a term of one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve. The maximum number of consecutive terms that an Officer can serve in the same position is three terms. The Officer will not qualify for that position again until after one year of grace; provided, however, that a Board member in good standing, upon leaving an Officer position, is immediately eligible to serve in another Officer position on the Board.

Section 34. Resignation and Removal. Any Officer may be removed from office with cause by the Board. Any Officer may resign at any time 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 at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 45. Vacancies. A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Office replaced.

Section 56. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No Officer shall simultaneously hold more than one of any of the other offices.

Section 67. Duties. The duties of the Officers are as follows:

(a) President. The President shall be the principal executive officer of the Council and shall in general supervise and control all of the business and affairs of the Council. The President shall preside at all Board meetings and shall see that orders and resolutions of the Board are carried out. The President shall co-sign with the Secretary or any other proper Officer authorized by the Board all written instruments and promissory notes.

(b) Vice-President. The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

(c) Secretary. The Secretary shall keep the minutes of all meetings and proceedings of the Board and of the Council; keep the corporate seal of the Council and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Council; keep appropriate current records showing the Members of the Council 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 monies of the Council and shall disburse such funds as directed by resolution of the Board; shall sign all checks and promissory notes of the Council; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be represented to the Members at its regular annual meeting.

(e) Parliamentarian. The Parliamentarian shall enforce the procedures found in the current edition of Robert's Rules of Order; shall enforce the provisions of these Bylaws; and shall enforce the provisions of the Articles of Incorporation. Furthermore, the Parliamentarian shall cause to be made, all necessary changes to the Articles and Bylaws as directed by the Board.

ARTICLE XIII

COMMITTEES

The Board shall appoint committees as deemed appropriate in carrying out its purpose.

ARTICLE XIV

BOOKS AND RECORDS

Minutes of each meeting of the Council and the Board will be taken by the Secretary and kept in a permanent file. The books, records and papers of the Council shall at all times, during reasonable business hours, be subject to inspection by any Member, upon written request to the Secretary at the Council's registered address. The Articles of Incorporation and the Bylaws of the Council shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XV

RULES AND PROCEDURES

All meetings of the Council and the Board shall be governed by procedures found in the current edition of Robert's Rules of Order.

ARTICLE XVI

SEAL

The Board shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Council and the words "Corporate Seal".

ARTICLE XVII

ADOPTION AND AMENDMENTS

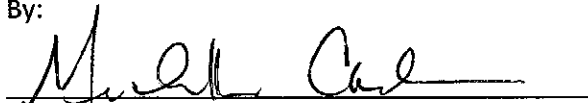
Section 1. These Bylaws are hereby adopted by the undersigned, being all of the Members of the Council, on June 11, 2009.

Section 2. These Bylaws may be amended upon a written Motion of the proposed amendment(s), at a regular meeting of the Board, whereupon a vote in accordance with Article X, Section 2, shall cause to be called a special meeting for the purpose of debate and voting on the proposed amendment(s). A special meeting of the Board shall be held no earlier than thirty (30) calendar days, and no later than sixty (60) calendar days following the regular meeting at which the proposed amendment(s) were presented in writing. The proposed amendment(s) shall pass upon approval of two-thirds (2/3) vote of all Directors.

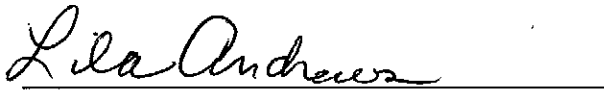
Section 3. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

**ARTICLE VI AMENDED AND EXECUTED by two thirds majority vote on this 6
day, JUNE, 2018.**

By:



Michilla Cade
President



Lila Andrews
Secretary