

BYLAWS

Quiet Vines Homeowners Association
432 Callery Pear Court, Conroe, TX 77304

Adopted June 10, 1998. Amended March 12, 2016.

ARTICLE I. NAME AND LOCATION

The name of the corporation is Quiet Vines Homeowners Association. Its principal office is at 432 Callery Pear Court, Conroe, Texas 77304, or such other place as the Board designates.

ARTICLE II. MEMBERSHIP

Every Owner of a Lot subject to the Declaration is a member. Membership is appurtenant to ownership and transfers with the Lot.

ARTICLE III. MEETINGS OF MEMBERS

3.1 Annual meeting. The annual meeting is held on the second Saturday in March at 10 am at the clubhouse, or as the Board otherwise sets with notice.

3.2 Special meetings. Special meetings may be called by the president, by a majority of the Board, or on written request of members holding ten percent of the votes.

3.3 Notice. Written notice of each meeting is given at least ten and not more than 60 days before the meeting by mail or, for members who have agreed, by email.

3.4 Quorum. Members holding ten percent of the votes, present in person, by proxy or by absentee ballot, constitute a quorum.

3.5 Voting. Each Lot has one vote. Votes may be cast in person, by proxy, by absentee ballot or by electronic ballot as permitted by Chapter 209 of the Texas Property Code.

ARTICLE IV. BOARD OF DIRECTORS

4.1 Number. The affairs of the Association are managed by a Board of five directors, each of whom must be a member.

4.2 Term. Directors serve staggered two-year terms. Three seats are elected in even years and two in odd years.

4.3 Vacancies. A vacancy is filled by majority vote of the remaining directors for the unexpired term.

4.4 Removal. A director may be removed with or without cause by a majority of the votes cast at a meeting called for that purpose.

4.5 Meetings. Regular meetings are held monthly at a time and place set by the Board with notice under Section 209.0051. Open session precedes executive session. Three directors constitute a quorum.

4.6 Compensation. Directors serve without compensation but are reimbursed for approved expenses.

ARTICLE V. OFFICERS

The officers are a president, a vice president, a secretary and a treasurer, elected by the Board at its first meeting after the annual meeting for a term of one year. The president presides at meetings and signs contracts on behalf of the Association. The secretary keeps the minutes and the owner roster and gives notices. The treasurer receives and deposits funds, keeps the books, prepares the annual budget and arranges the annual financial review.

ARTICLE VI. POWERS AND DUTIES OF THE BOARD

The Board adopts and publishes rules for the Common Area; suspends the amenity privileges of a member for nonpayment or violation of the rules after notice and an opportunity to be heard; sets the annual assessment and adopts the budget; procures insurance; maintains the Common Area; keeps the books and records available to members under Section 209.005; and appoints the Architectural Review Committee.

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ARTICLE VII. COMMITTEES

The Board appoints an Architectural Review Committee of three members, and may appoint other committees as it sees fit. Committees report to the Board and have only the authority

delegated to them.

ARTICLE VIII. BOOKS AND RECORDS

The books, records and papers of the Association are subject to inspection by any member on written request under the Association's records production policy. The Declaration, articles and these bylaws are available at the principal office and on the Association's website.

ARTICLE IX. FISCAL YEAR

The fiscal year is the calendar year.

ARTICLE X. AMENDMENT

These bylaws may be amended by a majority of the votes cast at a meeting of the members at which a quorum is present, or by a two-thirds vote of the Board where the amendment is required to comply with law.