

**CORPORATE CERTIFICATE**  
**BELLAGO COMMUNITY IMPROVEMENT ASSOCIATION**

The undersigned certifies that he is the Attorney-in-Fact for Bellago Community Improvement Association (the "Association"). The Association is the property owners' association for Colony Place, Section Two (a Unit Development - a replat of Colony Place Condominium Project), a subdivision in Montgomery County, Texas, according to the map or plat thereof recorded in the Map Records of Montgomery County, Texas.

The Association is a Texas non-profit corporation, and attached to this certificate is a true and correct copy of the **Bylaws of Bellago Community Improvement Association**.

Signed this 12<sup>th</sup> day of March, 2014.

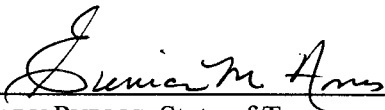
**BELLAGO COMMUNITY IMPROVEMENT ASSOCIATION**

By:   
**BRYAN P. FOWLER, Attorney-in-Fact**

STATE OF TEXAS §

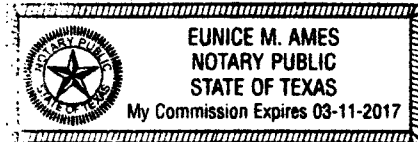
COUNTY OF MONTGOMERY §

SWORN TO AND SUBSCRIBED BEFORE ME on the 12<sup>th</sup> day of March, 2014, by BRYAN P. FOWLER, Attorney-in-Fact for BELLAGO COMMUNITY IMPROVEMENT ASSOCIATION, a Texas non-profit corporation, on behalf of said corporation.

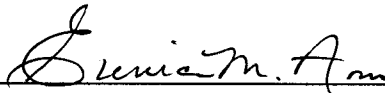
  
NOTARY PUBLIC, State of Texas

THE STATE OF TEXAS §

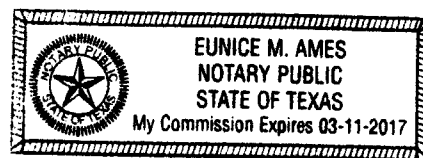
COUNTY OF MONTGOMERY §



This instrument was acknowledged before me on 12<sup>th</sup> day of March, 2014, by BRYAN P. FOWLER, Attorney-in-Fact for BELLAGO COMMUNITY IMPROVEMENT ASSOCIATION, a Texas non-profit corporation, on behalf of said corporation.

  
NOTARY PUBLIC, State of Texas

**AFTER RECORDING RETURN TO:**  
Bryan P. Fowler  
The Fowler Law Firm  
300 West Davis, Suite 510  
Conroe, Texas 77301



**BYLAWS  
OF  
BELLAGO COMMUNITY IMPROVEMENT ASSOCIATION**

**ARTICLE I  
DEFINITIONS**

1.01. **Project** shall mean all of the real property located in the City of Montgomery, County of Montgomery, State of Texas, including the land; all improvements and structures on the land; and all easements, rights, and appurtenances to the land, more particularly described as follows:

COLONY PLACE, SECTION 2, a subdivision in Montgomery County, Texas, according to the map or plat thereof recorded in Plat Cabinet 1, as Sheet 159-B of the Map Records of Montgomery County, Texas.

1.02. **Declaration** shall mean the Declaration of Covenants, Conditions and Restrictions of Bellago applicable to the Project and filed in the Official Records of Montgomery County, Texas (“Declaration”), including any amendments to the Declaration as may be made from time to time in accordance with the terms of the governing statute.

1.03. Other terms used in these Bylaws shall have the meaning given them in the Declaration, incorporated herein by reference and made a part of these Bylaws.

**ARTICLE 2  
APPLICABILITY OF BYLAWS**

2.01. The provisions of these Bylaws constitute the Bylaws of the nonprofit corporation known as BELLAGO COMMUNITY IMPROVEMENT ASSOCIATION, referred to as the “Association.”

2.02. The provisions of these Bylaws are applicable to the Project as defined in Paragraph 1.01 of these Bylaws.

2.03. All present or future owners, present or future tenants, their employees, or other persons that use the facilities of the Project in any manner are subject to the regulations set forth in these Bylaws. The acquisition of any of the Lots of the Project, or the act of occupancy of any of the Lots, will signify that these Bylaws are accepted and ratified and will be complied with by the purchaser, tenant, or occupant.

**ARTICLE 3  
OFFICES**

3.01. The principal office of the Association shall be located at 3500 West Davis, Suite 190, Conroe, Texas 77301.

3.02. The Association shall have and shall continuously maintain in the State of Texas a registered office and a registered agent, whose office shall be identical with the registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation, and the address of the registered office may be changed from time to time by the Board of Directors.

#### **ARTICLE 4** **QUALIFICATIONS FOR MEMBERSHIP**

4.01. The membership of the Association shall consist of all of the Owners of the Lots within the Project.

4.02. The rights of membership shall not be exercised by any person until satisfactory proof has been furnished to the Secretary of the Association that the person is qualified as a Member. Such proof may consist of a copy of a duly executed and acknowledged deed or title insurance policy evidencing ownership of a Lot in the Project. Such deed or policy shall be deemed conclusive in the absence of a conflicting claim based on a later deed or policy.

4.03. The sole qualification for membership shall be the ownership of a Lot in the Project. No initiation fees, costs, or dues shall be assessed against any person as a condition of membership except such assessments, levies, and charges as are specifically authorized under the Articles of Incorporation or the Declaration.

4.04. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association that shall be in such form as may be determined by the Board. All certificates evidencing membership shall be consecutively numbered. The name and address of each Member and the date of issuance of the certificate shall be entered on the records of the Association and maintained by the Secretary at the registered office of the Association.

#### **ARTICLE 5** **VOTING RIGHTS**

5.01. Voting rights shall be allocated among the Members on the basis of the formulas and allocations set forth in the Declaration. The Owner of each Lot shall be entitled to vote.

5.02. 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.

5.03. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease on conveyance by the Member of the Member's Lot or on receipt of notice by the Secretary of the death or judicially declared incompetence of such Member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise specifically provided in the proxy.

5.04. The presence, either in person or by proxy, at any meeting, of Members entitled to cast at least 20 percent (20%) of the total voting power of the Association shall constitute a quorum for any action, except as otherwise provided in the Governing Instruments. In the absence of a quorum at a meeting of Members, a majority of those Members present in person or by proxy may adjourn the meeting to a time not less than five (5) days or more than thirty (30) days from the meeting date.

5.05. Notwithstanding any provision contained herein to the contrary, in the absence of a quorum at a meeting of Members, the meeting may be adjourned and immediately reconvened 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.

5.06. The vote of the majority of the votes entitled to be cast by the Members present, or represented by proxy, at a meeting at which a quorum is present shall be the act of the meeting of members, unless the vote of a greater number is required by statute or by the Declaration, by the Articles of Incorporation of this Association, or by these Bylaws.

5.07. Cumulative voting is not permitted.

5.08. A Member may, not later than the fifteenth (15<sup>th</sup>) 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.

5.09. 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.

## **ARTICLE 6**

### **MEETINGS OF MEMBERS**

6.01. After the first meeting, the annual meeting of the Members of the Association shall be held in July of each succeeding calendar year on a date and time which may be designated by the Association.

6.02. Special meetings of the Members may be called by the President, the Board of Directors, or by Members representing at least twenty percent (20%) of the total voting power of the Association.

6.03. Meetings of the Members shall be held at a location chosen by the Board as close to the Project as possible, as the Board may specify in writing.

6.04. Written notice of all Members' meetings shall be given by or at the direction of the Secretary of the Association or such other persons as may be authorized to call the meeting, by mailing or personally delivering a copy of such notice at least ten (10) but not more than fifty (50) days before the meeting to each Member entitled to vote at the meeting. The notice must be addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. The notice shall specify the place, day, and hour of the meeting and, in the case of a special meeting, the nature of the business to be undertaken.

6.05. The order of business at all meetings of the Members shall be as follows:

- (a) Roll call.
- (b) Proof of notice of meetings or, waiver of notice.
- (c) Reading of Minutes of preceding meeting.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of directors,
- (g) Unfinished business.
- (h) New business.

## **ARTICLE 7**

### **BOARD OF DIRECTORS**

7.01. The affairs of this Association shall be managed by a Board of Directors consisting of five (5) persons, all of whom must be Members of the Association. The terms of the Directors shall be staggered as provided in Section 7.02 below.

7.02. The initial Directors shall be classified with respect to the time for which they hold office by dividing them into two classes, with the first class consisting of three (3) Directors, and the second class consisting of two (2) Directors, so as to maintain staggered terms. Each Director of the Association shall hold office until his successor is elected and qualified. At each annual election of the Members the successor to the class of Directors whose term expires that year shall be elected to hold office for a term of two (2) years.

7.03. Directors may be removed from office without cause by a majority vote of the Members of the Association.

7.04. In the event of a vacancy on the Board caused by any reason, the remaining Directors shall, by majority vote, elect a successor who shall serve for the unexpired term of the predecessor. Notwithstanding any other provision in these Bylaws, a quorum for purposes of election of directors shall be the number of ballots cast in person or by proxy, by absentee ballot, and by electronic ballot as provided in these bylaws.

Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of Members or at a special meeting of Members called for that purpose.

7.05. A Director may be reimbursed by the Board for actual expenses incurred by the Director in the performance of the Director's duties.

7.06. The Board shall have the powers and duties, and shall be subject to limitations on such powers and duties, as enumerated in the Governing Instruments of the Project.

## **ARTICLE 8**

### **NOMINATION AND ELECTION OF DIRECTORS**

8.01. Nomination for election to the Board of Directors shall be made from the floor at the annual meeting of the Members. Members with a felony conviction or a conviction for a crime involving moral turpitude are not eligible to serve.

8.02. Directors are elected at the annual meeting of Members of the Association. Members, or their proxies, may cast, in respect to each vacant directorship, as many votes as they are entitled to exercise under the provisions of the Declaration. The nominees receiving the highest number of votes shall be elected.

## **ARTICLE 9**

### **MEETINGS OF DIRECTORS**

9.01. Regular meetings of the Board of Directors shall be held quarterly at a place within the Project, or at a meeting place as close to the Project as possible, as the Board may specify in writing, and at a time as may be fixed from time to time by resolution of the Board. Notice of the time and place of regular meetings shall be posted at a prominent place or places within the Common Elements.

9.02. 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 (10<sup>th</sup>) day or earlier than the sixtieth (60<sup>th</sup>) day before the date of the meeting; or (b) provided at least seventy-two (72) hours before the start of the meeting 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.

9.03. The Board, by any method of communication, including electronic and telephonic meetings, may meet without prior notice to Members, if each director may hear and be heard by every other director, or the Board may take action by unanimous written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate Board attention. The 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. Notwithstanding the authority to meet without notice to the Members, the Board may

not, without prior notice to the Members, 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.

9.04. A quorum for the transaction of business by the Board of Directors shall be the lesser of either a majority of the number of Directors constituting the Board of Directors as fixed by these Bylaws or three (3).

9.05. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless any provision of the Declaration, the Articles of Incorporation of this Association or these Bylaws requires the vote of a greater number.

## **ARTICLE 10**

### **OFFICERS**

10.01. The officers of this Association shall be a President, a Secretary, and a Treasurer, who shall at all times be members of the Board of Directors. The Board of Directors may, by resolution, create such other offices as it deems necessary or desirable.

10.02. The officers of this Association shall be elected annually by the Board of Directors, and each shall hold office for one (1) year, unless the officer shall sooner resign, be removed, or be otherwise disqualified to serve.

10.03. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect at the date of receipt of the notice or at any later time specified in the notice. Any officer may be removed from office by the Board whenever, in the Board's judgment, the best interests of the Association would be served by such removal.

10.04. Any two or more offices may be held by the same person, except the offices of President, Treasurer and Secretary.

10.05. Officers shall receive such compensation for services rendered to the Association as determined by the Board of Directors and approved by a majority of the voting power of the Association.

## **ARTICLE 11**

### **PRESIDENT**

11.01. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect one of their Members to act as President.

11.02. The President shall perform the following duties:

- (a) Preside over all meetings of the members and of the Board.

(b) Sign as President all deeds, contracts, and other instruments in writing that have been first approved by the Board, unless the Board, by duly adopted resolution, has authorized the signature of another officer.

(c) Call meetings of the Board whenever he or she deems it necessary in accordance with rules and on notice agreed to by the Board. The notice period shall, with the exception of emergencies, in no event be less than three (3) days

(d) Have, subject to the advice of the Board, general supervision, direction, and control of the affairs of the Association and discharge such other duties as may be required of him or her by the Board.

(e) Prepare, execute, certify, and have recorded all amendments to the Declaration required by statute to be recorded by the Association,

## **ARTICLE 12**

### **VICE-PRESIDENT**

12.01. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect one of its Members to act as Vice-President.

12.02. The Vice-President shall perform the following duties:

(a) Act in the place and in the stead of the President in the event of the President's absence, inability, or refusal to act.

(b) Exercise and discharge such other duties as may be required of the Vice-President by the Board. In connection with any such additional duties, the Vice-President shall be responsible to the President.

## **ARTICLE 13**

### **SECRETARY**

13.01. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect a Secretary.

13.02. The Secretary shall perform the following duties:

(a) Keep a record of all meetings and proceedings of the Board and of the Members.

(b) Keep the seal of the Association, if any, and affix it on all papers requiring the seal.

(c) Serve notices of meetings of the Board and the Members required either by law or by these Bylaws.

(d) Keep appropriate current records showing the Members of the Association together with their addresses.

(e) Sign as Secretary all deeds, contracts, and other instruments in writing that have been first approved by the Board if the instruments require a second Association signature,



unless the Board has authorized another officer to sign in the place and stead of the Secretary by duly adopted resolution.

(f) Prepare, execute, certify, and have recorded all amendments to the Declaration required by statute to be recorded by the Association.

#### **ARTICLE 14** **TREASURER**

14.01. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect a Treasurer.

14.02. The Treasurer shall perform the following duties:

(a) Receive and deposit in a bank or banks, as the Board may from time to time direct, all of the funds of the Association.

(b) Be responsible for and supervise the maintenance of books and records to account for the Association's funds and other Association assets.

(c) Disburse and withdraw funds as the Board may from time to time direct, in accordance with prescribed procedures.

(d) Prepare and distribute the financial statements for the Association required by the Declaration.

#### **ARTICLE 15** **BOOKS AND RECORDS**

15.01. Complete and correct records of account and minutes of proceedings of meetings of Members, Directors, and committees shall be kept at the registered office of the corporation. A record containing the names and addresses of all Members entitled to vote shall be kept at the registered office or principal place of business of the Association.

15.02. The Governing Instruments of the Project, the membership register; the books of account, and the minutes of proceedings shall be available for inspection and copying by any Member of the Association or any Director for any proper purpose at any reasonable time in accordance with the Association's Records Production Policy.

#### **ARTICLE 16** **GENERAL PROVISIONS**

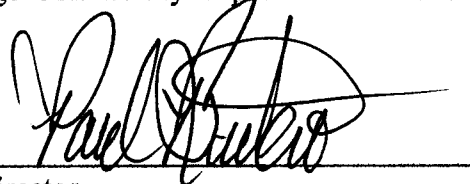
16.01. **Amendment.** These Bylaws may be amended, altered, or repealed at a regular or special meeting of the Members of the Association by the affirmative vote in person or by proxy or by written ballot of Members representing the holders of at least seventy-five percent (75%) of the Lots in the Project. The written ballot shall state the exact wording or substance of the amendment and shall specify the date by which the ballot must be received to be counted. Notwithstanding the above, the percentage of affirmative votes necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

16.02. **Alternative Dispute Resolution.** Any dispute regarding interpretation or performance hereunder will be submitted to alternative dispute resolution, 1) first to mediation, and if such dispute is not resolved thereby, 2) then, to final and binding arbitration pursuant to the applicable rules of the American Arbitration Association ("AAA") except arbitration will be conducted by a single arbitrator who is knowledgeable in the subject matter of such dispute. Regarding selection of the arbitrator, the parties may do so by agreement, or use the applicable AAA rules. If the parties are unable to agree upon terms and conditions of mediation, then mediation is to be conducted pursuant to the applicable rules of the American Arbitration Association. Venue shall be in Montgomery County, Texas.

17.01. In the event these Bylaws shall be inconsistent with the Declaration, then the Declaration shall be controlling.

**ATTESTATION**

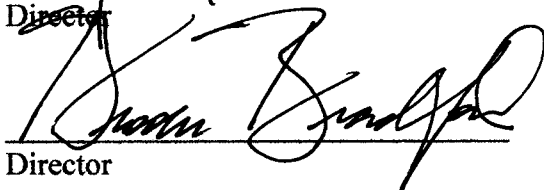
Adopted by the Board of Directors of Bellago Community Improvement Association on this 6<sup>th</sup> day of March, 2014.



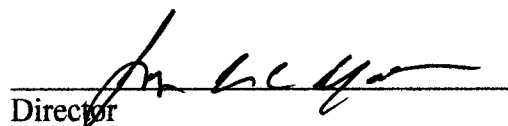
Director



Director




Director



Director

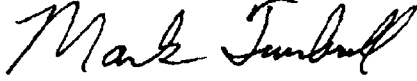
Director

ATTEST:

  
Secretary

**FILED FOR RECORD**

03/17/2014 4:37PM



COUNTY CLERK  
MONTGOMERY COUNTY, TEXAS

STATE OF TEXAS  
COUNTY OF MONTGOMERY

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

**03/17/2014**



County Clerk  
Montgomery County, Texas