

BY-LAWS OF  
GREENRIDGE COMMUNITY SERVICE CORPORATION

ARTICLE I.  
OFFICES AND AGENT

The principal office and registered agent of the corporation in the State of Texas shall be located in the County of Harris. The registered office of the corporation required by the Texas Non-Profit Corporation Act to be maintained in the State of Texas may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Trustees. The registered agent of the corporation may be changed from time to time by the Board of Trustees. The post-office address of the registered office and the post-office address of the business of the registered agent, as changed, must be identical.

ARTICLE II.  
MEMBERS

Section 1. Who are Members. The members of this corporation shall be the owners of the lots in the applicable subdivisions as defined in the Article of Incorporation.

Section 2. Place of Meetings. All meetings of the members shall be held at a place in Houston, Texas, designated by the Board of Trustees.

Section 3. Time of Annual Meeting. The annual meeting of members shall be held each year on the first Monday of January at 7:00pm at the Pool.

Section 4. Notice of all Meetings. Written or printed notice stating the place, day and hour of a meeting of members shall be delivered not less than fifteen (15) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. In the case of a special meeting, the written or printed notice, in addition to stating the place, day and hour of the meeting, shall also state the purpose or purposes for which the meeting is being called. If the notice is mailed, such notice shall be deemed delivered when deposited in the United States mail

addressed to the member at his address as it appears on the records of the corporation, with postage thereon paid. Notice of adjourned meetings is not necessary unless the meeting is adjourned for more than thirty (30) days, in which case notice of the adjourned meeting shall be given as in the case of any special meeting.

Section 5. Purposes of Annual Meeting. The purposes of the annual meeting of members shall be to elect trustees whose terms have expired, to receive from the Board of Trustees and the officers of the corporation the End of Year Financial Report, Yearly Report on Deed Restriction Activities, Yearly Activities Report of Corporation Business, and to consider such other business as may properly come before the meeting.

Section 6. Failure to Hold Annual Meeting at Designated Time. Failure to hold the annual meeting at the designated time shall not work a dissolution of the corporation. In the event the Board of Trustees fails to call the annual meeting at the designated time, any member may make demand that such meeting be held within a reasonable time, such demand to be made in writing by registered mail directed to any officer of the corporation. If the annual meeting of members is not called within sixty (60) days following such demand, any member may compel the holding of such annual meeting by legal action directed against said Board and all of the extraordinary writs of common law and of courts of equity shall be available to such member to compel the holding of such annual meeting. Each and every member is hereby declared to have a justiciable interest sufficient to enable him to institute and prosecute such legal proceedings.

Section 7. Special Meetings of Members. Special meetings of the members may be called at any time by the President, by the Board of Trustees, by any two (2) or more Trustees, by the Chairman of the Board of Trustees, if there be a Chairman, or by members having not less than one-tenth (1/10) of the votes entitled to be cast at such meeting.

Section 8. Quorum of Members. Members holding **five percent (5%)** of the votes entitled to be cast, represented in person or by **absentee ballot**, shall constitute a quorum at members meeting.

Section 9. Voting of Members. The vote of the majority of the votes entitles to be cast by the members present, in person or by **absentee ballot**, at a meeting at which a quorum is present, shall be the act of the members meeting, unless the vote of a greater number is required by law, the Articles of Incorporation, or by these By-Laws. Each member shall be entitled to one (1)

vote on each matter submitted to a vote at a meeting of members. A member may vote in person or may vote by **absentee ballot** executed in writing by the member or by his duly authorized attorney-in-fact. No **absentee ballot** shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the **absentee ballot**. Each **absentee ballot** shall be revocable unless expressly provided therein to be irrevocable for more than eleven (11) months. At each election for Trustees every member entitled to vote at such election shall have the right to vote, in person or by **absentee ballot**, for as many persons as there are directors to be elected and for whose election he has a right to vote. Only those persons who are members of the corporation on the date on which the notice of meeting is mailed shall be entitled to vote at such meeting, unless some other day is fixed by the Board of Trustees for determination of the members of record.

### ARTICLE III. BOARD OF TRUSTEES

Section 1. General Power. The business and affairs of the corporation shall be managed by its Board of Trustees.

Section 2. Number, Tenure and Qualifications of Trustees. The Board of Trustees shall be composed of **seven (7)** Trustees. Each Trustee shall be a residential owner-occupant of a lot in the applicable subdivision. The number of trustees may be increased or decreased from time to time by amendment to the By-Laws. No decrease in number shall have the effect of shortening the term of any incumbent trustee. Each Trustee shall be elected at the annual meeting of the members or at a special meeting of the members called for such purpose. At

Board of Trustees shall be held, without other notice than this by-law immediately after, and at the same place as, the annual meeting of members. A Quarterly meeting will be held at 7:00pm on the Fourth Monday of each quarter (March, June, September) except the fourth quarter will be held in conjunction with the Annual Meeting. The purpose of the quarterly financial report, deed restriction activities, corporation business, and any other business that may come before the meeting. A tentative and flexible annual budget shall be prepared by or at the direction of the board of Trustees and presented at the first quarterly meeting of the Board.

Section 4. Special Meetings of Trustees. Special meetings of the Board of Trustees may be called by or at the request of any three (3) Trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix any place within Greenridge North Subdivision as the place for holding any special meeting of the Board of Trustees called by them.

Section 5. Notice of Trustees Meetings. No notice is required for a regular or annual meeting of Trustees. Notice of any special meeting of Trustees shall be given at least **three (3)** days prior thereto by a written notice delivered personally or **by personal phone call** to each Trustee at his home. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. Any Trustee may waive notice of any meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum and Voting of Trustees. A quorum for the transaction of business by the board of Trustees shall be the majority of the number of Trustees fixed by Section 2 of this Article III of the By-Laws. Trustees present by **absentee ballot** may not be counted toward a quorum. The act of a majority of the Trustees present in person or by **absentee ballot** at a meeting at which a quorum is present shall be the act of the Board of Trustees. A Trustee may vote in person or by **absentee ballot** executed in writing by the Trustee. No **absentee ballot** shall be valid after three months unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

Section 7. Vacancies. Any vacancy occurring in the Board of Trustees may be filled by the affirmative vote of a majority of the remaining Trustees,

though less than a quorum of the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. A vacancy shall be deemed to exist by reason of the death, resignation, failure or refusal to act by the person elected.

Section 8. Removal. The entire Board of Trustees or any individual Trustee may be removed from office without assigning any cause by the vote of a majority of all members of the corporation. In case the entire Board or any one or more of the Trustees are so removed, new Trustees may be elected at the same meeting for the unexpired term of the Trustee or Trustees so removed.

Section 9. Conduct of Trustees Meetings. At every meeting of the Board of Trustees, the Chairman of the Board of Trustees, if there shall be such a position, and if not, a Chairman chosen by the majority of the Trustees present, shall preside. The Secretary of the corporation shall act as Secretary of the Board of Trustees. In case the Secretary of the corporation shall be absent from any Trustees meeting, the Chairman may appoint any person to act as Secretary of the meeting.

Section 10. Compensation. No Trustee shall receive any compensation for serving in the capacity of Trustee; however, Trustees may be reimbursed for expenses incurred on behalf of the corporation upon presentation of proper documentation to Board of Trustees and upon resolution of the Board of Trustees approving and fixing the amount of expenses to be reimbursed. No member of a Trustee's household shall be employed by the corporation, either as an employee or independent contractor, and shall not receive any compensation for any services rendered to the corporation.

#### ARTICLE IV. OFFICERS

Section 1. Number and Titles. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, and a **Parliamentarian** each of whom shall be elected by the Board of Trustees. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected by the Board of Trustees held after each annual meeting of the

members. If the election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interest of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Trustees, shall in general supervise and control all of the activities and affairs of the corporation. He may sign, with the Secretary or any other proper officer of the corporation thereunto duly authorized by the Board of Trustees, any notes, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 6. Vice President. In the absence of the President, or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may from time to time be assigned to him by the President or by the Board of Trustees.

Section 7. Secretary. The Secretary shall: (1) keep the minutes of the meetings of the members and of the board of Trustees in one or more books provided for such purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep a membership roll of the members of the corporation; (e) sign with the President or Vice President any instruments as authorized by resolution of the Board of Trustees; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees. All records and property of the corporation shall be turned over by the outgoing Secretary to the newly elected Secretary within twenty-four (24) hours after the

new Secretary has been elected by the Board of Trustees.

Section 8. Treasurer. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He shall: (a) have charge and custody and be responsible for all funds of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these by-laws; (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the board of Trustees. All records and property of the corporation shall be turned over by the outgoing Treasurer to the newly elected Treasurer within twenty-four (24) hours after the new Treasurer has been elected by the Board of Trustees.

Section 9. Parliamentarian. The Parliamentarian shall oversee that all meetings are carried out according to the By-Laws and the Revised Robert's Rule of Order and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

Section 9. Compensation. No officer of the corporation shall receive any compensation for serving in such capacity however, officers may be reimbursed for expenses incurred on behalf of the corporation upon presentation of proper documentation to Board of Trustees and upon resolution of the Board of Trustees approving and fixing the amount of expenses to be reimbursed. No member of a Trustee's household shall be employed by the corporation, either as an employee or independent contractor, and shall not receive any compensation for any services rendered to the corporation.

## ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority must be reviewed and approved by the Trustees before being accepted and executed by any officer.

Section 2. Loans. No loans shall be contracted on behalf of the corpo-

ration, and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to a specific instance. No loans shall be made by the corporation to its Trustees or officers. Any Trustees who vote for or assent to the making of a loan to a Trustee or Officer of the corporation, and any officer or officers participating in the making of such a loan, shall be jointly and severally liable to the corporation for the amount of such loan until repayment thereof.

Section 3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 4. Deposits. All funds of the corporation shall be deposited as soon as possible to the credit of the corporation in banks, trust companies or other depositories as the Board of Trustees may select.

#### ARTICLE IV. GENERAL

Section 1. Swimming Pool. No additional fees may be charged for the use of the swimming pool to single family residents of Greenridge North Subdivision; however, private parties, etc., as approved by the Board of Trustees will be charged a fee as determined by the Trustees. Visitors will be charged a nominal fee for use by the pool for each visit. Visitors are defined as those people not members of the corporation or living in the household of a member of the corporation. The visitors fees will be set from time to time by the Board of Trustees. Members of the corporation must be current in their maintenance fees to be eligible to use the swimming pool facilities. No swimming pool fee shall ever be charged for the purpose of swimming in the pool to senior citizens and handicapped persons.

Section 2. Non-Property Owner Residents. All single family residents that are non-property owners in Greenridge North subdivision must register at the swimming pool on dates and time established by the Trustees.

Section 3. Books and Records. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceed-



ings of its members, Board of Trustees, and committees having any authority of the Board of Trustees and shall keep at its registered office or principal office in the State of Texas a record of the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time. The corporation shall maintain current and accurate financial records with full and correct entries made with respect to all financial transactions of the corporation, including all income and expenditures, in accordance with the generally accepted accounting practices. Based on these records, the Board of Trustees shall annually prepare or approve a report of the financial activity of the corporation for the preceding year.

Section 4. Standing Committees. In addition to such other committees as the Board of Trustees shall appoint from time to time, there shall be two standing committees appointed by the Board of Trustees at the annual meeting of the Board which immediately follows the members meeting: (1) a grievance committee consisting of three members to hear grievances of residents regarding matters relating to the Greenridge North Subdivision, including the use and maintenance of common facilities and enforcement of deed restriction; and (2) an election committee to consist of an election judge and sufficient tellers to supervise and monitor the election of Trustees. No incumbent Trustee or Officer of the corporation may serve on the election committee.

## ARTICLE VII. PROCEDURES AT MEETINGS

Section 1. Conduct of Members Meetings. Members meetings shall be presided over by the President of the corporation or, in his absence or refusal or inability to act, by a Vice President, or, if no such officer is present, able or willing to act, by a Chairman chosen at the meeting by the holders of a majority of the voting shares present in person or by **absentee ballot**. The Secretary of the corporation or, in his absence, a person designated by the presiding officer, shall act as Secretary of the members meeting. The precedence of, and procedure on, motions and other procedural matters at such members meetings shall be governed by Revised Robert's Rules of Order insofar as such rules are not inconsistent with law, with the corporation's Article of Incorporation, or with these By-Laws.

Section 2. Conduct of Board of Trustees Meetings. Meetings of the Board of Trustees shall be presided over by chairman of the board, or, if there be none, by a Chairman chosen at the meeting by majority vote of the Trustees.

The Secretary of the corporation, or in his absence, a person designated by the chairman, shall act as Secretary of the board of Trustees meeting. The precedence of, and procedure on, motions and other procedural matters at such meetings of the Board of Trustees shall be governed by Revised Robert's Rules of Order insofar as such rules are not inconsistent with law, with the corporation's Article of Incorporation, or with these By-Laws.

Section 3. Order of Business of Members Meetings. The order of business at all annual meetings, and so far as practicable at special meetings, of the members of the corporation shall be as follows:

- (a) Call to order.
- (b) Proof of due notice of the meeting by the Secretary.
- (c) Roll Call.
- (d) Presentation and examination of **absentee ballot**.
- (e) Announcement of a quorum.
- (f) Reading, or waiver thereof, and approval of the minutes of the previous meetings.
- (g) Announcements.
- (h) Reports of Officers.
- (i) Reports of committees.
- (j) Election of Trustees.
- (k) Old, or unfinished, business.
- (l) New business.
- (m) Adjournment.

## ARTICLE VIII. AMENDMENTS TO BY-LAWS

Amendments to these by-laws shall be adopted at an annual or special meeting of the members by a vote of a majority of all members of the corporation in person or by **absentee ballot**.

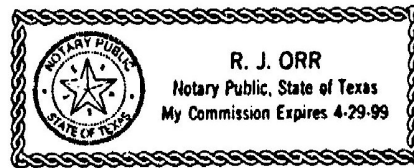
513-56-1123

SIGNED AND SWORN TO by me, Mary Eisterhold, Secretary of the Green Ridge Community Service Corporation, on this the 23rd day of June, 1997.

*Mary Eisterhold*  
Mary Eisterhold,  
Secretary

SIGNED AND ACKNOWLEDGED before me this 23rd day of June, 1997, by Mary Eisterhold, Secretary of Green Ridge Community Service Corporation.

*R. J. Orr*  
R. J. Orr, Notary Public



ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW THE STATE OF TEXAS

I hereby certify that this instrument was FILED in File Number \_\_\_\_\_ Sequence on the date and at the time stamped hereon by me; and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas on:

JUN 23 1997



*Beverly B. Kaufman*  
COUNTY CLERK  
HARRIS COUNTY TEXAS

*Beverly B. Kaufman*  
COUNTY CLERK  
HARRIS COUNTY TEXAS

97 JUN 23 PM 12: 14

FILED

*Mary Eisterhold*  
214 Glenbrook  
Houston, Texas 77060