

BY-LAWS OF
WESTCHESTER OWNERS COMMITTEE. INC.
(As Amended 1-16-2002)

WHEREAS, the Westchester Deed Restrictions, registered January 24, 1967, and the Certification of Incorporation of Westchester Owners Committee, Inc., dated July 27, 1967, authorize the Board of Trustees of the Westchester Owners Committee, Inc. to exercise certain powers and fulfill certain duties as enumerated therein; and

WHEREAS, the By-Laws of the Westchester Owners Committee, Inc. serve to provide specific instructions to the Board of Trustees regarding the manner in which it shall exercise its powers and fulfill its duties in the best interests of the members of Westchester Owners Committee, Inc.

NOW THEREFORE, the By-Laws of Westchester Owners Committee, Inc. are amended and restated to provide as follows:

ARTICLE I

NAME AND LOCATION

SECTION 1. Name and Location. The name of the corporation is Westchester Owners Committee, Inc., hereinafter referred to as the "Corporation." The registered office of the Corporation is 14703 Chadbourne, Houston, Texas, but meetings of members and Trustees may be held at such places within the State of Texas, County of Harris, as may be designated by the Board of Trustees.

ARTICLE II

MEETINGS OF MEMBERS

SECTION 1. Members. The members of this Corporation shall be the owners of the lots in the Westchester Subdivision as defined in the Articles of Incorporation.

SECTION 2. Annual Meeting. The annual meeting of the membership shall be held in January of each year, on a date and at a time and location to be determined by the Board of Trustees, .. for the purpose of electing Trustees and transacting such other business that may come before the meeting. Notice of the annual meeting shall be provided to all members through the corporation's monthly news letter

SECTION 3. Special Meetings. Special meetings of the members may be called at any time by the President of the Board of Trustees, or upon written request of one tenth (1/10) of the members.

SECTION 4. Quorum. The presence at the meeting of twenty (20)) members, represented either in person or by proxy, **shall** constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these By-Laws. The act of a majority of the members. Present at a meeting at which a quorum is present shall be the act of the members.

SECTION 5. Proxies. At -all meetings of members, each member may vote in person or-by proxy. All proxies shall be in writing and filed with the Secretary.

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. The board of Trustees shall be composed of at least nine (9) Trustees, each of whom shall be a residential Owner-occupant of a Lot in Westchester Subdivision; and each such Trustee shall be elected at an annual meeting of the members and shall hold office until the adjournment of the next annual meeting. All Trustees shall hold office until their successors have been duly elected and qualified.

SECTION 3. 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 un-expired 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 4. 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. Any individual Trustee also may be removed from office without assigning any cause by the vote of two-thirds (2/3) of all the Trustees. 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 un-expired term of the Trustee or Trustees so removed.

SECTION 5. Liability. Trustees of Westchester Owners Committee, Inc. shall not be liable to the Corporation or its members for monetary damages for acts or omissions that occur in the trustee's capacity as trustee. This article does not limit the liability of the trustees for acts or omissions for a breach of the duty of loyalty to the Corporation or its members, an- act or omission not in good faith or 'that involves intentional misconduct or a knowing violation of the law, a transaction from which a trustee receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the trustee's office, or an act or omission for which the liability of a trustee is expressly provided for by statute.

ARTICLE IV

OFFICERS AND COMMITTEE CHAIRMEN

SECTION 1. Officers and Chairmen. The officers and chairmen of the Corporation shall be the officers and chairmen described in Section 5 through 14 hereof, each of whom shall be elected by the Board of Trustees. Such other officers and chairmen 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 annually at each meeting of the Board of Trustees held after each annual meeting of the members. If the election of officers shall not be held at any such meeting, such election shall be held as soon thereafter as" it 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 un-expired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the activities and affairs of the corporation. He shall, when present, preside at all meetings of the members and of the Board of Trustees. 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 be responsible for the operation of the pool and tennis facility; the Vice President shall also perform such other duties as may from time to time be assigned to him by the President or by the Board of Trustees. The Trustee occupying the office of Vice President shall also occupy one other position as an officer or chairman, other than the office of President.

SECTION 7. Secretary. The Secretary shall: (a) 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; (f) distribute to each Trustee at least one week prior to the next scheduled Board meeting a copy of the draft minutes of the previous meeting, together with such other written material as may have been submitted beforehand to the Secretary for consideration at the next Board meeting; and (g) 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.

SECTION 8. Treasurer. The Treasurer shall (a) have charge and custody and be responsible for all funds of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these By-Laws; and (b) in general perform all of the duties incident to the office of Treasurer, including the preparation of an annual budget, the preparation of the pool and tennis facility budget, and such other duties as from time to time may be assigned to him/her by the President or by the Board of Trustees.

SECTION 9. Legal Chairman. The Legal Chairman shall advise the Board regarding the legal ramifications of proposed actions by the Board and the necessity of legal action by the Board regarding upholding the Westchester Deed Restrictions and shall serve as general counsel in any area requiring legal activity by the Board.

SECTION 10. Security Chairman. The Security Chairman shall be responsible for liaison with the Houston Police Department, the Constable's office, and private security services, if any, regarding police and security matters and liaison between the Board and the membership regarding the need for and effectiveness of these services.

SECTION 11. Sanitation and Mosquito Control Chairman. The Sanitation and Mosquito Control Chairman shall be responsible for securing garbage collection and mosquito control contracts at minimum cost consistent with the needs and specifications of the membership, and for monitoring the services provided by the contracts to assure that conditions of the contracts are being properly and adequately fulfilled.

SECTION 12. Maintenance Chairman. The Maintenance Chairman shall be responsible for liaison with the City of Houston in maintaining curbs, street signs, street lights, water mains, street-side right-of-ways, and other areas for which the City provides maintenance services, and for securing contractors at minimum cost to perform such maintenance duties as the Board may prescribe beyond those provided by the City including the maintenance of common facilities such as fence lines and entryways.

SECTION 13. Community Relations Chairman. . The Community Relations Chairman shall be responsible for representing the Corporation before various public offices that provide services to the community and for providing liaison as required between the Board and the Westchester Women's Club and other organizations.

SECTION 14. Newsletter Chairman. The Newsletter Chairman shall prepare a monthly newsletter on the state of the Corporation and such other news as may be of interest to the membership. The Newsletter Chairman shall arrange for printing and distribution of the newsletter for home delivery to the membership at regular monthly intervals. The Newsletter Chairman shall also provide support for online and multimedia communications.

ARTICLE V

MEETINGS OF BOARD OF TRUSTEES

SECTION 1. Regular Meetings. The regular meeting of the Board shall be in the evening on the third Tuesday of each month at a regular hour established, year by year, by the majority vote of that year's Board, except that the date and time for individual meetings may be changed by resolution of the Board.

SECTION 2. Announcement of Meetings. The date, time and place of the next scheduled Board meeting shall be announced in the monthly newsletter to the membership.

SECTION 3. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of any two (2) Trustees. Such request shall be made to the President, who shall arrange that each Trustee be notified of the time and place of such special meeting.

SECTION 4. Attendance. The Board meetings shall be open to the membership, although the last portion of the meeting may be reserved for Trustees only by resolution of the Board or order of the presiding officer that an Executive Session beheld. .

SECTION 5. Quorum. A majority of the total number of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

ARTICLE VI

AUTHORITY OF BOARD OF TRUSTEES

SECTION 1. Contracts. The Board of Trustees may authorize any officer or officers (including chairmen), 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 may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation, 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 specific instances.

SECTION 3. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

SECTION 4. Disbursement of Funds. Any two Corporation officers (including chairmen) may disburse Corporation funds in amounts- and for purposes previously authorized by the Board.

SECTION 5. Annual Budget. In November or as soon thereafter as possible, the Board shall adopt by resolution its budget for the following year. Commitment of Corporation funds within the approved budget requires no further authorization, except as limited below .for nonessential services.

SECTION 6. Essential Services. Essential services shall include garbage collection, mosquito control, maintenance of Common Areas and bordering easement areas, security services, enforcement and administration of Deed Restrictions, collection of annual maintenance charges, printing and distribution of the newsletter, and administrative services associated with these activities. Commitment of Corporation funds for essential services in excess of budget amounts must be authorized by resolution of the Board.

SECTION 7. Non-essential Services. All expenditures for purposes not defined as essential in Section 6 are deemed as being for non-essential services. Commitment of Corporation funds for non-essential services up to a cumulative total of two (2) percent of the budget for the current year in any year requires the same authorization as for essential services. Commitment of Corporation funds for non-essential services in excess of a cumulative total of two (2) percent of the budget for the current year in any given year requires a two-thirds majority resolution by the Board and majority concurrence of those members present and voting or represented by proxy at a duly called annual or special meeting of the membership.

ARTICLE VII

NOMINATION FOR ELECTION

SECTION 1. Selection of Nominees. _ The Board shall present to the Annual Meeting of the membership a list of at least nine nominees for election to the Board, all of whom will have agreed to serve if elected.

SECTION 2. Continuity. The Board shall include among the list of nominees at least three incumbent Trustees for reelection to second terms. The objective of this provision is to assure that each Board is composed of certain Trustees who shall have prior experience serving as a Trustee.

ARTICLE VIII

ARCHITECTURAL CONTROL

SECTION 1. Responsibilities. The Corporation was organized in part for "encouraging compliance with and enforcement of all covenants and restrictions in applicable subdivisions." The Architectural Control Committee, an autonomous Committee, was established in part to approve or disapprove all plans for alteration of buildings in the subdivision.

SECTION 2. Funds and Services for Architectural Control Committee. The Board shall act on petitions by the Architectural Control Committee to provide funds, legal services, and other aid as may be required by the Architectural Control Committee to encourage compliance with and enforcement of the architectural control provisions of the Deed Restrictions.

SECTION 3. Surveys for the Architectural Control Committee. The Board shall, on petition by the Architectural Control Committee, poll the membership concerning specific portions of the architectural control provisions of the Deed Restrictions. The Board shall not disburse Corporation funds for the purpose of encouraging compliance with and enforcement of the architectural control provisions of the Deed Restrictions when this form of encouragement would be contrary to a majority vote of the membership in such a poll.

ARTICLE IX

AMENDMENTS

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 proxy. .

ARTICLE X

INDEMNIFICATION OF TRUSTEES

SECTION 1. The Corporation shall indemnify any trustee, officer or committee member of the Corporation, who has so served at any time since 1985, against expenses, liabilities and costs (including reasonable attorney's fees) actually and necessarily incurred by him in connection with any claim asserted against him, by action in Court or otherwise, by reason of his being or having been such Trustee, officer or committee member, except in relating to matters as to which he shall have been adjudged guilty (by a Court of competent jurisdiction) of gross negligence, bad faith, willful misfeasance or malfeasance, reckless disregard of his duties or misconduct in respect of the matter for which indemnity is sought.

SECTION 2. If the Corporation has not fully indemnified him, the Court in the proceedings in which any claim against any such trustee, officer or committee member has been asserted, or any Court having the requisite jurisdiction of an action instituted by such trustee, officer or committee member on his claim of indemnity, may assess indemnity against the Corporation, its receiver or trustee, for the amount paid by any such trustee, officer or committee member in satisfaction of any judgment or in compromise of

any such claim (exclusive in either case of any amount paid to the Corporation), and any expenses and costs (including reasonable attorney's fees) actually and necessarily incurred by him in connection therewith to the extent that the Court shall deem them reasonable and equitable, provided, nevertheless, that indemnity may be assessed under this Article only if the Court finds that the person indemnified was not guilty of gross negligence, bad faith, willful misfeasance or malfeasance, reckless disregard of his duties or misconduct in respect of the matter for which indemnity is sought.

SECTION 3. The rights of indemnification herein provided may be insured against by policies maintained by the Corporation, shall be severable, shall not affect any other rights to which any trustee, officer or committee member may now or hereafter be entitled, shall continue as to a person who has ceased to be such trustee, officer or committee member and shall inure to the benefit of the heirs, executors and administrators of such a person. Nothing contained herein shall affect any rights to indemnification to which Corporation personnel other than trustees, officers and committee members may be entitled by contract or otherwise under law.

IN WITNESS WHEREOF, we, being all of the Trustees of the Westchester Owners Committee, Inc., have hereunto set our hands this 19th day of December -1990.

President

Legal Director

Treasurer

Secretary

CERTIFICATION

I, the undersigned, do hereby certify: that I am the duly elected and acting secretary of the Westchester Owners Committee, Inc., a Texas corporation, and, THAT the foregoing By-Laws constitute the amended and restated By-Laws of said Corporation as duly adopted at a meeting of the Board of Trustees thereof, having previously been ratified by a vote of the members held in March, 1989.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 18 day of December, 1990.

Secretary

As Amended January 16, 2002