

BYLAWS OF LES CHATEAUX TOWNHOMES OWNERS' ASSOCIATION INC.

A NONPROFIT CORPORATION INCORPORATED

UNDER THE LAWS OF THE STATE OF TEXAS

ARTICLE 1

96-0147210

OFFICES

Principal Office

1.01. The principal office of the corporation in the State of Texas shall be located in the city of San Antonio, County of Bexar. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Registered Office and Registered Agent

1.02. The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is 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 in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2

Classes of Members

2.01. The corporation shall have one class of members as defined in Article 7 of the of the Article of Incorporation.

Voting Rights

2.02. Each member shall be entitled to one vote on each matter submitted to the vote in the meeting.

Voting Procedures

2.03. There shall be no accumulative voting. Voting by proxy is allowed if a member entitled to vote is not present at the meeting called.

Suspension of Voting Rights

2.04. There shall be an automatic suspension of voting rights if any member shall be delinquent in payment of assessment, fees or utility charges for a period forty five (45) days ~~from the date~~ such charges were billed to the member, unless a longer period of time to make payment is authorized by the Board. Voting rights may be restored by a payment of the charges previously assessed.

## Termination of Membership & Transfer of Membership

2.05. Membership in the association shall terminate when the member is no longer a homeowner of LES CHATEAUX TOWNHOMES.

2.06. The membership in this corporation is not transferable or assignable.

### ARTICLE 3

#### Annual Meeting

3.01. An annual meeting of the members shall be held on the 1st day of June in each year or as soon thereafter as possible at an hour designated by the President of the Board. The purpose of the meeting shall be for electing Directors, for report on the condition of the Association and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall fall on a legal holiday designated by the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors shall not held on the day designated for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

#### Special Meeting

3.02. Special meeting of the members may be called by the President, the Board of Directors, or not less than fifteen (15) members having voting rights.

#### Place of Meeting

3.03. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

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## Notice of Meeting

3.04. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member who is a registered homeowner as of the 1st day of each year of the annual meeting or thirty (30) days prior to the special meeting. Such notice shall be given not less than ten (10) days nor more than thirty (30) days before the date of such meeting by or at the direction of the President, the Secretary, or the officers or person calling a meeting. In the case of special meeting or when required by statute or by these bylaws, the purpose or purposes from which the meeting shall be deemed to be delivered and noted. If mailed, the notice of the meeting shall be deemed to be delivered when deposited with the United States Postal Service and addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid.

### Quorum

3.05. Ten members shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

## ARTICLE 4

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### BOARD OF DIRECTORS

#### General Powers

4.01. The affairs of the corporation shall be managed by its Board of Directors.

#### Number, Tenure, and Qualifications

4.02. The number of Directors shall be five (5). Each Director shall hold office for two years. The first Board of Directors consisted of two (2) members elected for two years and three (3) members elected for one year. Since then, all Directors have been elected for two years at the annual meeting, but staggered so that three (3) Directors are elected at one time, and two (2) Directors the following year. A Director must be a resident homeowner and residing at LES CHATEAUX TOWNHOMES. If a Director is no longer a resident of LES CHATEAUX TOWNHOMES during his/her tenure, at the direction of the President of the Board his/her resignation may be requested.

#### Regular Meetings

4.03. A regular monthly meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors shall provide by resolution the time, and place, within the confines of LES CHATEAUX TOWNHOMES for the holding of additional regular meeting of the Board without other notice required.

## Special Meetings

4.04. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix the place and time, within the confines of Les Chateaux Townhomes.

### Notice

4.05. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered either personally, by telephone, or by mail or telegram to each Director at his address as shown by the records of the Manager or corporation. A Director may waive notice of any meeting and by attendance the notice is waived, except where a Director 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, or the purpose of, any regular or special meeting of the Board shall be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

### Quorum

4.06. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board: but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

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4.07 The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these bylaws.

### Vacancies

4.08. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

### Compensation

4.09. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board a fixed sum and expenses of attendance, if any, may be allowed for attendance of any regular or special meeting of the Board. Nothing contained herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

## Informal Action by Directors

4.10. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

## ARTICLE 5

### Officers

5.01. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary-Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary-Treasurer.

### Election and Term of Office

5.02. The officers of the corporation shall be elected annually by the Board of Directors at the first regular meeting after the regular annual meeting of the Board of Directors. The qualifications for the position of an officer shall be the same qualification as for a Director, that is a resident homeowner of LES CHATEAUX TOWNHOMES. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and shall have qualified.

### Removal

5.03. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

### Vacancies

5.04. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

## President

5.05. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

## Vice President

5.06. In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President. If there is more than one Vice-President, the senior by election of the two 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. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

## Secretary-Treasurer

5.07. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; or the President shall have the authority to appoint or engage another person to carry out the duties of keeping and recording the minutes, and give all notices in accordance with the provisions of these bylaws or as required by law. The Secretary or his/her assistant be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation, when required, to all documents, and shall keep a register of the post-office addresses of each member; and in general, perform all duties incident to the office of Secretary-Treasurer. The Secretary-Treasurer shall have charge and custody of and be responsible for all funds and securities 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 the provisions of Article 7 of these bylaws.

## ARTICLE 6

### Committees Committees of Directors

6.01. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors. which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him/her by law.

### Other Committees & Term of Office

6.02. Other committees not having an exercising the authority of the Board of Directors in the management of the corporation may be designated by the President. Members of such committee shall be either a resident homeowner or a tenant, in good standing as to abiding by the rules and regulations of Les Chateaux Townhomes Association, and may be removed by the President or by a vote of the majority of the Board of Directors.

### Chairman & Vacancies

6.04. One member of each committee shall be appointed chairperson and shall so serve during the life of that committee, unless removed by the President or by majority vote of the Board of Directors. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

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## Quorum & Rules

6.05. Unless otherwise provided at the time of appointment by the President or the Board of Directors, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## ARTICLE 7

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

#### Contracts Checks and Drafts

7.01. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. All checks, drafts, or orders for the payment of money, notes, nor other evidences 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 Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary-Treasurer and countersigned by the President or Vice President of the corporation.

#### Deposits

7.02. All funds of the corporation 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 Directors may select.

## ARTICLE 8

### BOOKS AND RECORDS

8.01. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the 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



**ARTICLE 9**

**Fiscal Year**

9.01. The fiscal year of the corporation shall begin on the first day of June and end on the last day in May in each year.

**ARTICLE 10**

**LEASES AND RENTAL AGREEMENTS**

10.01. An owner or appointed representative considering renting or leasing a Condominium at LES CHATEAUX TOWNHOMES to a prospective tenant shall first submit the proposed lease or rental agreement, to the Manager of the LES CHATEAUX TOWNHOMES, with attached proof of credit worthiness. Leases or rental agreements shall be for no more than six (6) months in duration. Leases or rental agreements may be renewed, based on six (6) month periods, upon approval by the owner or owners representative and if there is no legitimate opposition by the Board of Directors of LES CHATEAUX HOMEOWNERS ASSOCIATION.

**ARTICLE 11**

**ASSESSMENTS**

11.01. The Board of Directors shall have power to set the fees, and assessments that are authorized in the Warranty Deeds granting ownership in the individual Townhomes, and is authorized by the "Texas Uniform Condominium Act" (TUCA). The Board of Directors is further empowered to prorate the utility costs.

**ARTICLE 12**

**SEAL**

12.01 The Board of Directors shall provide a corporate seal, which shall be in the form of a circle with a star in the center and shall have inscribed thereon the name of the corporation and the words "Corporate Seal of Les Chateaux Townhomes Owners".

**ARTICLE 13**

**WAIVER OF NOTICE**

13.01. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 14

AMENDMENTS TO THE BYLAWS

14.01. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting. Such notice shall contain the current bylaw and the proposed new bylaws or amendment to that bylaw.

APPROVED this 24th day of September 1996.

*[Handwritten Signature]*  
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BOARD PRESIDENT.

ATTEST:

*Marianne Pleg*  
-----  
Secretary

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*Thomas J. Wobey*  
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Board Member

State of Texas \*  
----- \*  
County of Bexar \*

This instrument was acknowledged before me on the 24th day of September 1996 by

*Judith B. Howell*  
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*Judith B. Howell*  
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