



**BYLAWS OF
POINT AQUARIUS PROPERTY OWNERS ASSOCIATION
(Amended April 2012)**

TABLE OF CONTENTS

ARTICLE I Name and Location

ARTICLE II Definitions

ARTICLE III Meetings of Members

ARTICLE IV Board of Directors: Selection and Term of Office

ARTICLE V Nomination and Election of Directors

ARTICLE VI Meetings of Directors

ARTICLE VII Powers and Duties of the Board Of Directors

ARTICLE VIII Officers and Their Duties

ARTICLE IX Committees

ARTICLE X Assessments

ARTICLE XI Corporate Seal

ARTICLE XII Amendments to Bylaws

ARTICLE XIII Inspection of Books and Records

ARTICLE XIV Fiscal Year

ARTICLE XV Indemnification of Directors and Officers

ARTICLE XVI Miscellaneous

BYLAWS OF
POINT AQUARIUS PROPERTY OWNERS ASSOCIATION
(Amended April 2012)

These amended Bylaws of Point Aquarius Property Owners Association are effective on the date same are recorded in the Official Public Records of Real Property of Montgomery County, Texas.

WHEREAS, on August 11, 1992, the Board of Directors of the Association (as defined below) duly adopted Bylaws of the Association (hereinafter the "Original Bylaws"), which Original Bylaws have been partially amended from time to time since their adoption; and

WHEREAS, the Original bylaws, as amended, were again amended in April 2011, by instrument entitled Amended and Restated Bylaws of Point Aquarius Property Owners Association (April 30, 2011) (the "Revised Bylaws"); and

WHEREAS, the Revised Bylaws contain provisions and notice procedures related to future amendments to the Revised Bylaws; and

WHEREAS, said provisions and notice procedures, as required by the Revised Bylaws, have been complied with and the membership and Board of Directors are desirous of making changes and modifications to the Revised Bylaws;

NOW THEREFORE, the Revised Bylaws are hereby replaced in their entirety by these Bylaws of Point Aquarius Property Owners Association (Amended April 2012) ("Amended Bylaws"), which Amended Bylaws were duly adopted and approved by a majority vote of the Board of Directors, and by the affirmative vote of the majority of the votes entitled to be cast by the Members, or represented by proxy, at a Special Meeting of the Membership on April 28, 2012, at which a Quorum was present.

ARTICLE I.

NAME AND LOCATION

The name of the Corporation is POINT AQUARIUS PROPERTY OWNERS ASSOCIATION, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 13189 Point Aquarius Blvd., Point Aquarius, Willis, Texas 77318, but meetings of members and directors may be held at such places within the State of Texas, County of Montgomery, as may be designated in a notice of such meetings.

ARTICLE II.

DEFINITIONS

Section 1. "Association" shall mean and refer to Point Aquarius Property Owners Association, its successors and assigns.

Section 2. "Property" shall mean and refer to that certain real property described in the following documents filed in the office of the County Clerk of Montgomery County, Texas,

Point Aquarius Subdivision	Cabinet	(Volume)	Sheet	(Page)
Section One	A	(9)	34	(66)
Section One (Replat)	F	.	189	A&B
Section Two	A	(9)	35	(69)
Section Three	A	(9)	40	(79)
Section Five (Replat)	G	.	12	A&B
Section Six	A	(10)	72	(39)
Section Seven	F	.	75	B
Section Eight	F	.	130	A
Section Nine	F	.	131	A
Summerchase Section One	Y	.	178-179	
Section Ten	G	.	10	

together with any additional real property as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Lot" shall mean and refer to each of the individual tracts of land into which the Property has been divided for the construction of houses thereon for individual use and ownership. For all purposes, the Property is divided in lots or building sites as described on the plats thereof filed in the office of the County Clerk of Montgomery County, Texas, together with any additional real property as may hereafter be brought within the jurisdiction of the Association.

Section 4. "Common Areas" shall mean and refer to any and all of the Property except the individual Lots into which the Property has been divided for the construction of houses thereon for individual use and ownership.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Property, including contract sellers, but excluding those having an interest merely as security for the performance of an obligation.

Section 6. "Restrictions" shall mean and refer to the restrictions (commonly referred to as "Deed Restrictions") applicable to the Property recorded in the Office of the County Clerk of Montgomery County, Texas, including amendments thereto.

Section 7. "Member" shall mean and refer to every person or entity who is a record owner of any Lot which is subject to the maintenance charge as set out in the Restrictions, including contract sellers, but excluding those having an interest merely as security for the performance of an obligation.

Section 8. "Meeting" shall mean any meeting of Members or Directors where a quorum is present.

Section 9. "Quorum" of Members shall mean the presence of Members representing at least seventy-five (75) eligible votes. For purposes of establishing a Quorum of Members, "presence" shall mean either person or by proxy. Absentee and/or electronic ballots shall be counted as a person present and voting at the meeting for items appearing on the ballot. A Quorum of Directors shall mean fifty-one percent (51%) of the Directors then in office present. Proxies shall not be used for purposes of establishing a Quorum of Directors.

Section 10. "Majority" shall mean at least fifty-one percent (51%).

Section 11. "Shall" means an action that must be taken by the Point Aquarius Board of Directors.

Section 12. "May" shall mean an action that is discretionary and does not require action by the Point Aquarius Board of Directors.

Section 13. "Executive Session" shall mean a meeting of the Board of Directors for discussion purposes only in which the Members may not be present as set out in the Bylaws. Non-board members can be invited to an Executive Session to assist the Board in their deliberations. No votes may be cast in an executive session.

Section 14. "Independent" shall mean person or persons who are neither a Member of the Association nor an immediate relative of a Member of the Association.

Section 15. "Proxy" shall mean written delegation by a voting member authorizing another member to vote in his/her place. The proxy shall include property owner's identifying

information, signature of owner, designated agent, and scope of specific subject matter the proxy is to be used for. The proxy shall remain in effect until final voting on the specific subject indicated on the proxy.

ARTICLE III.

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The Annual Meeting of Members shall be held on the last Saturday of April of each year at a time and place as may be designated in the Notice of Meeting.

Section 2. Special Meetings. Special Meetings of Members may be called at any time by a Majority of the Board of Directors, or upon written request of Members representing at least ten percent (10%) of the eligible votes of all Members.

Section 3. Notice of Meetings. Written notice of each Meeting of Members shall be given by, or at the direction of, the Secretary or by any other person authorized to call the Meeting. The Notice will be mailed not less than ten (10) nor more than fifty (50) days before the Meeting to each Member entitled to vote. The Notice will specify the place, date, and hour of the Meeting and, in the case of a Special Meeting, the purpose of the Meeting. Attendance by a Member in person at a Meeting shall constitute a waiver of notice of such Meeting, except where a Member attends a Meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 4. Adjournment. At any Meeting where a Quorum is not present, a Majority of Members present and entitled to vote can adjourn the Meeting to a time not less than five (5) or more than forty-five (45) days from the meeting date. At the reconvened meeting, if a Quorum is present, any business that might have been transacted at the meeting originally called may be transacted. Additionally, notwithstanding any other provision in these Bylaws, 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.

Section 5. Certification by Secretary. At each Meeting the Secretary will certify whether a Quorum is present and, if so, the number of votes legally cast. The certification will be non-contestable unless it can be shown that there is an error often percent (10%) or more.

Section 6. Voting and Participation. Voting shall be a one-vote-per-assessed-lot basis. The Owner or Owners of each assessed Lot are entitled to one vote for each assessed Lot owned in the Subdivision. If record title to a particular assessed Lot or Lots is in the name of two or more persons, all co-owners shall be Members and may attend any meeting of the Association, but the voting rights appurtenant to each assessed Lot or tract may not be divided and fractional votes shall not be allowed. Any one of said co-owners may exercise the vote appurtenant to each such assessed Lot or tract so owned at any meeting of the Members, and such vote shall be binding and conclusive on all of the other co-owners of said assessed Lot or tract who are not present;

provided, if one of the non-attending co-owners have given the Association notice of objection to the attending co-owner's vote, no vote shall be cast for said assessed Lot or tract except upon notice of unanimous consent by all such co-owners' being given to the Association. In the event more than one vote is cast for a single assessed Lot or tract by an Owner, none of the votes so cast shall be counted and all of such votes shall be deemed void.

Section 7. Methods of Voting. 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.

All proxies shall be in writing and filed with the Secretary of the Association. Proxies shall remain in effect until a decision has been made regarding the subject designated in the proxy.

Prior to any vote being taken at each meeting of the Association, the Board of Directors, or its authorized representative, shall prepare a list of the Members authorized to vote at 5:00 p.m. on the thirtieth (30th) day immediately preceding the day of the Association meeting. This list of Members in Good Standing shall be made available to all members of the Association upon payment per the Schedule of Charges promulgated by the Board of Directors.

Section 8. Election Vote Tabulators. 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.

Section 9. Recount Procedures. A Member may, not later than the fifteenth (15th) 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.

ARTICLE IV.

BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

Section 1. Number And Term of Office. The affairs of the Association are currently managed by a Board of nine (9) elected at large Directors. Three (3) Directors shall be elected by voting members at each annual meeting and shall serve a term of three (3) years. Members with a felony conviction or a conviction for a crime involving moral turpitude are not eligible to serve. Other Director position vacancies that may have occurred shall also be filled by election of the voting members at the annual meeting for the unexpired term of the vacant Director position(s). The election chairperson will establish the procedure for filling the vacancies and therefore the term each elected candidate will serve as Director.

At no time shall the number of duly elected Directors be less than seven (7). In the event of the death, removal or resignation of a Director, the vacancy will be filled at the next Annual Meeting. Should a vacancy reduce the number of duly elected Directors to less than seven (7) the Board of Directors shall immediately notify the Members by posting a notice of the vacancies and initiate an election to be held at a special-called meeting which shall occur within sixty (60) days from the date of the vacancy that resulted in less than seven (7) Directors. The election shall occur as set out in Article V. Section 1, Section 2 and Section 3. Such persons shall fill the entire unexpired term of his/her predecessors. The election chairperson will establish the procedure for filling the vacancies and therefore the term each elected candidate will serve as Director. An election of a person to the Board in order to fill a vacancy created under the circumstances described in this Section shall not of itself be cause for election of Officers, as described in Article VI Section 1.

Section 2. Removal, Resignation, and Vacancy. Any Director may be removed from the Board, with or without cause, by a vote of 2/3 of any Directors at a properly noticed meeting of the Board of Directors or by a Majority vote by Members of the Association at a special-called meeting as defined in Article III Section 2.

Section 3. Compensation. No Director shall receive compensation for any service he/she may render to the Association; however, any Director may be reimbursed for actual expenses incurred in the performance of their duties if such expenses are approved by the Board of Directors.

ARTICLE V.

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nominations for election to the Board of Directors shall be made by a Nominating Chairman appointed by the Board or from the floor at the Annual Meeting of Members. The Nominating Committee will consist of a Chairman, who must be a member of the Board of Directors, and two (2) or more Members of the Association. The Nominating Committee can make as many nominations for election to the Board of Directors as it shall, in its discretion determine, but not less than one for each vacancy to be filled. All nominees shall be Members of the Association as defined in Article II, Section 7 of these Bylaws.

Section 2. Election of Directors. Election to the Board of Directors will take place at the Annual Meeting of Members or at any Special Meeting called for that purpose. Members may cast, in respect to each directorship to be filled, as many votes as they are entitled to exercise under the provisions of these Bylaws. The candidates receiving the highest number of votes will be elected. No Member may accumulate votes.

Section 3. Tie Breaker. In the event that two candidates receive the highest number of votes or receive an equal number of votes, therefore resulting in a tie in the election of a position or positions on the Board of Directors, a runoff election shall be held at a special-called meeting which shall occur within thirty (30) days from the date of the meeting at which the meeting at which the election took place.

ARTICLE VI.

MEETINGS OF DIRECTORS

Section 1. Organizational Meeting. The first Meeting of the newly elected Board will be an Organizational Meeting. The first order of business at that Meeting will be election of the officers of the Association. These officers will serve for a term of one year unless he/she resigns, is removed, or otherwise becomes disqualified to serve.

Section 2. Open Board Meetings. Regular and special Board meetings shall be open to Members, subject to the right of the Board to adjourn a meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the property Association's attorney, matters involving the invasion of privacy of individual owners, or matters that are to remain confidential by request of the affected parties and agreement of the Board. Following any executive session, any decision made in the executive session shall be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual owners, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary shall include a general explanation of any expenditures approved in executive session.

Section 3. Notice of Meetings to Members. 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 (10th) day or earlier than the sixtieth (60th) 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.

Section 4. Meetings Without Notice to Members. 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.

Section 5. Regular Meetings. Regular Meetings of the Board of Directors will be held monthly at such place, within the State of Texas, and hour, as may be fixed, from time to time, by the Board. Should a regular Meeting fall upon a legal holiday, the Meeting will be held at the same time on another day which is not a legal holiday. An agenda for each regular Meeting will be maintained at the offices of the Association and such agenda will be open to inspection by any Member of the Association during normal business hours. Agenda items to be discussed shall be identified to allow Directors and Property Owners to understand specific topics scheduled for discussion and possible action.

Section 6. Special Meetings. Special Meetings of the Board of Directors can be held when called by the President of the Association, or by any two Directors, after not less than three (3) days notice to each Director.

Section 7. Voting and Participation. A Director should participate in any Board Meeting in person. Participation includes, but is not limited to, introducing motions, discussing the agenda, and voting. A Director may also vote on any or all resolutions or other matters by written proxy. If a proxy does not provide clear directives on an item called to vote, and electronic contact from the absent Director shall be accepted. In the absence of a written directive or electronic contact from the absent director, the proxy holder shall not exercise the proxy vote. The President may not vote on any motion, except in the event of a tie vote by the other directors. The act of the majority of Directors present, in person or by proxy, at a meeting at which a Quorum is present, shall be the act of the Board of Directors unless any provision of the Articles of Incorporation or these Bylaws requires the vote of a greater number.

Section 8. Waiver of Notice of Meeting. Waiver by a Director of notice in writing of a Directors' Meeting, signed by him/her, whether before or after the time stated therein, will be equivalent to the giving of such notice. Attendance by a Director at a Directors' Meeting will constitute a waiver of notice of such Meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE VII.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors has the following powers, in addition to those set forth in the Articles of Incorporation, Restrictions, and laws of the State of Texas:

- (a) Adopt and publish rules and regulations governing the use of the Property, the Common Areas, all facilities and the personal conduct of the persons thereon, and to establish rules for the infraction thereof.
- (b) After notice and an opportunity to be heard pursuant to Texas Property Code §209, as same may be amended, suspend the right to use of the recreational facilities of any Member during any period in which the Member is in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations.
- (c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Restrictions.
- (d) Employ a manager, an independent contractor, or such other employees as they deem necessary and to prescribe their duties.
- (e) Enforce the Restrictions.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs.
 - (1) To have such records available for inspection by Members when such inspection is requested in writing and is for a purpose deemed appropriate by the custodian of the records. If denied access, the request may be appealed to the Board of Directors.
 - (2) To record all motions other than expenditure approvals and parliamentary motions in a Board Motions Document.
 - (3) To record all legal opinions in a Legal Opinions File.
- (b) Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed.
- (c) As more fully provided in the Restrictions, to:

- (1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period, after considering and approving a budget for the next fiscal year.
 - (2) Send written notice of each assessment to every property owner subject thereto at least thirty (30) days in advance of each annual assessment period.
 - (3) Take appropriate action against any property owner for which assessments are not paid including the foreclosure of the lien against the property or bringing an action at law against the owner.
- (d) Deliver, or cause to be delivered, upon written request from an Owner, subdivision information pursuant to Texas Property Code §207.003 as same may be amended. A reasonable charge for the assembling, copying and delivery of the information requested may be charged by the Board.
 - (e) Procure and maintain adequate liability and hazard insurance on the property owned by the Association.
 - (f) Cause all Directors or employees having fiscal responsibility to be bonded.
 - (g) Provide for the operation, care, upkeep and maintenance of all Common Areas, including entering into contracts to provide for such operation, care, upkeep, and maintenance.
 - (h) Make or contract for the operation of the Association and the maintenance, operation, repair, and replacement of its Property and the Common Areas where appropriate. All contracts shall be reviewed by the Board of Directors at least annually.
 - (i) Enforce Deed Restrictions.
 - (j) All Directors must abide by the Code of Conduct Documents that were read and signed as part of the election process. The Code of Conduct document will be in effect for the entire term of the Director.
 - (k) All motions for new (at a cost in excess of \$50,000.00) amenity projects, other than roads, must be referred to a committee formed by the Board of Directors that will have the responsibility of developing and preparing a report that includes the following:
 - (1) A total cost estimate for the construction of the amenity;
 - (2) The impact the new amenity's maintenance or operating expense will have on the annual budget;

- (3) A recommendation of the funding sources (combination of assessment dollars, savings withdrawals or borrowing) endorsed by the Board of Directors;
 - (4) A community survey of all property owners to assess the community need and desire for the amenity; and
 - (5) An estimate of the start and completion dates.
- (l) Maintain an Operational Reserve Fund equal to 15% of the annual operating expenses (administration, security and maintenance expenses, etc.) Any portion of the fund used shall be replenished in a period not to exceed three years.
 - (m) Require that the road expense budget be set at a minimum of \$250,000 per year. Any portion of the \$250,000 not spent in the current year budget shall be added to the next year's \$250,000 budget.
 - (n) Require a moving 5-year plan for road improvement excluding unforeseen maintenance issues.
 - (o) Maintain an effective communication system with Members to ensure that all rules and regulations governing the use of Property, as well as other significant issues impacting on their property, are communicated in a timely manner.

Section 3. Legal Counsel. The Board of Directors may retain an Attorney-at-Law to whom the designated Officers and Directors may refer for legal advice and opinion regarding the affairs of the Association, as the Board may deem appropriate.

Section 4. Audit of Financial Records. The Board of Directors shall cause to be performed and completed not later than ninety (90) days following the end of each fiscal year an independent audit of the financial records of the Association to be performed by a Certified Public Accountant. The minimal scope of the audit should include a sample verification of all accounts receivable and payable; verification of all expenditures as to budgeted items; verification that all checks are accounted for; verification of all cash accounts; and the balancing of all accounts and books. The audit report will be available for inspection upon written request by any Member during normal business hours.

ARTICLE VIII.

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the Association will be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may, from time to time, create.

Section 2. Election of Officers. The election of officers will take place at the first Meeting of the Board of Directors following each Annual Meeting of Members.

Section 3. Term. Each officer will hold office for one (1) year unless he/she resigns, is removed, or otherwise becomes disqualified to serve.

Section 4. Special Appointments. The Board of Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer of the Board may be removed from office with cause or without cause, by a 51% vote of the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Resignations will take effect on the date of receipt of the notice or at the time specified therein, and unless otherwise specified the acceptance of the resignation will not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by election by a majority vote of the remaining Board Members. Any officer or board member elected to a vacancy will serve for the remainder of that term, or until the next annual election, whichever is shorter.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person can simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers shall be established by the Board, but shall include the following:

President

The President will preside at all Meetings of the Board of Directors and see that the orders and resolutions of the Board are carried out.

Vice President

The Vice President will act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

Secretary

The Secretary, or an appointee working under the Secretary's direction, will keep the minutes of all Meetings and proceedings of the Board and of the Members; establish procedures for the counting of votes cast, conduct of elections, tabulating and reporting election results, and determining if a quorum is present at any Meeting of Members; serve notice of Meetings of the Board and of the Members; keep appropriate current

records showing the Members of the Association, together with theft addresses; and shall perform such other duties as required by the Board.

Treasurer

The Treasurer, or an appointee working under the Treasurer's direction, is responsible for the receipt and deposit of all monies received by the Association and shall disburse such funds as directed by the Board of Directors; prepare and sign checks and promissory notes of the Association; keep proper books of account and manage the financial activities of the Association. In addition, the Treasurer will prepare an annual budget and report on the financial status of the Association, cash and investment balances and, present a comparison of budget to actual expenses as may, from time to time, be directed by the Board of Directors. The annual budget and financial statements will be made available to the Members.

ARTICLE IX.

COMMITTEES

At the first Directors meeting following the annual meeting, the Board of Directors will appoint a Nominating Chairperson as provided in these Bylaws. The Architectural Control Committee positions will be elected by a majority vote of the members, and in accordance with the Resolution and procedures, adopted by the Board, applicable to same. The President can, with Board approval, establish other committees as appropriate. The duties of other committees will be set forth in a resolution adopted at the time of such appointment and chaired by a Member of the Board.

ARTICLE X.

ASSESSMENTS

As more fully provided in the Restrictions, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessments are made. Assessments that are not paid when due, are considered delinquent. If the assessment is not paid within thirty (30) days after the due date, the Member will be assessed interest as provided in the appropriate section's deed restrictions. In addition, the Association may bring legal action against the Property Owner personally obligated to pay the assessment and can foreclose the lien against the Property. Late fees, legal costs and attorney's fees of any such action will be added to the amount of the assessment. No Owner may waive or otherwise escape liability for the amount of the assessment for any reason including, but not limited to, non-use of the Common Areas or abandonment of his/her Property.

ARTICLE XI.

CORPORATE SEAL

The Association may have a seal in such form as the Board of Directors may adopt.

ARTICLE XII.

AMENDMENTS TO BYLAWS

Section 1. Except as otherwise provided herein, these Bylaws may be altered, amended, or repealed by a Majority vote of the Board of Directors; however, the Bylaws may also be altered or repealed by the affirmative 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.

Section 2. Notice Procedure. Should the Board of Directors amend these Bylaws, they must advise the Members immediately by posting a notice at a public place on the Property for a period of one year and send written notice by mail to all members within thirty days of posting detailing 1) any and all additions, 2) any and all deletions and 3) justification for any and all amendments. Members will have the right to inspect such amendment(s) at the offices of the Association during regular business hours or to obtain a copy thereof upon payment of a reasonable fee for each copy. Additionally, all amendments and pending amendments will be reviewed with the Members at the Annual Meeting of Members. Should the Board fail to follow these procedures as outlined herein, the amendments shall be considered null and void.

These Bylaws may also be altered, amended, or repealed by Members, by the affirmative vote of the Majority of the votes entitled to be cast by the Members present, or represented by proxy, at the Annual Meeting or Special Meeting at which a Quorum is present provided they are posted at a public place on the Property for a period of at least 120 days and send written notice to Members within thirty days of posting detailing 1) any and all additions, 2) any and all deletions and 3) justification for any and all amendments. Members will have the right to inspect such amendment(s) at the offices of the Association during regular business hours or to obtain a copy thereof upon payment of a reasonable fee for each copy.

Section 3. Effective Date of Amendments. Should the Board of Directors amend these Bylaws the effective date of any and all changes shall be not less than one year and one day from the date of Board approval, unless required by the laws of the County of Montgomery or the State of Texas. Such amendments will be considered pending amendments and not filed with the County until the effective date.

Should any Bylaws or pending amendments to the Bylaws be altered or repealed by the affirmative 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, then such alterations or amendments or repealed provisions shall be effective immediately, unless otherwise noted.

This Article may only be altered, amended or repealed by the affirmative 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.

Section 4. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Restrictions and these Bylaws, the Restrictions shall control.

ARTICLE XIII.

INSPECTION OF BOOKS AND RECORDS

The Association 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 of 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 Association may be inspected by any Member or his agent or attorney in accordance with the Association's Records Production Policy.

ARTICLE XIV.

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of every year.

ARTICLE XV.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. General. Pursuant to the Texas Non-Profit Corporation Act, Article 1 396-2.2A, the Association shall indemnify, defend, and hold harmless, any and all current and past Board members, Officers, and Committee members to the maximum extent permitted by law, including costs and attorneys fees.

Section 2. Business Judgment Rule. Any act or thing done by any Director, Officer, or Committee Member taken in furtherance of the purposes of the corporation, and accomplished in conformity with the procedures set forth in the Declaration, Articles of Incorporation, the laws of the State of Texas, and/or these Bylaws, shall be reviewed under the standard of the Business Judgment Rule as established by the common law of Texas, and such act or thing done shall not be a breach of duty on the part of the Director, Officer, or Committee Member if they have been done within the exercise of their discretion and judgment.

The Business Judgment Rule means that a court shall not substitute its judgment for that of the Director, Officer or Committee Member. A court shall not re-examine the quality of the decisions made by the Director, Officer, or Committee Member by determining the

reasonableness of the decision as long as the decision is made in good faith in what the Director, Officer, or Committee Member believes to be the best interest of the corporation.

ARTICLE XVI.

MISCELLANEOUS

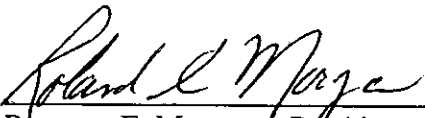
Section 1. Insurance. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer or employee of the Association, or is or was serving at the request of the Association as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of this Article.

Section 2. Parliamentary Rules. "Robert's Rules of Order (current edition)" shall govern the conduct of Association proceedings when not in conflict with Texas law, the Articles of Incorporation, the Deed Restrictions, or these Bylaws when any of these documents are silent on any unresolved or disputed issue or procedure.

Attestation

Adopted by the Board of Directors on this 28th day of April, 2012.

**POINT AQUARIUS PROPERTY OWNERS
ASSOCIATION**

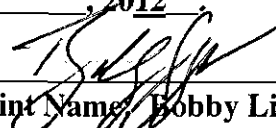
By: 
ROLAND E. MORGAN, President

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of the Point Aquarius Property Owners Association, Inc., a Texas corporation;

That the foregoing Bylaws were duly adopted at the annual meeting of the Point Aquarius Property Owners, where a quorum was present, held on the 28th day of April, 2012.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 28th day of April, 2012



Print Name: Bobby Light
Title: Secretary

STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

BEFORE ME, on this day personally appeared Bobby Light the Secretary of Point Aquarius Property Owners Association, Inc. known by me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that s/he executed the same for the purposes and consideration therein expressed and in the capacity therein and herein stated, and as the act and deed of said corporation.

Given under my hand and seal of office, this 28th day of April, 2012.





Notary Public – State of Texas

After Recording Return To:
Point Aquarius - Property Owners Association
13189 Point Aquarius Blvd.
Willis, Texas 77318

FILED FOR RECORD

05/03/2012 2:35PM



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.

05/03/2012



County Clerk
Montgomery County, Texas