

BY-LAWS
OF
BRAUN STATION WEST COMMUNITY IMPROVEMENT ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION. The name of the corporation is Braun Station West Community Improvement Association, Inc., hereinafter referred to as the "Association." The principal address of the corporation shall be located at 8630 Tezel Road, San Antonio, Texas, 78254. Meetings of members and directors shall be held at this address, unless otherwise announced and designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Braun Station West Community Improvement Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Covenants, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area and commercial reserves excluded from the scope of the Covenants.

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 Properties, including contract sellers, but excluding those having such interest merely as security for the performance of any obligation.

Section 6. "Declarant" shall mean and refer to First General Realty Corporation, its successors and assigns if such successors or assigns should acquire more than one undeveloped lot from the Declarant for the purpose of development.

Section 7. "Covenants" shall mean and refer to the Covenants, Conditions, and Restrictions applicable to the Properties recorded in the Office of the County Clerk, Bexar County, Texas, in Volume 7529, Pages 87-111, Deed Records, and any amendments thereafter or such covenants created by additional properties dedicated to the subdivision by the Declarant.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Covenants and Articles of Incorporation.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. The Annual Meeting of the Association Members shall be held in January, beginning January 1987.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of the members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, Covenants or these By-Laws. If, however, a quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time without notice of other than announcement at the meeting until a quorum shall be present or represented.

Section 5. Proxies. At all meetings, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of nine (9) Directors, who shall be members of the Association.

Section 2. Term of Office. At each annual meeting, the members shall elect three Directors for a term of three years. The newly elected members' term shall begin after adjournment of the Annual Meeting at which he/she was elected, and the term shall expire after adjournment of the Annual Meeting three years later, unless otherwise removed.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties, upon submission and approval by the Board of documentary evidence including appropriate receipts. The use of a personal automobile for Association business will be reimbursed at a rate set by the Board.

Section 5. Action Taken Without a Meeting. No action may be taken outside of either a regular or special meeting of the Board of Directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members, in good standing.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation and Covenants. The persons receiving the largest number of votes shall be elected.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meeting. Regular meetings of the Board of Directors shall be held monthly without notice at such place and hour as may be fixed from time to time by the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meeting. Special meetings of the Board of Directors shall 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 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing use of the Common Area and Facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for infractions thereof;

(b) suspend the voting rights and right to use the recreational facilities of a member during any period in which such member shall be 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 By-Laws or the Articles of Incorporation, or the Covenants;

(d) declare a board member to be derelict in the performance of Board of Director duties, and remove them from office, if during the calendar year, the member is absent from three (3) consecutive monthly board meetings, or more than four (4) meetings during the year, without notification and justification. Justification includes pre-coordinated business necessity, military temporary duty orders, or a serious emergency, and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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 and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

(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 Covenants, to:

(1) fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring action of law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board before the issuance of these certificates. If a certificate states an assessment has been paid, such certificates shall be conclusive evidence of such payment;

(e) to procure and maintain adequate liability and hazard insurance on the property owned by the Association;

(f) to cause all officers or employees having fiscal responsibilities to be bonded, as the Board may deem appropriate;

(g) to cause the Common Area to be maintained;

(h) to maintain a minimum \$15,000.00 Emergency Reserve Fund. Money from the fund may be spent by a vote of two-thirds (2/3), six (6), of the members of the Board of Directors. The fund is to be replenished by the last day of the next fiscal year.

(i) outgoing Board members are required to turn over all Association documents and records to the newly elected Board within two (2) weeks of the expiration of their term of office on the Board, or immediately in the event of their removal.

(j) the Major Repair/Replacement Fund (MR/RF) shall be created and used specifically to replace and accomplish major repair of the capital assets of the Association. This fund shall be separate from and in no way lessen the Emergency Reserve Fund requirement established by these By-Laws. Money set aside but not spent from the MR/RF will be carried over to subsequent years. The Treasurer shall provide to the Board monthly and yearly summaries of expenditures and carry-over transactions affecting the Major Repair/Replacement Fund. The MR/RF shall be funded by annual appropriation and the minimum appropriation to the MR/RF shall be \$16,000.00 per year.

(k) for purposes of the Board of Directors voting on an expenditure from the Major Repair/Replacement Fund, expenditures shall be limited to the Braun Station West structures or equipment items listed in the BSW Reserve Analysis Study. **Replacement** is defined as removal and total replacement of a listed asset due to the asset's failure or due to serious degradation of the asset's condition or performance because of its expiring useful life. **Major repair** is defined as replacement, rebuild, or repair of a portion of an asset provided the expenditure exceeds ten percent (10%) of the listed assets total replacement cost. For computation purposes, two or more expenditures may **not** be added together to meet this minimum dollar requirement.

(l) obtain majority approval from Association members voting at the Annual Meeting if the Board desires to set the yearly assessment above \$96.00 per house and \$48.00 per lot. This vote shall be taken in conjunction with presentation of the proposed budget at this same meeting (ref. Article VIII, Section 8, Paragraph. (d), Duties of the Treasurer). If the proposed assessment is not approved by the membership, the assessment shall be maintained at the same amount as the prior fiscal year.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer, and such other officers as the Board, from time to time, by resolution creates.

Section 2. Election of Officers. The election of President, Vice President and Treasurer shall take place at the Annual Meeting, by those association members present at the Annual Meeting. The elections for the office of Secretary shall take place following the election of President, Vice President and Treasurer, and shall be done by a majority of the Board of Directors.

Section 3. Term. An officer of this Association shall hold office for one (1) year from the date of his/her election unless he/she shall sooner resign, be removed, or otherwise be disqualified to serve. An officer may be re-elected through the election process identified in Article VIII, Section 2.

Section 4. Special Appointments. The Board 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 may be removed from office, with or without cause, by a majority vote of Association members present at a Special Meeting. Article III, Section 3, Notice of Meeting, will be adhered to when calling a special meeting for the purpose of removing an officer. Any officer may resign at any time by giving a written notice to the Board or by giving verbal notice at a Board meeting. Such resignation shall take effect on the date of receipt of the notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If the officer who resigns or is removed from office is holding the office of President, then he/she shall be replaced by the Vice President, and the resulting vacant office, i.e., vice president, shall be filled by appointment of a majority of the Board Members, voting at a Board Meeting.

Section 6. Vacancies. A vacancy in any office other than the President may be filled by appointment by the Board. The officer appointed to any vacancy shall serve for the remainder of the term of the officer he replaces.

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

Section 8. Duties. The duties of the Officers are as follows:

President

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; and shall cause an annual audit of the Association books to be made by a licensed public accountant not later than six (6) months after completion of each fiscal year. The public accountant will be required to provide a written report which the president will make available to the members for review.

Vice President

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

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it upon the minutes of the meetings of the Board of Directors and members and upon all other papers requiring said seal; service notice of meetings of the Board and of the members; and perform such other duties as required by the Board.

Treasurer

(d) The Treasurer shall disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at the annual meeting.

ARTICLE IX

DISBURSEMENT/TRANSFER OF FUNDS

The Board of Directors shall determine who will be designated as the person or persons authorized to sign checks and transfer funds. Any person so designated must be bonded in an

amount set by the Board of Directors. All financial transactions shall be only for Board-authorized activities.

ARTICLE X COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Covenants, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes. At the first meeting of the new Board of Directors following each annual meeting of the members, and after the election of the officers, the Board shall review all committees and reappoint the members of each committee, revise the responsibilities, or disband each committee as it considers proper.

ARTICLE XI BOOKS AND RECORDS

The books, records and papers of the Association including annual audit of books, annual budget and statement of income and expenditures shall at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation, By-Laws of the Association, and Covenants shall be available for inspection by any member at the principal office of the Association and may be purchased at reasonable cost.

ARTICLE XII REMEDIES FOR NON-PAYMENT OF ASSESSMENT

As more fully provided in the Covenants; 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 assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, a late fee of \$25.00 will be assessed; an additional late fee of \$25.00 will be assessed if the assessment is not paid within sixty (60) days after the due date. The delinquent account shall bear interest from the date of delinquency at the rate of six percent (6%) per annum, and the Association shall bring an action of law against the owner personally obligated to pay the same or foreclose the lien

against the property, and interest. Costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his lot.

**ARTICLE XIII
CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: BRAUN STATION WEST COMMUNITY IMPROVEMENT ASSOCIATION, INC.

**ARTICLE XIV
AMENDMENTS**

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Covenants and these By-Laws, the Covenants shall control.

**ARTICLE XV
FISCAL YEAR**

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

**ARTICLE XVI
HOMEOWNER NAMES**

The Board of Directors will not give out the names of homeowners for any reason other than for Board business.

IN WITNESS WHEREOF, we, being all of the directors of the BRAUN STATION WEST COMMUNITY IMPROVEMENT ASSOCIATION, INC., have hereunto set our hands this 14th day of March, 2007.

Margaret Tovar

Fred Aldrich

Mary Anne Kramer

John Bosch

Fleet Lentz

Julie Renouf

Allan Kropp

Donna Smith

Patty White