

AMENDED AND RESTATED BYLAWS
for
WILCHESTER CLUB

ARTICLE I.
NAME

The club shall be known as WILCHESTER CLUB.

ARTICLE II.
PURPOSE

The purpose of this non-profit club is to operate the recreational facilities owned or acquired by the Wilchester Club located in Wilchester and Wilchester West Subdivisions Houston, Texas for the benefit of its members.

ARTICLE III.
MEMBERSHIP

1. The membership of the Club shall be the record owners of lots in Wilchester, Sections One through Four ("Wilchester") and Wilchester West, Sections One and Two ("Wilchester West") all subdivisions in Harris County, Texas according to the maps or plats thereof respectively filed in the Map Records of Harris County, Texas (the "Subdivision") as the record owners of lots in the Subdivision change from time to time. Upon the conveyance of a lot in the Subdivision owned by a member of the Club, the membership in the Club relating to the lot so conveyed shall automatically be transferred with the title and ownership of the lot to the new owner of the lot, regardless of whether the conveyance contains language purporting to convey or transfer such membership.

2. Individuals that do not own a lot in the Subdivision may be allowed usage of the Club's facilities upon payment of the usage fee and execution of a use agreement ("Licensees"). The Board of Directors shall establish the usage fee and the application process. Execution of the use agreement and payment of the usage fee entitles the Licensee only to use the Club's facilities, subject to such rules and regulations as the Board of Directors may from time to time adopt and subject to the limitations of these by-laws.

3. Exceptions to the above are subject to the approval of the Board of Directors.

ARTICLE IV.
PRIVILEGES OF MEMBERSHIP

Each member shall have the right to one vote at all meetings of the membership of the Club, either by being present or by proxy; and shall have the right to enjoy the use of the Club facilities, subject to such rules and regulations as the Board of Directors may from time to time adopt and subject to the provisions and limitations of these By-laws. The privileges of members can be suspended for the following reasons:

- a. The Club may suspend the voting and use rights of a member upon notification by either Wilchester Owners Committee or Wilchester West Fund, Inc. (as applicable) that the member has not timely paid an annual or special assessment.
- b. The Club may also suspend a member's right to use the Club's facilities for violation of the rules of the Club by the member, member's family or guests.

Prior to suspending a member's rights, however, the member must be given at least ten (10) days notice via certified mail of the member's right to request a hearing in front of the Board of Directors on or before the 30th day after the date the notice is received by the member. The Board of Directors must notify the members of the date, time and place of the hearing no later than the tenth (10th) day before the date of the meeting.

ARTICLE V. APPLICATION FOR USE RIGHTS

1. All applications for use rights of the Club's facilities by non-membership ("Use Rights") shall be made on forms prescribed and furnished by the Board of Directors.
2. All applications for Use Rights, upon their receipt by the Club, shall be referred to and acted upon by the Board of Directors or in accordance with its instructions by a duly designated representative(s).
3. Usage fees for each year will be set by the Board of Directors and are non-refundable.
4. No Use Rights can be assigned, sold or transferred without notification to and approval of the Board of Directors or its designated representative(s).

The Use Rights of any Licensee violating the rules of the Club may be suspended or terminated by the affirmative vote of a quorum of the Board of Directors. No refund of any initiation fee or dues is required and the decision to suspend or terminate Use Rights is within the sole discretion of the Board of Directors.

Use Rights of a Licensee may also be terminated by failure to pay any indebtedness to the Club within thirty (30) days after written notice mailed to the Licensee that failure to pay the amount within thirty (30) days will cause the termination of his membership. Prior to suspending a Licensee's Use Rights, however, the Licensee must be given at least ten (10) days notice via certified mail of the Licensee's right to request a hearing in front of the Board of Directors on or before the 30th day after the date the notice is received by the Licensee. The Board of Directors must notify the Licensee of the date, time and place of the hearing no later than the tenth (10th) day before the date of the meeting.

9. No Licensee whose Use Rights have been terminated because of failure to pay any indebtedness to the Club shall be issued new Use Rights until all such indebtedness to the club has been paid in full.

ARTICLE VI. **DIRECTORS**

The management of the Club is vested in a board of ten (10) members known as the Board of Directors. The Directors shall be elected from the membership of the Club. At all times five (5) of the Directors must own a lot in Wilchester and five (5) of the Directors must own a lot in Wilchester West. The number of Directors may be changed by an amendment to these Bylaws, provided the positions on the Board of Directors of the Club must always be held by an equal number of owners of lots in Wilchester and Wilchester West. In order to provide for the staggering of three (3) year terms, of the five (5) positions expiring at the 2002 Annual Meeting, three (3) directors shall be elected for a term of three (3) years and two (2) directors shall be elected for a term of two (2) years. At the 2003 Annual Meeting, of the five (5) positions expiring, three (3) directors shall be elected for a term of three (3) years, one (1) director shall be elected for a term of (2) years and one (1) director shall be elected for a term of one (1) year. At every annual meeting thereafter, directors shall be elected for a term of three (3) years for every position expiring. Only one director per household shall be qualified to a seat on the Board of Directors at any time.

The members of the Board of Directors shall be elected at the annual meeting of the members and shall take office immediately after their election and shall serve until their successors shall have been elected and qualify. Any vacancy on the Board may be filled by the Board of Directors at any time; however, the term of any member of the Board of Directors who is appointed to fill a vacancy on the Board shall expire on the date of the next annual meeting when his successor shall be elected to office by the regular members of the club to fill the remainder of the unexpired term.

Six (6) directors of the Board shall constitute a quorum for the transaction of business, but less than a quorum may adjourn the meeting to a stated time and place. It shall take the affirmative vote of at least six (6) directors to exercise the Board's powers unless a larger number is stated herein in which case the larger number shall be required.

The Board of Directors shall hold a regular meeting at such time or times as it may by rule prescribe. Special meetings of the Board may be called at any time by order of the President or any three (3) Directors.

The Secretary shall give notice of each meeting of the Board by phoning each member at least twenty-four (24) hours before the date of the meeting or by delivering the same to each Director at the last known address at least two (2) days before the date of the meeting. The notice may be delivered in person, by facsimile transmission, electronic mail or regular mail.

The Board's responsibilities are carried out partly through direct action and partly by delegating authority to others. The members of the Board are not employees of the Club and serve as volunteer Directors on a part-time basis.

To avoid any possible appearance of conflict of interest, no immediate family member of a member on the Board of Directors may be employed by the Club unless specifically approved by a majority of the members of the Board of Directors. This provision does not limit a relative of a Board member from serving in a non-paying, voluntary position.

The Board of Directors reserves unto itself exclusive control over such matters as:

- a. Establishing guidelines for Use Rights in accordance with the By-laws.
- b. Suspend Use Rights of Licensees and members in accordance with the By-laws.
- c. Elect all officers to the Club and appoint other designated representatives as deemed necessary.
- d. Fill vacancies on the Board by appointment.
- e. Make and amend rules concerning visitors to the Club's premises.
- f. Make and amend rules for its own government consistent with the By-laws.
- g. Make all other rules deemed necessary not inconsistent with the By-laws.
- h. Fix and remit penalties for violations of any such rules or By-laws.
- i. Have all other implied powers recognized by the laws of the State of Texas.
- j. Opening and closing of bank accounts.
- k. Sale or disposition of equipment less than \$5,000. Specifically excluded are the Club's land and related buildings. Sale or disposition of equipment exceeding \$5,000 must be approved by a majority of the members present in person or by proxy at a meeting of the members. Sale of land owned by the Club requires a favorable vote of at least two-thirds ($\frac{2}{3}$ rds) of the members.

Candidates for election to the Board of Directors shall be nominated by one of the following methods:

- a. by a nominating committee appointed by the president with the approval of a majority of the Board of Directors.
- b. by a petition to the Board of Directors, signed by not less than fifteen (15) regular members.

ARTICLE VII. **OFFICERS**

1. The President, or in his absence the Vice-President, shall preside at all meetings of the club and the Board of Directors, and shall have general supervision of the affairs of the club, its property and employees, subject to the By-laws and direction of the Board of Directors.

2. The President, or in case he is absent or for any reason is unable to attend, the Vice-President shall, with the Secretary, sign all written contracts and obligations of the club and shall perform such other duties as the Board of Directors may prescribe.

3. The Secretary shall keep the records of the meetings of the club and of the Board of Directors and shall keep a list of employees and shall perform such other duties as may from time to time be prescribed by the Board of Directors. The Secretary shall mail notices of all meetings of the club and of the Board of Directors to the members thereof, respectively, as provided by the By-laws.

4. The Treasurer shall see that a) membership dues are collected and deposited in the Club's bank account, b) membership records are maintained and available for review on a monthly basis, c) all disbursements are made in accordance with the By-laws, d) accounting books of the Club are properly maintained, e) monthly financial reports are presented to the Board of Directors and at least annually to the membership. All checks must be signed and countersigned by persons designated by the Board of Directors.

ARTICLE VII. MEETING AND ELECTIONS

1. The annual meeting shall be held at a date, time and place to be designated by the Board of Directors. Not less than ten (10) nor more than fifty (50) days written notice of the time and place of the holding of such annual meeting shall be mailed to each member at his last known address. Such written notice shall include a proxy form for use by any member unable to attend the meeting in person. The Board of Directors shall make appropriate provisions for the conduct of all meetings and elections consistent with these By-Laws.

2. The President shall call special meetings of the club at his discretion or within two weeks, unless otherwise specified, after receipt of the following:

- a. a petition signed by a majority of the Board of Directors.
- b. a petition signed by 10 percent of the members.
- c. a vote of the majority of the members (if a quorum is present) at any meeting.

3. At any annual or special meeting twenty-five (25) members shall constitute quorum, but a smaller number may, for lack of a quorum, adjourn the meeting to a future day and hour, written notice of which shall be mailed by the Secretary to each member.

4. At all meetings of the Club, members may exercise their right to vote by being present or by delivery of a written proxy to the Secretary before the meeting is called to order, the form of such proxy to be determined by the Board of Directors.

ARTICLE IX. AMENDMENT OF BY-LAWS

These By-laws may be modified, altered, or amended by a majority vote of the Board of Directors.