

**Bylaws of
Office Park at Dry Creek Owners Association**

Basic Information

Association: Office Park at Dry Creek Owners Association, established by the certificate of formation filed with the secretary of state of Texas on May 10th, 2017, under file number 802718753, a Texas nonprofit corporation.

Principal Office: 61 Carlton Woods Drive, The Woodlands, TX 77382

Declaration: The Declaration of Hardin Store Office Park, a condominium, recorded under file number 2017052234 of the real property records of Montgomery County, Texas.

Definitions: Capitalized terms used but not defined in the Bylaws have the meaning set forth in the Declaration.

Voting Members: Members entitled to vote or their proxies. Any Member delinquent in payment of any Assessment is not a Voting Member.

A. Members and Member's Meetings

A.1. Membership. Every Owner is a Member of the Association. Membership is appurtenant to and may not be separated from ownership of a Unit.

A.2. Place of Members Meetings. Members meetings will be held at the Association's principal office or at another place designated by the Board.

A.3. Annual Meetings. The first Members meeting will be held within three months after the formation of the Association. Subsequent regular annual Members meetings will be held on the second Monday in September of each calendar year.

A.4. Special Meetings. The president, a majority of the Board, or Owners having at least 20 percent of the votes of the Association may call special meetings.

A.5. Notice of Members Meetings.

A.5.a. Requirements. Except as provided in paragraph F.6., written notice stating the place, day, and hour of each Members meeting, other than a reconvened meeting, must be given to each Member not less than 10 nor more than 60 days before the meeting. The special Members meeting notices must also state the meeting's purpose, and no business may be conducted except as stated in the notice. Notice to a Member is deemed given when hand delivered or mailed. If mailed, notice is deemed given (whether actually received or not) when deposited with the United States Postal Service, properly addressed, postage prepaid. Upon written request of a Member, the Association shall inform the Member of the time and place of the next regular or special meeting of the Association Members.

A.5.b. Meetings at which Amendments Considered. The Members cannot meet to adopt an amendment or other change to the Declaration, articles of incorporation, bylaws, or rules of the Association (the "Governing Documents") unless written notice is given to each Member, in a document showing the specific amendment or other change that would be made to the Governing Documents, after the twentieth day but before the tenth day preceding the meeting, by either (i) personal delivery as shown by a receipt signed by the Member, or (ii) deposit in the United States mail as shown on the postmark date.

A.6. Waiver of Notice. A Member may, in writing, waive notice of a meeting. Attendance at a meeting is a waiver of notice of the meeting, unless the Member objects to lack of notice when the meeting is called to order.

A.7. *Quorum.* Members holding 11 percent of the votes in the Association, in person or by proxy, are a quorum. If a Members meeting cannot be held because a quorum is not present, a majority of the Voting Members who are present may adjourn the meeting. At the reconvened meeting, 11 percent of the Voting Members is a quorum. If a quorum is not present, a majority of the Voting Members who are present may adjourn the meeting. At the second reconvened meeting, 11 percent of the Voting Members is a quorum. Written notice of the place, date, and hour of each reconvened meeting must be given to each Member not more than 60 nor less than 10 days before the reconvened meeting.

A.8. *Majority Vote.* Votes representing more than 50 percent of the votes at a meeting at which a quorum is present are a majority vote.

A.9. *Proxies.* Voting Members may vote by written proxy.

A.10. *Conduct of Meetings.* The president will preside over Members meetings. The secretary will keep minutes of the meetings and will record Member action at the meeting in the minutes book.

B. Board

B.1. *Governing Body; Composition.* The affairs of the Association are governed by the Board. Each director has one vote. The initial Board is composed of the directors appointed in the certificate of formation. Each director must be a Member or, in the case of an entity Member, a person designated in writing to the secretary.

B.2. *Number of Directors.* The Board consists of not less than three nor more than five directors. Within those limits, the Board may change the number of directors. No decrease may shorten the term of a director.

B.3. *Term of Office.* The initial directors serve until the first annual meeting of Members.

The terms of directors will be staggered. At least one-third of the Board will be elected each year. The initial Board will determine the initial term, not to exceed three years, of each director. At the expiration of the initial term of a director, each successor will have a term of two years.

Directors may serve consecutive terms.

B.4. *Election.* Within 120 days after Declarant has conveyed 50 percent of the Units to Owners other than Declarant, the Members shall elect not less than one-third of the Board members at a meeting for such purpose. Not later than the 120th day after conveyance of 75 percent of the Units to Owners other than Declarant, the Voting Members will elect the directors of the Association and its officers as herein provided. At subsequent annual Members meetings, successors for each director whose term is expiring will be elected. Cumulative voting is prohibited. The candidate or candidates receiving the most votes will be elected. The directors elected by the Voting Members will hold office until their respective successors have been elected.

B.5. Removal of Directors and Vacancies

B.5.a. *Removal by Members.* Any director may be removed, with or without cause, by a majority of the Voting Members. Any director whose removal is sought will be given notice of the proposed removal.

B.5.b. *Removal by Board.* Any director may be removed at a Board meeting if the director-

- i. failed to attend three consecutive Board meetings;

- ii. failed to attend thirty percent of Board meetings within one year;
- iii. is delinquent in the payment of any Assessment for more than thirty days; or
- iv. is the subject of an enforcement action by the Association for violation of the Dedicatory Instruments.

B.5.c. Vacancies. A director's position becomes vacant if the director dies, becomes incapacitated, resigns, or is no longer a Member.

B.5.d. Successors. If a director is removed or a vacancy exists, a successor will be elected by the remaining directors for the remainder of the term.

B.6. Compensation. Directors will not receive compensation. A director may be reimbursed for expenses approved by the Board.

B.7. Powers. The Board has all powers necessary to administer the Association's affairs.

B.8. Management. The Board may employ a managing agent and delegate specified powers of the Board to the managing agent. Declarant, or an affiliate of Declarant, may be the managing agent.

B.9. Accounts and Reports. Accounting must conform to good accounting practices. The Association shall obtain an annual audit of its records in accordance with section 82.114(c) of the Act. Accounts will not be commingled with accounts of other persons. The following financial reports will be prepared at least annually:

- a. An income statement reflecting all income and expense activity for the preceding period.
- b. A statement reflecting all cash receipts and disbursements for the preceding period.
- c. A variance report reflecting the status of all accounts in an "actual" versus "approved" budget format.
- d. A balance sheet as of the last day of the preceding period.
- e. A delinquency report listing all Owners who are delinquent by more than sixty days in paying any Assessment and describing the status of any action to collect those delinquent Assessments.

B.10. Borrowing. The Board may borrow money to maintain, repair, or restore the Common Elements without the approval of the Members. If approved in advance by the Members in the same manner as approving a Special Assessment, the Board may borrow money for any other purpose.

B.11. Rights of Association. With respect to the Common Elements, and in accordance with the Declaration, the Association will have the right to contract with any person for the performance of various duties and functions. Such agreements require the approval of the Board.

C. Board Meetings

C.1. Regular Meetings. Regular meetings of the Board will be held at such time and place as determined by the Board, but at least 4 such meetings will be held during each fiscal year. Notice of the time and place of the meetings will be given to directors not less than ten days and not more than twenty days before the meetings. Board meetings must be open to Members, subject to the right of the Board to adjourn a meeting of

the Board and convene in executive session to consider actions involving personnel, pending litigation, contract negotiations, enforcement actions, matters involving the invasion of privacy of Members, or matters that are to remain confidential by request of the affected parties and agreement of the Board. The general nature of any business to be considered in executive session must first be announced at the open meeting.

C.2. *Special Meetings.* Special meetings will be held when called by written notice signed by the president or by any two directors. The notice will specify the time and place of the meeting and the matters to be covered at the meeting.

C.3. *Subsequent Meetings.* Upon written request of a Member, the Association shall inform the Member of the time and place of the next regular or special meeting of the Board.

C.4. *Meeting at which Amendment Considered.* The Board cannot meet to adopt an amendment or other change to the Declaration, articles of incorporation, bylaws, or rules of the Association (the "Governing Documents") unless the Board gives written notice to each Member, in a document showing the specific amendment or other change that would be made to the Governing Documents, after the twentieth day but before the tenth day preceding the meeting, by either (a) personal delivery as shown by a receipt signed by the Member, or (b) deposit in the United States mail as shown on the postmark date.

C.5. *Waiver of Notice.* The actions of the Board at any meeting are valid if (a) a quorum is present and (b) either (i) proper notice of the meeting was given to each director and all Members who are entitled to notice of the meeting or (ii) a written waiver of notice is given by any director who did not receive proper notice of the meeting and all Members who are entitled to notice of the meeting. Proper notice of a meeting will be deemed given to any director or Member who attends the meeting without protesting before or at its commencement about the lack of proper notice.

C.6. *Quorum of Board.* At all meetings, a majority of the Board will constitute a quorum, and the votes of a majority of the directors present at a meeting at which a quorum is present constitutes the decision of the Board. If the Board cannot act because a quorum is not present, a majority of the directors who are present may adjourn the meeting to a date not less than ten nor more than twenty days from the date the original meeting was called. At the reconvened meeting, if a quorum is present, any business that may have been transacted at the meeting originally called may be transacted without further notice.

C.7. *Conduct of Meetings.* The president will preside at Board meetings. The secretary will keep minutes of the meetings and will record in a minute book the votes of the directors.

C.8. *Action without Meeting.* Unless the Association's certificate of formation or the Declaration provides otherwise, the Board may act by unanimous written consent of all the directors, without a meeting, if (a) the Board action does not involve voting on a fine, damage assessment, appeal from a denial of architectural control approval, or suspension of a right of a particular Association Member before the Member has an opportunity to attend a Board meeting to present the Member's position, including any defense on the issue; and (b) a record of the Board action is filed with the minutes of Board meetings.

C.9. *Proxies.* Directors may vote by written proxy provided, however, that any director present through written proxy may not be counted towards a quorum.

D. Officers

D.1. *Officers.* The officers of the Association are a president, vice president, secretary, treasurer, and any other position designated by the Board. The officers have the authority and duties prescribed by the Board. Any two or more offices may be held by the same person, except the offices of president and secretary.

D.2. *Election, Term of Office, and Vacancies.* Officers will be elected annually by the Board at the first

meeting of the Board following each annual meeting of the Voting Members. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

D.3 Removal. The Board may remove any officer whenever, in the Board's judgment, the interests of the Association will be served thereby.

D.4. Powers and Duties. Officers have such powers and duties as are generally associated with their respective offices and as may be specifically conferred by the Board. The president is the chief executive officer of the Association. The treasurer has primary responsibility for the preparation of the budget and financial reports and may delegate all or part of the preparation and notification duties to a finance committee, management agent, or both.

D.5. Resignation. Any officer may resign at any time by giving written notice to the Board, the president, or the secretary. Resignation takes effect on the date of the receipt of the notice or at any later time specified in the notice.

E. Committees

The Board may establish committees by resolution and authorize the committees to perform the duties described in the resolution.

F. Miscellaneous

F.1. Fiscal Year. The Board may establish the Association's fiscal year by resolution. In the absence of a Board resolution determining otherwise, the Association's fiscal year is a calendar year.

F.2. Rules for Meeting. The Board may adopt rules for the conduct of meetings of Members, Board, and committees.

F.3. Conflict. The Declaration controls over these Bylaws.

F.4. Examination of Books and Records

F.4.a. Examination by Member. After a written request to the Association, a Member may examine and copy, in person or by agent, any Association books and records relevant to that purpose. The Board may establish rules concerning the (i) form of the request; (ii) reasonable hours and days of the week for the inspection; and (iii) payment of costs related to a Member's inspection and copying of books and records.

F.4.b. Examination by Director. A director has the right, at any reasonable time and at the Association's expense, to examine and copy the Association's books and records at the Association's Principal Office and to inspect the Association's properties.

F.5. Notices. Any notice required or permitted by the Dedicatory Instruments must be in writing. Notices regarding enforcement actions must be given by certified mail, return receipt requested. All other notices may be given by regular mail. Notice is deemed delivered (whether actually received or not) when properly deposited with the United States Postal Service, addressed to a Member at the Member's last known address according to the Association's records and the Association, the Board, or a managing agent at the Association's Principal Office or another address designated in a notice to the Members. Unless otherwise required by law or the Dedicatory Instruments, actual notice, however delivered, is sufficient.

F.6. Amendment. These Bylaws may be amended only by the vote of seventy percent of the Voting Members in the Association.

The officers who are authorized to prepare, execute, certify, and record amendments to the Declaration on behalf of the Association are as follows: the President, Secretary and Treasurer.

Office Park at Dry Creek Owners Association, a Texas nonprofit corporation

By , President

STATE OF TEXAS)

COUNTY OF Montgomery)

This instrument was acknowledged before me on June 27, 2017, by John M. Sawyer, President, of Office Park at Dry Creek Owners Association, a Texas nonprofit corporation, on behalf of said nonprofit corporation.


Notary Public, State of Texas
My commission expires: 2-279



Dry Creek Office Park, A Condominium

On the 26th day of June 2017, Directors for Dry Creek Office Park, A Condominium Association, met and declared the following:

1. To set monthly fees to each member per unit to be \$262.50 This estimated amount shall be adjusted as agreed by the Directors
2. A set-up fee shall \$0.00 and a transfer fee shall be set at \$100.00 per unit
3. Buildings to be added as completed or as units are sold or leased in a building. No partial buildings are to be transferred in Condo regime.
4. Texas Glocal Partners, LLC a Texas Real Broker and property management company shall be compensated \$75 per month per unit and fee shall be reduced to \$50 per unit for the first year.
5. Directors authorize an account to be opened at Prosperity Bank for collection of fees from property owners and for payments of allowable fees. That account shall be in the name of Dry Creek Office Park, A Condominium with all Directors listed on account

Agreed this date: 6/22/17

Lewis Walker: 

John M Sawyer: 

Serena G Sawyer: 