

THE FOWLER LAW FIRM

CONROE TOWER
300 WEST DAVIS
SUITE 510
CONROE, TEXAS 77301

William T. Fowler
Attorney at Law

Bryan Patrick Fowler
Attorney at Law

Telephone: (936) 539-3372
Metro: (936) 441-9909
Fax: (936) 539-5723

January 16, 2019

Board of Directors
Wintergreen Trail Townhome Association
Investment Management Company
3500 West Davis, Suite 190
Conroe, Texas 77304

RE: *Corporate Matters*

Dear Board of Directors:

Enclosed please find the following original instrument:

- BYLAWS (Amended 2018), recorded on 01/07/2019 under Clerk's File No. 2019-001285, Official Public Records, Montgomery County, Texas

Please place this instrument in the Association's permanent file; we have retained a copy of the instrument for our records.

Thank you for your attention to this matter.

Sincerely yours,

THE FOWLER LAW FIRM



Jacquie Schwarz
Legal Assistant

:jks

Enclosure(s): As stated

**CORPORATE CERTIFICATE
WINTERGREEN TRAIL TOWNHOME ASSOCIATION**

The undersigned certifies that he is the Attorney for Wintergreen Trail Townhome Association (the "Association"). The Association is the property owners' association for The Woodlands Village of Alden Bridge, Section 48, a subdivision in Montgomery County, Texas, according to the maps or plats thereof recorded in the Map Records of Montgomery County, Texas.

The Association is a Texas nonprofit corporation, and attached to this certificate is a true and correct copy of the **BYLAWS (Amended 2018)**.

Signed this 11th day of December, 2018.




BRYAN P. FOWLER, Attorney for the Association

STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

SWORN TO AND SUBSCRIBED BEFORE ME on the 11th day of December, 2018, by **BRYAN P. FOWLER**, Attorney for WINTERGREEN TRAIL TOWNHOME ASSOCIATION, a Texas nonprofit corporation.



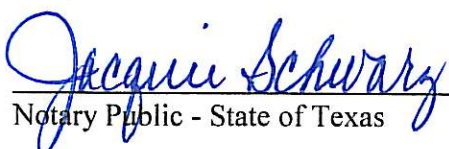


Notary Public - State of Texas

THE STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

This instrument was acknowledged before me on the 11th day of December, 2018, by **BRYAN P. FOWLER**, Attorney for WINTERGREEN TRAIL TOWNHOME ASSOCIATION, a Texas nonprofit corporation, on behalf of said corporation.





Notary Public - State of Texas

AFTER RECORDING RETURN TO:
BRYAN P. FOWLER
The Fowler Law Firm
300 West Davis, Suite 510
Conroe, Texas 77301

DOC #2019001285

BYLAWS
of
WINTERGREEN TRAIL TOWNHOME ASSOCIATION
A NONPROFIT CORPORATION
(Amended 2018)

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BYLAWS
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WINTERGREEN TRAIL TOWNHOME ASSOCIATION
A NONPROFIT CORPORATION
(Amended 2018)

ARTICLE I
DEFINITIONS

The terms used in these Bylaws shall have the same definitions as terms used and defined in that certain instrument entitled "Declaration of Covenants, Conditions, Restrictions and Easements for Wintergreen Trail Townhomes," located in The Woodlands, Village of Alden Bridge, Section 48, being 7.76 acres out of the A. Smith Survey, Abstract 499, Montgomery County, Texas, according to the map or plat thereof recorded in Cabinet J, Sheet 122 of the Map Records of Montgomery County, Texas (the "Subdivision").

ARTICLE II
OFFICES

Section 2.01. Principal Office. The principal office of the Association shall be located in the County of Montgomery, in the State of Texas. The Association may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

Section 2.02. Registered Office and Registered Agent. The Association shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III
MEMBERSHIP

The Members of the Association shall be the record owner, whether one or more persons or entities of a fee simple title to any Lot located in The Woodlands, Village of Alden Bridge, Section 48, being 7.76 acres out of the A. Smith Survey, Abstract 499, Montgomery County, Texas, according to the map or plat thereof recorded in Cabinet J, Sheet 122 of the Map Records of Montgomery County, Texas (as well as the record owner of a fee simple title to any lot in any other Montgomery County, Texas subdivision, brought within the jurisdiction of the Association), including a contract seller, but excluding those having such interest merely as security for the performance of an obligation. Members shall have such voting rights as set forth in the Declaration and Articles of Incorporation.

ARTICLE IV MEETING OF MEMBERS

Section 4.01. Annual Meeting. An annual meeting of the Members shall be held during December of each year, beginning with the year 1998, on a day, time, and place set by the Board of Directors of the Association for the purpose of electing Directors and for the transaction of other business as may properly come before the meeting. If the election of Directors shall not be held at the time designated herein for any annual meeting, or any adjournment hereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as possible.

Section 4.02. Special Meeting. Special meetings of the Members may be called by the President, the Board of Directors, or by not less than ten percent (10%) of the votes that would be entitled to be voted at any such special meeting.

Section 4.03. Place of Meetings. The Board of Directors may designate any place in Montgomery County, Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 4.04. Notice of Meetings. Written or printed notice, stating the place, day and hour of any meeting of Members shall be delivered, either personally, by mail, or facsimile transmission to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his address as it appears on the records of the Association, with postage thereon prepaid.

Section 4.05. Informal Action by Members. Any action required by law to be taken at a meeting of the Members or any action which may be taken at a meeting of the Members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof and filed with the Secretary of the Association.

Section 4.06. Quorum. The Members holding ten percent (10%) of the votes of each class of membership which are entitled to be cast at any meeting shall constitute a quorum at such meeting unless a higher percentage is required by the Declaration. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice until a quorum has been established. In the absence of a quorum at a meeting of Members, the meeting may be nevertheless convened for the sole purpose of conducting Director elections. The quorum required for election of Directors at such convened meeting shall be the number of votes cast in person, by proxy, by absentee ballot, or electronic ballot.

Section 4.07. Proxies. At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member, or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 4.08. 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.

Section 4.09. 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.

Section 4.10. 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.

ARTICLE V BOARD OF DIRECTORS

Section 5.01. Powers and Duties. The Board of Directors shall have such powers and duties as set forth at law and in the Documents of the Association.

Section 5.02. Number, Tenure, and Qualifications. The Board of Directors shall consist of five (5) Directors, who shall be elected by the Members in accordance with these Bylaws. At the first annual meeting of the Members, one (1) Director shall be elected for a term of one (1) year; one (1) Director shall be elected for a term of two (2) years; and one (1) Director shall be elected for a term of three (3) years. At every annual meeting thereafter, one (1) Director shall be elected for a term of three (3) years as provided in the Articles of Incorporation of the Association. The number of Directors may be increased by amendment of this section of the Bylaws. At all times, at least four (4) of the five (5) Directors on the Board, shall be residents of the Subdivision, as authorized by Texas Property Code Section 209.00591. If no nonresident Directorship positions are available in any given election year, notices will be provided to Owners that only residents may run for the Board

in such year.

Section 5.03. Nomination of Directors. At least ten (10) days before the Association disseminates absentee ballots to Association members for the purpose of voting in a board member election, the Association must provide notice to the Association members soliciting candidates interested in running for a position on the board. The notice must contain instructions for an eligible candidate to notify the Association of the candidate's request to be placed on the ballot and the deadline to submit the candidate's request. The notice must also state (a) the number of positions available on the board that will be filled at the upcoming election; (b) the phone number, fax number, email address and/or physical address at which the member may notify the Association that he or she wishes to have his or her name placed on the ballot for the election; and (c) any other information necessary to inform the members how to have their name listed on the ballot for the election. The deadline may not be earlier than the 10th day after the date the Association provides the notice required herein. The Association shall include on each absentee ballot for a board member election the name of each eligible candidate from whom the Association received a request to be placed on the ballot. Members with a felony conviction or a conviction for a crime involving moral turpitude, within twenty (20) years before the date of election, are not eligible to serve.

Section 5.04. Regular Meeting. A regular annual meeting of the Board of Directors shall be held without other notice than this section, immediately after, and at the same place as the annual meeting of Members. The Board of Directors may provide by resolution the time and place in Montgomery County, Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5.05. Special Meetings. Special Meetings of the Board of Directors may be called, by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place in Montgomery County, Texas, as the place for holding any special meetings of the Board called by them.

Section 5.06. 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 5.07. Meetings with Notice 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.

A board meeting may be held by electronic or telephonic means provided that (1) a board member may hear and be heard by every other board member, (2) except for any portion of the meeting conducted in executive session, (a) that all owners in attendance at the meeting may hear all board members, and (b) Owners are allowed to listen using any electronic or telephonic communication methods used or expected to be used by the board member to participate, and (3) notice of meeting includes instructions for owners to access any communication method required to be assessable hereunder.

Section 5.08. Meetings without Notice to Members. A board may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to owners as required herein, if each board member is given a reasonable opportunity to express the board member's opinion to all other board members and to vote. Any 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. The Board may not, unless done in an open board meeting for which prior notice was given to owners as required herein, 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, lending or borrowing, the adoption of an amendment to any dedicatory instruments, the approval of an annual budget or the approval of an amendment to an annual budget which raises the budget by more than 10%, sale of purchase of real property, the filling of a vacancy on the board, the construction of capital improvements other than the repair, replacement, or enhancement of existing capital improvements, or the election of an officer.

Section 5.09. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 5.10. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 5.11. Removal. The Declarant shall be entitled to remove, with or without cause, and appoint any one or more directors of the Board of Directors of the Association prior to the Election Date. Following the Election Date, Directors may be removed from office, with or without cause,

by a majority vote of the Members of the Association present in person or by proxy at a meeting of the Members duly called for that purpose.

Section 5.12. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by a reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office.

Section 5.13. Compensation. Directors as such shall not receive any stated salaries for their services.

Section 5.14. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors or as provided in Article X of the Articles of Incorporation.

Section 5.15. Association Contracts. The Association may enter into an enforceable contract with a current Association board member, a person related to a current Association board member within the third degree by consanguinity or affinity, as determined under Chapter 573, Government Code, a company in which a current Association board member has a financial interest in at least 51 percent (51%) of profits, or a company in which a person related to a current Association member within the third degree by consanguinity or affinity, as determined under Chapter 573, Government Code, has a financial interest in at least 51 percent (51%) of profits, if the following conditions are satisfied:

(a) the board member, relative, or company bids on the proposed contract and the Association has received at least two other bids for the contract from persons not associated with the board member, relative, or company, if reasonably available in the community; and

- (b) the board member:
- (1) is not given access to the other bids;
 - (2) does not participate in any board discussion regarding the contract; and
 - (3) does not vote on the award of the contract.

ARTICLE VI OFFICERS

Section 6.01. Officers. The Officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other Officers as may be determined necessary by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 6.02. Election and Term of Office. The Officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board of Directors after the annual meeting of the Members. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 6.03. Resignations and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such 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.

Section 6.04. Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.05. President. The President shall be the principal Executive Officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the Members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6.06. Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions on the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 6.07. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 6.08. Secretary. The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Association, and affix the seal of the Association to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the address of each Member which shall be furnished to the Secretary by each Member; and, in general, perform all duties incident to the office

of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 6.09. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 7.01. Authorization. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Section 7.02. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Association.

Section 7.03. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7.04. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

ARTICLE VIII 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 for any proper purpose at any reasonable time, pursuant to any policy resolutions adopted by the Board of Directors, in accordance with the Association's Records Production Policy.

ARTICLE IX FISCAL YEAR

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

**ARTICLE X
AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Board of Directors of the Association.

**ARTICLE XI
CONFLICT WITH DECLARATION AND
ARTICLES OF INCORPORATION**

In the event anything contained in these Bylaws shall be determined to be in conflict with the provisions of the Declaration or Articles of Incorporation, then the Declaration and the Articles of Incorporation shall be controlling as to the actions of the Association, its Board of Directors and Members.

ATTESTATION

Adopted by the Board of Directors on this 10 day of December, 2018.

12/10/18
Date

Asley Paron
President -

12/10/18
Date

Bonnie S. Meget
Secretary -

12/10/18
Date

Lulu Breen
~~Director~~ - Treasurer

12/10/18
Date

Dennis J. John
Director -

12/10/18
Date

Ralph Quirk
Director -

FILED FOR RECORD
01/07/2019 01:57PM



COUNTY CLERK
MONTGOMERY COUNTY, TEXAS

STATE OF TEXAS,
COUNTY OF MONTGOMERY

I hereby certify that this instrument was filed in the file number
sequence on the date and time stamped herein
by me and was duly RECORDED in the Official Public
Records of Montgomery County, Texas.

01/07/2019



County Clerk
Montgomery County, Texas