

**CAUSE NO. 2024 74974**

**TIMBERCREST HOMEOWNERS  
ASSOCIATION, INC.**

*Plaintiff,*

**v.**

**MELISSA WALTERS and  
ANDREW MORAN,**

*Defendants.*

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**IN THE DISTRICT COURT OF  
HARRIS COUNTY**

**The Honorable Judge Reeder**

**234<sup>th</sup> District Court**

**MOTION TO DISMISS PLAINTIFF’S VERIFIED ORIGINAL  
PETITION AND APPLICATION FOR TEMPORARY  
RESTRAINING ORDER AND TEMPORARY AND PERMANENT  
INJUNCTION**

Pursuant to Rule 3.3, Melissa Walters and Andrew Moran, Defendants in the above captioned matter, submit this Motion to Dismiss, *pro se*, to this Honorable Court. In support hereof, Defendants states as follows:

1. The pleading is flawed as The Timbercrest Homeowner’s Association (“Association”) did not authorize the filing of this cause of action. Thus, the remedy sought in this cause of action must be denied by This Honorable Court and this case of action dismissed with prejudice.
  
2. §6.1 of the Association’s Declaration of Covenants, Conditions and Restrictions (“DCC&R”) defines the term Association as a non-profit, non-stock, membership corporation incorporated under the laws of the State of Texas. §209.001(7) of the Texas Residential Property Owners Protection Act (“Act”) defines the term “association” “... as an incorporated or unincorporated association that: (A) is designated as the representative of the owners of property in a residential subdivision; (B) has a membership primarily consisting of owners the property covered by dedicatory instrument for the residential subdivision; and (C) manages or regulates

the residential subdivision for the benefit of the owners of property in the residential subdivision.”

3. According §6.2 in the Association’s DCC&R, the Association must only act through its Board of Directors (“Directors”). §1.7 in the DCC&R and §209.002(2) in the Act defines the term “Directors” as the “...governing body of the Association”.

4. The Association has three (3) Board of Directors (“Directors”). The three (3) Directors are Melissa Walters, Andrew Moran and the Declarant, Todd Boring.

5. Nothing attached to this pleading establishes that the Board engaged in any Open, in accordance §209.0051 of the Act, as well as an Annual or Special Meeting, in accordance with §4.01 and 4.02, respectively, of the Bylaws authorizing the filing of this cause of action. Therefore, Defendants requests that This Honorable Court deny the remedy sought and dismiss this cause of action with prejudice.

6. §209.017 in the Act provides that an Owner of property in a subdivision has the right to bring an action for a violation of this chapter against the Association.

7. The pleadings are flawed because it fails to name any Owner as a plaintiff to this cause of action. Further, if anything, the Owners should be requesting that this Honorable Court, in an appropriate pleading, direct the Board of Directors to conduct an election. That process is currently underway. Thus, the remedy sought in this cause of action must be denied by This Honorable Court and this cause of action must be dismissed with prejudice. See Exhibit A calling for the Annual Meeting for November 7, 2024.

8. The pleadings describe the dysfunction of the Association. Defendants assert that the remedy sought in these pleadings is inappropriate. Under the terms of the Bylaws, if Members or Owners are unhappy with a Board Member, §5.07, in this dedicatory instrument, provides an adequate remedy. §5.07 states that: “[a]ny Director may be removed from office with or without cause by a majority vote of all Members entitled to vote at a Special Meeting of the Association. §4.02 in the Bylaws state that: “[s]pecial meetings may be called by the President upon the vote of the [Board] or upon written petition signed by at least 33% of the Members and presented to the Secretary of the Association. See Exhibit B – Bylaws.

9. There is no evidence attached to these pleading establishing that 33% of the Members signed a petition requesting a Special Meeting for the purpose of removing any Board Member.

There is no evidence establishing that any Member availed themselves to this remedy. Thus, Defendants request that This Honorable Court deny the remedy sought in this pleading because the remedy provided in the aforementioned section of the Bylaws have not been pursued by any Member.

10. Further, the Texas legislature has provided a statutory remedy in the event the Directors do not call for an Annual Meeting for the election of board of directors in accordance with §4.01 of the Bylaws. §209.014 of the Texas Residential Property Owners Protection Act (“Act”) requires that a Member file a demand letter calling for a meeting within thirty (30) days of the demand letter and mail it to registered agent of the association, to the Association as well as to all Members. §209.014(b). If the Board does not call the meeting within the prescribed period, three (3) or more Members can seek to form an election committee provided that: a) notice of such formation is filed in the county clerk’s office and the notice meets the statutory requirements, §209.014(c)-(d).

11. Nothing in the pleadings establish that any Owner has availed themselves to the statutory remedy set forth in §209.014 in the Act. A valid demand letter has not been submitted to the Association’s registered agent, the Association or the Members. The Board has not been given the opportunity to call an Annual Meeting upon receipt of a valid Demand Letter. And, the condition to form an election committee has been satisfied. Thus, the remedy sought in this pleading should be denied as the Act provides the remedy any Member can pursue if they want to elect new board members.

12. Defendants assert that the remedy sought in this pleading cannot be granted. §9.3 in the Association’s DCC&R expressly states that the Board of Directors of the Association cannot be held liable to any Owner or any other party for any loss, claim, or demand asserted on account of the Administration of these restrictions or the performance of their duties hereunder or any failure or defect in such administration and performance of their duties.

13. Nothing in the pleadings indicate that the Defendants were acting in their personal capacity. The Defendants have always communicated to the Members that they acted in their official capacity. Therefore, Defendants are immune from liability based on the facts in this matter. Thus, this Honorable Court must deny the remedy sought in this pleading and dismiss this cause of action.

14. Further, Defendants seek to make the This Honorable Court aware that it has sent out to the Members notice calling for an Annual Meeting for the specific purpose of discussing and scheduling the election for the next board of directors. Nothing in this cause of action is of such urgency, emergency or will result in irreparable harm to the Association that justifies granting this type of remedy sought. An election will be held.

15. To be clear, this cause of action is only for the purpose of stopping the Board from conducting the Annual Meeting that has been called for November 7, 2024 and to try to stop the Board from conducting the election of the next board of directors. Simply, there is a subset of Members who personally do not like the Defendants. The Board has notified the Members that the Annual Meeting will be convened via Zoom on November 7<sup>th</sup>, 2024 at 7:00 pm. See Exhibit A – Annual Notice.

16. Also, This Court needs to be aware that the Declarant sent an unauthorized communication to a lawyer the Board sought to hire to manage the next election and fraudulently represented to that lawyer that the Board could not hire new counsel. Specifically, the Board could not hire new counsel because the counsel filing this action, Shannon Lang, Esq., had not been terminated. See Exhibit C

17. Defendants asks This Honorable to review the exhibit that contains Board minutes prepared by the Declarant that it was a unanimous decision to terminate the service of Shannon Lang, Esq. The decision was made on August 8<sup>th</sup>, 2024. Termination was communicated to Shannon Lang, Esq. on October 15<sup>th</sup>, 2024, prior to the filing of this cause of action. To date, that decision to fire Shannon Lang, Esq. has not been rescinded. See Exhibit D – Termination of Shannon Lang, Esq.

18. It is not clear to the Defendants, who are Board Members, how Shannon Lang, Esq. could possibly represent the Association and may be acting in what may be a conflict of interest for which she did not obtain from the Board, a conflict waiver.

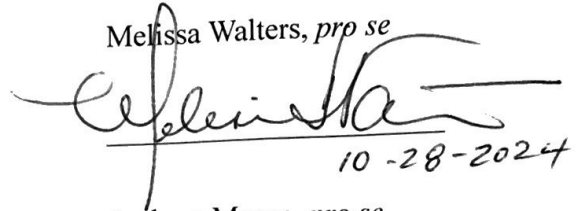
19. It is unclear how the Declarant has the legal authority to individually communicate to the members that the Board voted to conduct an election on December 7, 2024. No such vote took place yet its signed Your Board of Directors. Exhibit E - Notice of Annual Meeting of the Members and Call for Nominations by Declarant, Todd Boring

PRAYER

WHEREFORE, Defendants requests that This Honorable Court dismiss with prejudice this cause of action as the pleadings are flawed, the remedy is not appropriate, there is no emergency scenario that would warrant granting any injunction or restraining order. This cause of action is frivolous and a gross waste of this Court time and resources.

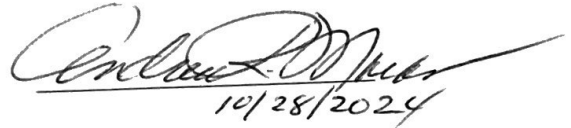
Respectfully submitted,

Melissa Walters, *pro se*



10-28-2024

Andrew Moran, *pro se*



10/28/2024

# EXHIBIT A

TIMBERCREST HOMEOWNERS ASSOCIATION, INC.  
(OFFICIAL) 2024 ANNUAL MEETING NOTICE

The Board of Directors called an emergency meeting on October 24, 2024 and by majority vote decided to hold an **Annual Meeting on November 7th, 2024** via Zoom at 7pm. The election and the results for the next Board of Directors will be announced on **December 5th, 2024 at 7pm** via Zoom. **The purpose of the Annual meeting is to outline to the members the manner in which the Board of Directors election will be conducted.**

Join Zoom Meeting on November 7, 2024 at 7pm and December 5th, 2024 at 7pm  
<https://us02web.zoom.us/j/84064122403?pwd=1abk8HQ5QflTgoSuhqBFIXFMoJPKll.1>  
Meeting ID: 840 6412 2403  
Passcode: 140725

Solicitation of Candidates

In accordance with 209.00593 of the Texas Property Code, the Association is soliciting candidates interested in running for the Board of Directors. There are currently three positions open for election. Candidates with the most votes will receive a 3 year term, second most votes receives a 2 year terms and the 3rd highest receives a 1 year term. There will be NO nominations from the floor. If you would like to have your name placed on the ballot please submit your written request to include your name, e-mail and property address to be received no later than **5pm, on November 4, 2024** via one of the following methods:

Email: [board@timbercrestHOA.org](mailto:board@timbercrestHOA.org)  
Mail: Timbercrest Homeowners Association llc  
P.O. Box 88261  
Houston, Tx 77288

The names of the candidates will be announced at the annual meeting.

The Board is expected to send out **electronic** ballots 3-5 days after the annual meeting. This will be confirmed at the Annual Meeting.

Sincerely,  
Your Board of Directors

# EXHIBIT B



**ADDITIONAL DEDICATORY INSTRUMENT**  
for  
**TIMBERCREST HOMEOWNERS ASSOCIATION, INC.**

STATE OF TEXAS                   §  
   §  
COUNTY OF HARIS               §

BEFORE ME, the undersigned authority, on this day personally appeared **Melissa Walters**, who, being first duly sworn, stated on oath the following:

“My name is Melissa Walters. I am competent and authorized to submit this affidavit on behalf of Timbercrest Homeowners Association, Inc. The statements made herein are based upon my personal knowledge and are true and correct.

“I am the Secretary of Timbercrest Homeowners Association, Inc. Pursuant to Section 202.006 of the Texas Property Code, the following document(s) is a true and correct copy of an original official document(s) on file with the Association:

(1) **Amended and Restated Bylaws for Timbercrest Homeowners Association, Inc.**”

DATED this 8<sup>th</sup> day of March, 2024.

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**TIMBERCREST HOMEOWNERS ASSOCIATION, INC.  
RESOLUTION**

WHEREAS, the Timbercrest Addition subdivision of Harris County, Texas, as described in **Volume 17, Page 48**, of the Map Records of Harris County, Texas (the "Subdivision"), is subject to the Declaration of Covenants, Conditions and Restrictions of Timbercrest Addition, recorded under **File No. 562-80-1649** in the Real Property Records of Harris County, Texas (collectively, the "Declaration");

WHEREAS, pursuant to the Declaration, it is enforceable and enforced by Timbercrest Homeowners Association, Inc. (the "Association"), acting through its Board of Directors, and is authorized to make and establish Bylaws to govern the organization and administration of the Association;

WHEREAS, the Association adopted the "Bylaws of Timbercrest Homeowners Association, Inc.," on or about December 22, 2022, but never recorded such Bylaws in the Real Property Records of Harris County, Texas;

WHEREAS, the Association, acting through its Board of Directors, desires to amend and restate the Bylaws so as to ensure they are valid and enforceable under the Declaration and Texas law;

NOW THEREFORE, upon a duly-called Meeting of the Board of Directors, the following Amended and Restated Bylaws for Timbercrest Homeowners Association were hereby ADOPTED:

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**AMENDED AND RESTATED BYLAWS**  
*for*  
**TIMBERCREST HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I**  
**NAME**

**1.01 NAME.** The name of the organization shall be **TIMBERCREST HOMEOWNERS ASSOCIATION, INC.** (hereinafter called the "Association").

**ARTICLE II**  
**DEFINITIONS**

**2.01 DEFINITIONS.** The words used in these Bylaws shall be given their normal, commonly understood definitions. Capitalized terms shall have the same meaning as set forth in the Declaration of Covenants, Conditions and Restrictions of Timbercrest Addition ("Declaration"), unless the context indicates otherwise or as otherwise defined herein.

**2.02 MEMBER.** "Member" shall mean and refer to every person entitled to membership in the Association as provided in Section 6.3 of the Declaration and includes any natural person, corporation, limited liability company, joint venture, partnership, trust, or other legal entity. For purposes of voting and for election to the Board of Directors, if a Member is a trust, the trust may designate a natural person as the trust's representative, which such person shall be a trustee or beneficiary of the trust; if a Member is a corporation, limited liability company, joint venture, partnership, the entity may designate a natural person as the entity's representative which such person shall be a director, officer, member, or partner of such Member. Such designations must be made in writing and provided to the Association Secretary or, if the Association is professionally managed, to the Association manager and, with respect to any person seeking election to the Board of Directors, may be made no more frequently than one time per calendar year.

**2.03 MORTGAGEE.** "Mortgagee" shall mean a person or entity holding a lien, encumbrance, or other interest merely as security for the repayment of a purchase money loan.

**2.04 OWNER.** "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot as reflected in a deed or similar document recorded in the Real Property Records of Harris County, Texas, but shall not include a Mortgagee or any other person holding interest in a Lot merely as security for an obligation.

**ARTICLE III**  
**OFFICES**

**3.01 PRINCIPAL OFFICE.** The principal office of the Association shall be determined by and may be changed at the election of the Board of Directors and shall be reflected on the management certificate of the Association recorded in the Real Property Records of Harris County, Texas.

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## ARTICLE IV MEMBERS

**4.01 ANNUAL MEETING.** An annual meeting of the Members shall be held in October of each year. All such meetings of the Members shall be held at the day, time, and place determined by the Board of Directors provided such meeting shall occur within Harris County, Texas, if held in person. At the discretion of the Board of Directors, such meeting may be held electronically by telephone conference line, videoconferencing, or similar electronic means. Attendance at any meeting by electronic means shall constitute presence at the meeting for all purposes including to establish quorum. Written notice of the annual meeting shall be given to all Members at least ten (10) days, but not more than sixty (60) days, prior to the date of such meeting. At such meeting, the Members shall elect one or more members to the Board of Directors as set forth herein and shall transact such other business of the Association as may properly come before them.

**4.02 SPECIAL MEETINGS.** Special meetings of the Members may be called by the President upon vote of the Board of Directors or upon written petition signed by at least 33% of the Members and presented to the Secretary of the Association or, if the Association is professionally managed, to the Association manager, by hand delivery, commercial delivery service, or certified first class mail. Such resolution of the Board of Directors or petition of the Members shall state all matters to be considered during the special meeting. The date, time, and location, if in person, of such special meeting shall be determined by the Board of Directors and shall be held within forty-five (45) days of receipt by the Secretary or manager, as the case may be, of such resolution or petition. At the election of the Director or Member calling such meeting, the meeting may be held electronically by telephone conference line, videoconferencing, or similar electronic means. Such special meetings shall be called by delivering written notice to all Members not less than ten (10) days or more than thirty (30) days prior to the date of said meeting stating the date, time, and place of said special meeting and the matters to be considered.

**4.03 NOTICE OF MEETINGS.** Notices of meetings may be delivered either personally or by mail or email to each Member at the address given by such Member to the Association Secretary or, if the Association is professionally managed, to the Association manager. If a Member fails to provide the Association a mailing address, the Association shall utilize the mailing address on file with the Harris County tax assessor for the Member's Lot. All Members are obligated to register an email address with the Association for receipt of Association notices. If notices are delivered by email, notice must also be posted at one or more conspicuous places in the Addition and/or on a website maintained for the Association and available to all Members and the Association is not obligated to tender notice by any other manner even if an email address is not registered for one or more Members.

**4.04 QUORUM.** (a) Except as otherwise provided by the Declaration, these By-Laws, or Texas law, the presence in person or by absentee ballot or proxy of five percent (5%) of Members shall constitute a quorum sufficient to conduct business at any regular meeting of the Members.

(b) Except as otherwise provided by the Declaration, these By-Laws, or Texas law, the presence in person or by absentee ballot or proxy of thirty-three percent (33%) of Members shall

constitute a quorum sufficient to conduct business at any special meeting of the Members.

**4.05 VOTING.** (a) At any annual or special meeting of the Members called by the President, Members may exercise their vote in any of the following methods, as determined in the discretion of the Board of Directors: in person, by proxy, by absentee ballot, or by electronic ballot. The Board of Directors is not obligated to provide Members with more than one method of voting provided that Members shall be entitled to vote at least by proxy or by absentee ballot. In the event of any election to the Board of Directors by absentee ballot, a call for nominations must be made at least forty-five (45) days before the election and all nominees shall be listed on the absentee ballot, in alphabetical order by last name.

(b) At any special meeting of the Members called by petition, Members may exercise their vote in person and by proxy.

(c) Cumulative voting is not allowed.

**4.06 PROXIES.** There shall be no required form of proxy and any proxy shall be accepted as long as it is in writing and signed by the Member giving her/his proxy to another person, who need not be a Member, and includes reasonable indicia of legitimacy. No proxy shall be valid after eleven (11) months from the date of its execution. All proxies must be filed with the Secretary of the Association or, if the Association is professionally managed, the Association manager at least twelve (12) hours before the appointed time of such meeting.

**4.07 RULES OF CONDUCT.** The Board of Directors may prescribe reasonable rules for the conduct of all meetings of the Members.

## **ARTICLE V BOARD OF DIRECTORS**

**5.01 NUMBER, ELECTION AND TERM OF OFFICE.** The Board of Directors shall be comprised of three Members unless determined otherwise by a vote of the Members. At the annual meeting of the Members in 2024, the person receiving the most votes shall be elected for a three-year term, the person receiving the second most votes shall be elected for a two-year term, and the person receiving the third most votes shall be elected for a one-year term. In the event of a tie, the terms shall be determined by random selection. Thereafter, each Director shall serve a term of three-years with such term concluding upon the election of the Director's successor.

**5.02 QUALIFICATIONS.** Each Director shall be a Member. If a Director no longer qualifies to be a Director during her/his term, she/he shall be deemed to have resigned immediately upon losing her/his qualification and her/his position shall be deemed vacant.

**5.03 MEETINGS.** (a) A regular, open meeting of the Board of Directors shall be held within thirty (30) days following the annual meeting of the Members at which officers shall be elected, a budget shall be adopted, and assessments for the next calendar year shall be established. Regular, open meetings of the Board of Directors shall thereafter be held each April and each August and as additionally determined by a majority of the Board of Directors.

(b) Special meetings of the Board of Directors shall be held upon a call by the President or by a majority of the Board on not less than seventy-two (72) hours' notice in writing to each Director, delivered personally or by mail or email. Any Director may waive notice of a meeting; consent to the holding of a meeting without notice; or, subject to Section 209.0051(h) of the Texas Property Code, consent to any action proposed to be taken by the Board without a meeting. A Director's attendance at a meeting shall constitute her/his waiver of notice of said meeting unless such Director attends for the purpose of lodging an objection. Special meetings of the Board of Directors need not be open to the Members unless required by Texas law.

(c) Upon majority vote of the Board of Directors, meetings may be held in person at a location within Harris County, Texas, or electronically by telephone conference line, videoconferencing, or similar electronic means, provided that each Director can hear and be heard by every other Director in attendance and, with the exception of any executive session, that all Members in attendance at an open meeting of the Board of Directors can hear all Directors in attendance. Attendance by a Director at any meeting by electronic means shall constitute presence at the meeting for all purposes including to establish quorum.

**5.04 QUORUM.** At all meetings of the Board of Directors, a majority of the three-member Board of Directors shall constitute a quorum for the transaction of business, and, except as herein set out, the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If a position on the Board of Directors is vacant, the Board of Directors may take no action except as necessary to fill the vacancy. If at any meeting of the Board, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time for periods of no longer than thirty (30) days until a quorum is obtained. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

**5.05 VOTING.** An affirmative vote of a majority of those Directors present at a meeting at which a quorum is in attendance shall be necessary to transact business. Directors may not vote by proxy.

**5.06 VACANCIES.** Any vacancy occurring on the Board of Directors caused by death, disability, or resignation may be filled by majority vote of the remaining Directors thereof, even though they may constitute less than a quorum. Should the remaining Directors opt not to select a new Director or if the remaining Directors cannot reach a majority decision on the selection of a new Director, a special election shall be held within forty-five (45) days of the vacancy. Any Director so elected or appointed to fill a vacancy shall hold office for a term equal to the unexpired term of the Director whom she/he succeeds.

**5.07 REMOVAL.** Any Director may be removed from office with or without cause by a majority vote of all Members entitled to vote at any annual or duly-called special meeting of the Association. If removed, a replacement Director shall be elected for the remainder of the unexpired term of the Director removed at such annual or special meeting by majority vote of Members present, in person or by proxy, at such annual or special meeting at which the Director was removed.

**5.08 COMPENSATION.** Directors shall receive no compensation for their services as Directors, unless expressly provided for in resolutions duly adopted by a majority of the Members of the Association.

**5.09 POWERS AND DUTIES.** The Board of Directors shall have all powers and duties set forth in Chapter 204.010 of the Texas Property Code except as and in addition to any powers and duties provided in the Declaration. This shall include but not be limited to the following:

- (a) to elect and remove the officers of the Association as hereinafter provided;
- (b) to administer the affairs of the Association and the Addition;
- (c) to adopt and enforce policies, rules, and regulation for the administration, management, operation, and/or use of property in the Addition;
- (d) to provide for the maintenance, repair and replacement of any property in the Addition for the use and benefit of all Members (such property, "Common Areas");
- (e) to insure any Common Areas and personal property of the Association to the extent deemed appropriate by the Board of Directors and to further obtain and maintain comprehensive liability insurance for the Association with at least \$1,000,000 in coverage per occurrence;
- (f) to provide for the designation, hiring and removal of employees and other personnel, including accountants and attorneys, and to engage or contract for the services of others, and to make purchases for the maintenance, repair, replacement, administration, management and operation of any Common Area and to delegate any such powers to a managing agent (and any such employees or other personnel who may be the employees of a managing agent);
- (g) to appoint committees of the Board of Directors and to delegate authority to such committees to carry out specified duties of the Board of Directors;
- (h) to set and collect all assessments, fees, and charges provided for in the Declaration and to use the proceeds therefrom for the purposes set forth in the Declaration;
- (i) to establish bank accounts and otherwise invest the funds of the Association, as may be deemed advisable by the Board of Directors;
- (j) to borrow money to fund and operate the Association, execute and deliver promissory notes, and execute and deliver any and all other documentation necessary to properly document such borrowing;

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(k) to enter such contracts and agreements relating to the provision of maintenance, management, and operational services as the Board of Directors may deem advisable;

(l) to enter such leases and easements of portions of the Common Area as the Board of Directors may deem advisable;

(m) to protect and defend the Association from loss and damage by suit or otherwise;

(n) in general, to carry on the administration of the Association and to do all of those things necessary and/or desirable in order to carry out the governing and operating of the Association; and

(o) to exercise all powers and duties of the Association under the Declaration which are not otherwise specifically reserved to the Members.

## ARTICLE VI OFFICERS

**6.01 ELECTION.** At the first regular meeting of the Board of Directors following the annual meeting of the Members, the Directors shall elect the following officers by a majority vote. One person may hold more than one office provided that the same person does not hold the offices of President and Secretary:

(a) a President who shall be a Director and who shall preside over, or designate another officer to preside over, all meetings of the Board of Directors and the Members except for any special meeting of the Members called by petition which shall be presided over by the Member who called such meeting;

(b) a Secretary, who shall keep the minutes of all meetings of the Members and the Board of Directors; who shall keep and maintain an accurate list of the Owners and Members, which list shall be certified by the Secretary and made available for inspection by the Members at least five business days before any meeting at which a vote of the Members shall be held; and who shall, in general, perform all the duties incident to the office of Secretary;

(c) a Treasurer, who shall be responsible for financial records and books of account and the manner in which such records and books are kept and reported and who shall require and ensure that all expenditures of Association funds by check are signed by two Directors; and

(d) such additional officers as the Board shall see fit to elect.

**6.02 POWERS.** The respective officers shall have the general powers usually vested in such officers; provided that if the Association is professionally managed, the Board of Directors



may delegate specific duties of any officer to the Association manager whose work shall be supervised by the respective officer.

**6.03 TERM OF OFFICE.** Each officer shall hold office for the term of one (1) year and until her/his successor shall have been appointed or elected and qualified. Notwithstanding the foregoing, an officer may resign her/his position with or without cause which resignation shall be effective immediately.

**6.04 VACANCIES.** Vacancies in any office shall be filled by the Board of Directors by a majority vote of a quorum the Board of Directors at a special meeting of the Board of Directors called for that purpose. Any officer so elected to fill a vacancy shall hold office for a term equal to the unexpired term of the officer she/he succeeds. Any officer may be removed with or without cause at any time by vote of a majority of a quorum the Board of Directors at a special meeting of the Board of Directors called for that purpose.

**6.05 COMPENSATION.** The officers shall receive no compensation for their services as officers, unless expressly provided for in a resolution duly adopted by a majority of the Members of the Association.

## **ARTICLE VII INDEMNIFICATION**

**7.01 INDEMNIFICATION.** The Association shall indemnify every Director and Officer against all loss, cost and expense, including attorneys' fees, reasonably incurred by her/him in connection with any demand, action, suit, or proceeding to which she/he is made a party by reason of her/his being or having been a Director or Officer of the Association, except in matters of gross negligence or intentional or willful misconduct. The Association shall have the right to select all attorneys to provide a defense to any indemnified party.

**7.02 LIABILITY INSURANCE.** At the election of the Board of Directors, the Association may obtain for the Association, as a common expense, one or more policies of Directors and Officers Liability Insurance to fulfill the Association's obligations under this Article. In such case, a Director or Officer provided coverage thereunder shall, as a condition of such coverage and indemnity, cooperate fully with the Association and its insurer in the defense of any demand, action, suit, or proceeding.

## **ARTICLE VIII AMENDMENT**

**8.01 AMENDMENT BY THE BOARD OF DIRECTORS.** Except as provided by Article VII, Section 8.02, these Bylaws may be amended or repealed, in whole or in part, and new Bylaws may be adopted by the vote of a majority of a quorum of the Board of Directors at a special meeting of the Board of Directors called for that purpose.

**8.02 AMENDMENT BY THE MEMBERS.** No amendment or repeal of following Bylaws shall be effective except by a vote of a majority of a quorum of the Members present, in

person or by absentee ballot or proxy, at a special meeting of the Members called for that purpose:


- (a) any section of Article IV;
- (b) Article V, Section 5.01;
- (c) Article V, Section 5.02;
- (d) Article V, Section 5.07;
- (e) Article V, Section 5.08;
- (f) Article VI, Section 6.05.

#### **ARTICLE IX FISCAL YEAR**

**9.01 FISCAL YEAR.** The fiscal year of the Association shall be the calendar year.

Nothing herein is intended to alter, modify, or amend the Declaration or any other governing document of the Association except as specifically provided herein.

I am a duly-elected officer of Timbercrest Homeowners Association, Inc., and certify under penalty of perjury that the foregoing Amended and Restated Bylaws for Timbercrest Homeowners Association, Inc., were properly adopted on the 7th day of March, 2024, in accordance with the provisions of the Declaration and Texas law, by a vote of a majority of a quorum of the Board of Directors to be effective as of the date they are recorded in the Official Records of Harris County, Texas.

  
Melissa Walters, Secretary

2024-03-07-11

RP-2024-83530

# Pages 11

03/11/2024 09:14 AM

e-Filed & e-Recorded in the  
Official Public Records of

HARRIS COUNTY

TENESHIA HUDSPETH

COUNTY CLERK

Fees \$61.00

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# EXHIBIT C

**From:** Trisha Farine [tfarine@daughtryfarine.com](mailto:tfarine@daughtryfarine.com)  
**Subject:** Re: TIMBERCREST HOMEOWNERS ASSOCIATION: Completed: Complete with Docusign: Complete\_with\_Docusign\_Client\_Billing\_policy.pdf  
**Date:** October 24, 2024 at 5:05 PM  
**To:** MW Realty Group [melissa@mwrealtygroup.com](mailto:melissa@mwrealtygroup.com)

Melissa,

Unfortunately, I am going to have to decline representation of Timbercrest at this time. I have been contacted by other board members that have indicated that they do not want to switch counsel at this time. And even more importantly, we simply do not have the bandwidth to take on any kind of board dispute situation at this time. I'm afraid I would not be able to help you at the level that you need right now.

Sent from my iPad

Trisha Taylor Farine  
Daughtry & Farine, P.C.  
17044 El Camino Real  
Houston, Texas 77058  
281-480-6888 (phone)  
281-218-9151 (fax)  
1-866-480-6888 (toll free)  
[tfarine@daughtryfarine.com](mailto:tfarine@daughtryfarine.com)

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**From:** MW Realty Group <[melissa@mwrealtygroup.com](mailto:melissa@mwrealtygroup.com)>  
**Sent:** Thursday, October 24, 2024 3:25:29 PM  
**To:** Trisha Farine <[tfarine@daughtryfarine.com](mailto:tfarine@daughtryfarine.com)>  
**Subject:** TIMBERCREST HOMEOWNERS ASSOCIATION: Completed: Complete with Docusign: Complete\_with\_Docusign\_Client\_Billing\_policy.pdf

Please let us know when we can have our first meeting. We are wanting to send out our Annual Meeting Notice today. Thank you

Begin forwarded message:

**From:** "Docusign via Docusign" <[dse@docusign.net](mailto:dse@docusign.net)>  
**Subject:** Completed: Complete with Docusign: Complete\_with\_Docusign\_Client\_Billing\_policy.pdf  
**Date:** October 24, 2024 at 3:23:16 PM CDT  
**To:** "Melissa Walters" <[melissa@mwrealtygroup.com](mailto:melissa@mwrealtygroup.com)>  
**Reply-To:** "Docusign" <[no-reply@docusign.com](mailto:no-reply@docusign.com)>



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# EXHIBIT D

**From:** Todd Boring todd@borings.net 

**Subject:** Board Minutes

**Date:** August 8, 2024 at 5:18 PM

**To:** Board board@timbercresthoa.org, Andrew Moran moran-a@sbcglobal.net, Melissa Walters meliferapartners@gmail.com



Minutes from today's meeting.

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Todd Boring

[todd@borings.net](mailto:todd@borings.net)



2024-08-08 -  
Board...g.docx



August 8, 2024

Start – 4:07pm

Board determined by unanimous decision to cease the services of Shannon Lang and Associates.

Considering another attorney. The Board will schedule a conversation with another attorney to evaluate them.

Architectural Control Committee – Proposing to add Marcel to the ACC. That would make the members, Ada, Nekka, Tia, and Marcel.

Adjourned – 5:12pm



Home [2024](#) [October](#) [22](#) [Minutes August 8, 2024](#)

Minutes

## Minutes: August 8, 2024

By [2023-2024 Board of Directors](#) [October 22, 2024](#) [No Comments](#) [Edit](#)

August 8, 2024

Start - 4:07pm

Board determined by unanimous decision to cease the services of Shannon Lang and Associates.

Considering another attorney. The Board will schedule a conversation with another attorney to evaluate them.

Architectural Control Committee - Proposing to add Marcel to the ACC. That would make the members, Ada, Nekka, Tia, and Marcel.

Adjourned - 5:12pm

2024-08-08 - Board Meeting [Download](#)

Last updated on October 22, 2024

# EXHIBIT E

**TIMBERCREST HOMEOWNERS ASSOCIATION, INC.**

**NOTICE OF ANNUAL MEETING OF THE MEMBERS  
AND CALL FOR NOMINATIONS**

**SATURDAY, DECEMBER 7, 2024, 2:30 P.M.  
ALICE YOUNG LIBRARY  
5107 GRIGGS ROAD  
HOUSTON, TEXAS 77021**

Pursuant to Article IV, Section 4.01, of the Bylaws for Timbercrest Homeowners Association, Inc. (the "Association"), an annual meeting of the members shall be held on Saturday, December 7, 2024, at the Alice Young Library, 5107 Griggs Road, Houston. The Meeting is scheduled to begin at 2:30 p.m.

**AGENDA**

- I. Establish Quorum
- II. Approval of Minutes of the Prior Annual Meeting
- III. Financial Report
- IV. Introduction of Candidates
- V. In-Person Voting
- VI. Announcement of Election/Amendment Results
- VII. Adjourn

During the Annual Meeting, three Members will be elected to a one-, two-, or three-year term to the Association's Board of Directors. *If you wish to run for the Board of Directors, please submit your name and optional candidate statement introducing yourself to the community to [info@shannonlanglaw.com](mailto:info@shannonlanglaw.com). Nominations are due by November 6, 2024.*

Absentee ballots will be circulated in advance of the meeting by mail and email. The Board of Directors encourages each Member to register an email address with the Association to ensure prompt delivery of a ballot.

We look forward to your presence and input at the Annual Meeting.

Sincerely,

Your Board of Directors

CAUSE NO. 2024 74974

TIMBERCREST HOMEOWNERS  
ASSOCIATION, INC.

*Plaintiff,*

v.

MELISSA WALTERS and  
ANDREW MORAN,

*Defendants.*

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IN THE DISTRICT COURT OF  
HARRIS COUNTY

The Honorable Judge Reeder

234<sup>th</sup> District Court

**ORDER TO DISMISS PLAINTIFF'S VERIFIED ORIGINAL PETITION AND  
APPLICATION FOR TEMPORARY RESTRAINING ORDER AND TEMPORARY AND  
PERMANENT INJUNCTION**

This Honorable Court Orders that the above captioned matter be dismiss \_\_\_ with  
prejudice / \_\_\_ without prejudice.

\_\_\_\_\_  
Judge