

**BYLAWS  
OF  
GLENWYCK FARMS HOMEOWNERS' ASSOCIATION, INC.**

**ARTICLE I  
DEFINITIONS**

As used herein, the term "Member" shall mean an Owner, the term "Declaration" shall mean that certain Declaration of Covenants and Restrictions (together with any and all amendments thereto), dated as of April 19, 2000, executed by Glenwyck Farms, Ltd., a Texas limited partnership, and relating to land located in Tarrant County, Texas, more particularly described therein, and the terms "Owner", "Association", "Builder", "Developer", "Development" and "Lot" shall have the meanings set forth in the Declaration.

**ARTICLE II  
MEMBERS**

**Section 2.01 Membership.** Each individual and legal entity now or hereafter becoming an Owner automatically shall be a Member of the Association. Membership may not be severed from the Lot nor may it be in any way transferred, pledged, mortgaged, or alienated except upon the sale or assignment of the Owner's interest in all or any part of the Lot and then only to the purchaser or assignee as the new Owner thereof. Any transfer of the fee title to a lot, tract or parcel of real estate out of or a part of the Lot shall automatically operate to transfer membership to the new Owner thereof, and the Association shall have the right to record the transfer on its books and records.

**Section 2.02 Certificates of Membership.** The Association may issue to each Member certificates, cards or other instruments evidencing membership rights. Such documents, if issued, may be in such form or forms as the Board of Directors may approve, and shall be signed by the president or secretary of the Association. If issued, a record of such issuance shall be maintained.

**Section 2.03 Transfer of Membership.** Membership shall be nontransferable, and, upon ceasing to own a Lot, a Member shall cease to be a Member.

**Section 2.04 Suspension of Membership Rights.** The membership rights of a Member, including, without limitation, voting rights, may be suspended by the Board of Directors by notice to such Member during any period when assessments of the Association remain unpaid (unless the Member is in good faith contesting the validity or amount of the Assessment) or a Member or his lessee is otherwise in default under the terms of the Declaration, these Bylaws or the Regulations; however, upon payment of such assessment and/or cure of such other default, all rights and privileges automatically shall be restored.

**Section 2.05** The Association shall have two classes of voting memberships:

**(a) Class A:** Class A members shall be all Owners with the exception of the Developer and any Builder in the Development. Class A members shall be entitled to one (1) vote for each Lot which they own. When more than one person holds record title to a Lot, all such persons shall be members of the Association; however, the vote for such Lot shall be exercised as they, among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot.

**(b) Class B:** The Class B member shall be the Developer and any Builder in the Development. The Builder(s) shall automatically convey his vote(s) to the Developer (does not have to be in writing). The Developer, at its discretion may convey the Builder(s) vote back to the Builder in writing. Until the earlier of December 31, 2009 or such time as all Lots held by Class B members have been sold, all votes of the Association shall be cast solely by the Class B members, to the exclusion of the Class A members. At such time as all Lots held by Class B Members have been sold and conveyed, the Class B membership of the Association shall terminate and all votes thereafter be cast solely by Class A members. Developer may, at its sole discretion, if evidenced by a written agreement signed by Developer and expressly stating such purpose, at any time convert Class B member(s) to Class A member(s) and give up its rights as Class B Member(s).

### **ARTICLE III MEMBERS' MEETINGS**

**Section 3.01 Annual Meetings.** Commencing in the calendar year 2001, an annual meeting of Members, for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held within ninety (90) days after the close of the Association's year end, at a time and place as determined by the Board of Directors. Failure to hold any annual meeting or meetings shall not cause a forfeiture or dissolution of the Association.

**Section 3.02 Special Meetings.** Except as otherwise provided by law or by the Articles of Incorporation, special meetings of the Members may be called by the president, the Board of Directors or the holders of not less than forty (40) percent of the votes entitled to be cast at such meeting, and shall be held at such place, and at such time, as may be stated in the notice calling such meeting. Business transacted at any special meeting of Members shall be limited to the purpose stated in the notice of such meeting.

**Section 3.03 Notice of Meetings - Waiver.** Written or printed notice of each meeting of Members stating the place, day and hour of any meeting, and, in case of a special Members' meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of such meeting, either personally or by mail, by or at the discretion of the president, the Board of Directors, or the persons calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it

appears in the records of the Association, with postage thereon prepaid. Such further or earlier notice shall be given as may be required by law. The signing by a Member of a written waiver of notice of any Members' meeting, whether before or after the time stated in such waiver, shall be equivalent to the receiving by him of all notice required to be given with respect to such meeting. Attendance by a Member, whether in person or by proxy, at a Members' meeting shall constitute a waiver of notice of such meeting. No notice of any adjournment of any meeting shall be required.

**Section 3.04 Fixing of Record Date.** For the purpose of determining Members entitled to notice of, or to vote at, any meeting of Members or any adjournment thereof, the Board of Directors of the Association may provide that as of a certain date not less than ten days nor more than fifty days preceding the meeting, only such individuals and legal entities being Members as of such date shall be entitled to such notice of, and to vote at, such meeting and any adjournment thereof.

**Section 3.05 Quorum and Presiding Officers.** Except as otherwise provided by law or these Bylaws, the holder of forty percent (40%) of the votes entitled to be cast at the meeting and represented in person or by proxy shall constitute a quorum at a meeting of Members, but the members present at any meeting, although representing less than a quorum, may from time to time adjourn the meeting to some other day and hour, without notice other than announcement at the meeting. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. The vote of the holders of a majority of the votes entitled to be cast and being present, in person or by proxy, at a meeting at which a quorum is present shall be the act of the Members' meeting, unless the vote of a greater number is required by law of the Declaration. The president shall preside at, and the secretary shall keep the records of, each meeting of Members, and in the absence of either such officer, his duties shall be performed by any officer authorized by these Bylaws or any person appointed by resolution duly adopted at the meeting.

**Section 3.06 Voting at Meetings.** Each Member shall have one vote for each Lot he owns, on matters properly the subject of vote by Members; provided, however, that in all cases where more than one party owns an interest in a Lot, only one vote may be cast for such Lot and all such parties shall designate one of their number to exercise such vote by an instrument in writing delivered to the secretary of the Association (failing which, no vote with respect to such Lot shall be counted for any purpose). Provided that, until the earlier of December 31, 2009 or such time as all Lots held by Class B members have been sold, all votes of the Association shall be cast by the Class B members, to the exclusion of the Class A members. At such time as all Lots held by Class B members have been sold and conveyed, the Class B membership of the Association shall terminate and all votes thereafter be cast solely by Class A members. Developer may at its sole discretion, if evidenced by a writing signed by Developer and expressly stating such purpose, at any time convert Class B member(s) to Class A member(s) and give up its rights as Class B member(s).

**Section 3.07 Proxies.** A Member may vote either in person or by proxy executed in writing by such Member, or by his duly authorized attorney-in-fact. No proxy shall be valid after

eleven months from the date of its execution unless otherwise provided in the proxy. A proxy shall be revocable unless expressly provided therein to be irrevocable (and in no event shall it be irrevocable for more than eleven months) or unless otherwise made irrevocable by law.

**Section 3.08 Balloting.** Before a vote is taken, any Member may demand that such vote before the meeting be by ballot (this request does not need to have a second). Such a request shall be honored and the vote shall be by ballot. At each meeting, inspectors of election may be appointed by the presiding officer of the meeting; and, at any meeting for the election of directors, inspectors shall be so appointed on the demand of any Member present or represented by proxy and entitled to vote in such election of directors. No director or candidate for the office of director shall be appointed as such inspector. The number of votes cast by Members in the election of directors shall be recorded in the minutes.

**Section 3.09 Cumulative Voting.** No Member shall have the right to cumulate his vote in any election of directors.

**Section 3.10 Record of Members.** The Association shall keep at its principal office a record of its Members, giving the names and addresses of each Member.

**Section 3.11 Action Without Meeting.** Any action required by statute to be taken at a meeting of the Members of the Association, 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, if done in compliance with relevant provisions of the Texas Business Corporation Act, the Texas Non-Profit Corporation Act, the Texas Miscellaneous Corporation Laws act, and these Bylaws, any such signed consent, or a signed copy thereof, shall be placed in the minute book of the Corporation.

#### **ARTICLE IV BOARD OF DIRECTORS**

**Section 4.01 Number, Qualifications and Term.** The affairs of the Association shall be managed and controlled by the Board of Directors; and, subject to any restrictions imposed by law, by the articles of incorporation, by the Declaration or by these Bylaws, the Board of Directors may exercise all the powers of the Association. Specifically, but without limitation, the Board of Directors shall be entitled to take such actions, and to give and withhold such consents, as may be required of the Association under the provisions of the Declaration. The initial Board of Directors shall consist of three (3) members. Such number may be increased or decreased by resolution of the Board of Directors, provided that the number of directors shall never be less than three (3) or more than nine (9), and no decrease shall effect a shortening of the term of any incumbent director. Directors need not be residents of Texas nor Members of the Association. Except as otherwise provided in these Bylaws, the vacant positions on the Board of Directors shall be filled by election at the annual meeting of Members. The Initial Directors will be listed as Director A, Director B and Director C. The first term for Director A will expire March 31, 2002, and subsequent terms will expire on March 31 of each even year. The first term for Director B and Director C shall expire March 31, 2003, and subsequent terms will expire on

March 31 of each odd year. If a director is replaced for any reason, the replacement director will finish out the replaced director's term. If additional directors are added, their terms should be divided between even and odd years.

**Section 4.02 Removal.** Any director or the entire Board of Directors may be removed from office for cause at any special meeting of Members upon the affirmative vote of a majority of the votes entitled to be cast at the meeting and present in person or by proxy, if notice of the intention to act upon such matter shall have been given in the notice calling such meeting. If the notice calling such meeting shall have so provided, the vacancy caused by such removal may be filled at such meeting by the affirmative vote of a majority of votes entitled to be cast at the meeting and present in person or by proxy.

**Section 4.03 Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the vote of a majority of the remaining directors, even if such remaining directors comprise less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any position on the Board of Directors to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting of the Members, or at a special meeting of Members duly called for such purpose.

**Section 4.04 Regular Meetings.** Regular meetings of the Board of Directors shall be held at least annually, at such place as the Board of Directors deem, and at such other times and places as the Board of Directors shall determine. The secretary shall give notice of each regular meeting to each director at his usual business or residence address by mail at least three days before the meeting or by telegraph, fax, or telephone at least one day before such meeting.

**Section 4.05 Special Meetings.** Special meetings of the Board of Directors shall be held at any time by call of the chairman of the Board of Directors, the president or any two directors. The secretary shall give notice of each special meeting to each director at his usual business or residence address by mail at least three days before the meeting or by telegraph, fax, or telephone at least one day before such meeting. Except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, such notice need not specify the business to be transacted at, or the purpose of, such meeting. No notice shall be necessary for any adjournment of any such meeting. The signing of a written waiver of notice of any special meeting by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the receiving of such notice. Attendance of a director at a meeting shall also constitute a waiver of notice of such meeting, except where a director attends a meeting for the express and announced purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**Section 4.06 Quorum.** A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business and the act of not less than a majority of such quorum of the directors shall be required in order to constitute the act of the Board of Directors, unless the act of a greater number shall be required by law, by the Articles of Incorporation or by these Bylaws. Directors present by proxy may not be counted toward a quorum.

**Section 4.07 Procedure at Meetings.** Annually, the Board of Directors shall appoint one of their number both as chairman of the Board of Directors and president of the Association. The chairman of the Board of Directors shall preside at meetings of the Board of Directors. In his absence at any meeting, any officer authorized by these Bylaws or any member of the Board of Directors selected by the directors present shall preside. The secretary of the Association shall act as secretary at all meetings of the Board of Directors. In his absence, the presiding officer of the meeting may designate any person to act as secretary. At meetings of the Board of Directors, the business shall be transacted in such order as the Board of Directors may from time to time determine.

**Section 4.08 Presumption of Assent.** Any director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who votes in favor of such action.

**Section 4.09 Action Without a Meeting.** Any action required by statute to be taken at a meeting of the directors of the Association, or which may be taken at such meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by each director entitled to vote at such meeting, and such consent shall have the same force and effect as a unanimous vote of the directors. Such signed consent, or a signed copy thereof, shall be placed in the minute book of the Corporation.

**Section 4.10 Compensation.** Directors as such shall not receive any compensation for their service; but, nothing herein shall preclude any director from serving the Association in any other capacity and receiving reasonable compensation therefore.

**Section 4.11 Committees.** The Board of Directors may designate one or more committees, which committees shall consist of two or more persons, all of whom shall be directors or members of the Association. Such committees may exercise such authority of the Board of Directors in the affairs of the Association as the Board of Directors may by resolution duly delegate to it except as prohibited by law. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon him by law. Any member of the committees may be removed by the Board of Directors by the affirmative vote of a majority of the number of directors fixed by the Bylaws whenever in the judgment of the Board of Directors the best interests of the Association will be served thereby.

**Section 4.12 Open Meetings.** All meetings of the Board of Directors shall be open to all Members, but Members other than directors may not participate in any discussion or deliberation unless expressly so authorized by a majority of a quorum of the Board of Directors.

The committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required. The minutes of the proceedings of the committees shall be placed in the minute book of the Association.

## **ARTICLE V GENERAL POWERS AND DUTIES OF THE BOARD**

**Section 5.01 Powers and Duties.** The affairs of the Association shall be conducted by the Board of Directors. In addition to the powers and duties enumerated in the Declaration or elsewhere herein, and without limiting the generality thereof, the Board of Directors, for the mutual benefit of the Members, shall have the powers and/or duties set forth in the Declaration and the following powers and/or duties.

(a) **To Enforce terms of the Declaration.** If, as and when the Board of Directors, in its sole discretion, deems necessary it may take such action to enforce the terms and provisions of the Declaration, the Articles of Incorporation and these Bylaws by appropriate means and carry out the obligations of the Association thereunder, including without limitation, the expenditure of funds of the Association, the employment of legal counsel and accounting services, the commencement of legal causes of action, the promulgation and enforcement of the Association rules which may include the establishment of a system of fines and/or penalties enforceable as special individual assessments as provided in the Declaration and to enjoin and/or seek legal damages from any Owner for violation of such provisions or rules;

(b) **To Manage Common Areas.** To acquire (free and clear of any encumbrances), maintain and otherwise manage all or any part of the Common Areas and all facilities, improvements and landscaping thereon, and all personal property acquired or owned by the Association;

(c) **To Execute Declarations.** To execute all declarations of ownership for tax assessment purposes and to pay any and all real and personal property taxes and other charges or assessments assessed against the Common Areas, if any, unless the same are separately assessed to all or any of the Owners, in which event such taxes shall be paid by such Owners;

(d) **To Secure Services.** To obtain, for the benefit of the Common Areas, all water, gas and electric services, refuse collections, landscape maintenance services and other services, which in the opinion of the Board of Directors shall be necessary or proper;

(e) **To Grant Easements.** To make such dedications and grant such easements, licenses, franchises and other rights, which in its opinion are necessary for street, right-of-way, utility, sewer, drainage and other similar facilities or video services, cable television services, security services, communication services and other similar services over the Common Areas to serve the Areas or any part thereof;

(f) **To Contract for Insurance.** To contract for and maintain such policy or policies of insurance as may be required by the Declaration or as the Board of Directors deems necessary or desirable in furthering the purposes of and protecting the interest of the Association and its Members;

(g) **To Borrow.** To borrow funds to pay costs of operation to the extent deemed advisable by the Board;

(h) **To Contract.** To enter into contracts for legal and accounting services, maintain one or more bank accounts, and generally, to have the powers necessary or incidental to the operation and management of the Association and the Common Areas and enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association;

(i) **To Legal Defense.** If, as and when the Board of Directors, in its sole discretion, deems necessary it may, but shall not be obligated to, take action to protect or defend the Common Areas or other property of the Association from loss or damage by suit or otherwise;

(j) **To File Law Suit.** If, as and when the Board of Directors, in its sole discretion, deems it necessary it may, but shall not be obligated to, sue and defend in any court of law on behalf of the Association or one (1) or more of its Members;

(k) **To Maintain Contingency Fund.** To establish and maintain a working capital and/or contingency fund in an amount to be determined by the Board;

(l) **To Make Operating Rules and Regulations.** To make reasonable rules and regulations for the operation and use of the Common Areas and to amend same from time to time;

(m) **To Provide Annual Report.** To make an unaudited annual report available at the annual meeting to each Owner and any individual or entity holding a mortgage or deed of trust on any Lot;

(n) **To Collect Insurance Proceeds.** To adjust the amount, collect and use any insurance proceeds to repair damage or replace lost property owned by the Association, and if the proceeds are insufficient to repair damage or replace lost property owned by the Association, to assess the Members in proportionate amounts to cover the deficiency as set forth in the Declaration;

(o) **To Provide Member Benefits.** To provide services for the benefit of Members including but not limited to security, entertainment, recreation, education and television cable;

(p) **To Delegate.** To delegate its powers and duties to committees, officers or employees as provided in these Bylaws, employ a manager or other persons and contract with independent contractors or managing agents who have professional experience to perform all or



any part of the duties and responsibilities of the Association, provided that any contract with a person or entity appointed as a manager or managing agent shall be terminable with or without cause on not more than ninety (90) days written notice by the Association and shall have a term of not more than one (1) year with successive one (1) year renewal periods upon the mutual agreement of the parties;

(q) **To Suspend Voting Rights.** To suspend the voting rights of any Owners who have failed to pay their assessment or who have otherwise violated the Declaration, these Bylaws or the rules and regulations of the Association;

(r) **To Keep Records.** To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by twenty-five percent (25%) or more of the outstanding votes of the Members, regardless of class;

(s) **To Elect Officers.** To elect the officers of the Association, as provided in these Bylaws;

(t) **To Fill Vacancies.** To fill vacancies on the Board of Directors, in accordance with the Bylaws hereof; and

(u) **To Have Incidental Operation.** Generally, to have the powers necessary or incidental to the operation and management of the Association and the Common Areas.

## **ARTICLE VI OFFICERS AND THEIR DUTIES**

**Section 6.01 Enumeration of Officers.** The officers of the Association shall be as follows:

- (a) A President, who shall at all times be a member of the Board;
- (b) A Vice President, who shall at all times be a member of the Board;
- (c) A Secretary, who may or may not be a member of the Board;
- (d) A Treasurer, who may or may not be a member of the Board; and
- (e) Such other officers as the Board of Directors may from time to time by resolution create, who may or may not be members of the Board of Directors.

**Section 6.02 Election of Officers.** At its organizational meeting following the incorporation of the Association, the Directors shall elect officers. Thereafter, the election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

**Section 6.03 Term.** As necessary, the respective officers shall be elected annually by the Board of Directors and each officer shall hold office for two (2) years unless an officer shall sooner resign, be removed, or otherwise become disqualified to serve. The first term of the Secretary and Treasurer shall end March 31, 2002, and subsequent terms will expire on March 31, each even year. The first term for the President and Vice President shall expire March 31, 2003, and subsequent terms will expire on March 31, each odd year. Additional officers who might be added by the Board of Directors, will serve for one (1) year periods ending March 31.

**Section 6.04 Special Appointments.** The Board of Directors may elect such other officers or appoint such other agents as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

**Section 6.05 Resignation and Removal.** Any officer may be removed from office by the Board of Directors with or without cause. Any officer may resign at any time by giving written notice to the Board of Directors, 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 6.06 Vacancies.** A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the replaced officer.

**Section 6.07 Multiple Offices.** The offices of President and Secretary may not be held by the same person. Otherwise, the same person may hold multiple offices.

**Section 6.08 Duties.** The duties of the officers are as follows:

(a) **President.** The president shall (i) preside at all meetings of the Board of Directors; (ii) see that orders and resolutions of the Board of Directors are carried out; (iii) sign all leases, mortgages, deeds and other written instruments; provided, however, that any duly authorized officer may sign checks and promissory notes; and (iv) shall perform such other duties as may be required by the Board of Directors.

(b) **Vice President.** The Vice President shall (i) act in the place and stead of the President in the event of the President's absence, inability or refusal to act and (ii) shall exercise and discharge such other duties as may be required by the Board of Directors.

(c) **Secretary.** The Secretary shall (i) record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; (ii) serve notice of meetings of the Board of Directors and of the Members; (iii) keep appropriate current records showing the Members of the Association together with their addresses; and (iv) perform such other duties as required by the Board of Directors.

(d) **Treasurer.** The Treasurer shall (i) receive and deposit in appropriate bank accounts all moneys of the Association; (ii) disburse such funds as directed by resolution of the Board; (iii) maintain the financial records of the Association; and (iv) perform such other duties of a similar nature as may be required by the Board of Directors.

## **ARTICLE VII AMENDMENTS**

Until December 31, 2049, the power to alter, amend or repeal these Bylaws, or to adopt new Bylaws, shall be vested in the Members of the Association by a 75% vote of the eligible Members; however, such power may be delegated by the Members to the Board of Directors by a 75% vote of the eligible Members. From and after December 31, 2049, these Bylaws may be altered, amended or repealed by a 55% vote of eligible Members.

## **ARTICLE VIII COMMITTEES**

The Board of Directors and/or the Declarant shall appoint an Architectural Control Committee, as provided in the Declaration. The provisions of Article VII and VIII of the Declaration specifically set forth the rights, duties, obligations, responsibilities and liabilities of the Architectural Control Committee and its members and those provisions are incorporated herein by reference for all purposes. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

## **ARTICLE IX BOOKS AND RECORDS**

**Section 9.01 Inspection by Members.** The membership register, books of account and minutes of meetings of the Members, of the Board of Directors and of committees shall be made available for inspection and copying by any Member or by the Member's appointed representative, at any reasonable time and for a purpose reasonably related to the Member's interest, at the office of the Association or at such other place as the Board of Directors shall designate.

**Section 9.02 Rules for Inspection.** The Board of Directors shall establish reasonable rules with respect to:

- (a) Notice to be given to the custodian of the records by the Member desiring to make the inspection;
- (b) Hours and days of the week when such an inspection may be made; and
- (c) Payment of the cost of reproducing copies of requested documents.

**Section 9.03 Inspection by Directors.** Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Association and the physical property owned by the Association.

The rights of inspection by a director include the right to make extra copies of documents.

## **ARTICLE X ASSESSMENTS**

The provisions of Article V and Article VI of the Declaration specifically set forth the rights, obligations and liabilities of the Association and its Members relative to the levy, collection and use of assessments and those provisions are incorporated herein by reference for all purposes.

## **ARTICLE XI INDEMNIFICATION**

Section 14.01 Subject to the provisions of Article 1396-2.22A of the Texas Non-Profit Association Act, the Association may indemnify directors, officers, agents and employees as follows:

### **1. Extent.**

(a) **Statutory Required Indemnification.** The Association shall indemnify its directors and officers against reasonable expenses incurred in connection with a proceeding in which the director or officer is named as a defendant or respondent because he is or was a director or officer of the Association if he has been wholly successful, on the merits or otherwise, in the defense of the proceeding. The Association may, at the direction and in the sole discretion of the Board of Directors, pay for or reimburse the director or officer for the payment of his reasonable expenses in advance of the final disposition of his reasonable expenses in advance of the final disposition of the proceeding, provided that the Association receives in writing (i) an affirmation by the director or officer of his good faith belief that he has met the standards of conduct necessary for indemnification under Article 1396-22.2A of the Texas Non-Profit Association Act, and (ii) an undertaking by or on behalf of the director or officer to repay the amount paid or reimbursed if it is ultimately determined such standards of conduct have not been met.

(b) **Permitted Indemnification.** The Association, at the direction of and in the sole discretion of the Board of Directors, shall have the right, to such further extent as permitted by law, but not the obligation to indemnify any person who (i) is or was a director, officer, employee, or agent of the Association, or (ii) while a director, officer, employee, or agent of the Association, is or was serving at its request as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise.

**(c) Insurance.** The Association may purchase and maintain insurance or another arrangement on behalf of any person who is or was a director, officer, employee, or agent of the association or who is or was serving at its request as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the Association would have the power to indemnify him against that liability pursuant to the provisions of the Texas Non-Profit Corporation Act. Furthermore, the Association, may for the benefit of persons indemnified by the Association, (i) create a trust fund; (ii) establish any form of self-insurance; (iii) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Association; or (iv) establish a letter of credit, guaranty, or surety arrangement.

## **ARTICLE XII AMENDMENTS**

These Bylaws or the Articles of Incorporation may be amended at a regular or special meeting of the Members by a vote (in person or by proxy) or written consent, regardless of class, as provided in Article VII of these Bylaws; provided, however, until such time as the Class E Membership shall have ceased and been converted in Class A Memberships, the Association shall not amend these Bylaws or the Articles of Incorporation, without the prior written approval of the Class B Member.

## **ARTICLE XIII MISCELLANEOUS**

**Section 13.01 Dividends.** No dividend shall be paid, and no part of the income of the Association shall be distributed, to the Members, directors or officers of the Association. The Association may pay compensation in a reasonable amount to any Member, director or officer for services rendered in any other capacity.

**Section 13.02 Contracts.** The president shall have the power and authority to execute, on behalf of the Association, contracts or instruments in the usual and regular course of the Association's affairs, and in addition, the Board of Directors may authorize any officer or officers, agent or agents, of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors or by these Bylaws, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit or to render it pecuniarily liable for any purpose or in any amount.

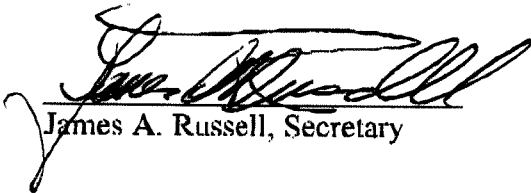
**Section 13.03 Checks, Drafts, etc.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officers or employees of the Association as shall from time to time be authorized pursuant to these Bylaws or by resolution of the Board of Directors.

**Section 13.04 Depositories.** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Board of Directors may from time to time designate, and upon such terms and conditions as shall be fixed by the Board of Directors. The Board of Directors may from time to time authorize, or may delegate to any officer the power to authorize, the opening and maintaining of any such depository, as it may designate, of general and special accounts, and may make, or delegate to any officer the power to make, such, special rules and regulations with respect thereto as it may deem.

**Section 13.05 Corporate Seal.** The Association does not have a corporate seal; however, the Board of Directors at their sole discretion may require the use of a Corporate Seal in the future.

**Section 13.06 Fiscal Year.** The Fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation of the Association.

**Section 13.07 Interpretation.** In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control; and in the case of any conflict between the Declaration and the laws of the State of Texas governing non-profit corporations, the laws of the State of Texas shall control; provided, however, to the extent reasonably practical, the Articles of Incorporation, Bylaws and Declaration shall be construed and interpreted together as consistent and non-conflicting documents, such being the intent thereof.



James A. Russell, Secretary