

## **BYLAWS**

### **PEAK'S ADDITION HOMEOWNERS' ASSOCIATION, INC.**

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#### **A Non-Profit Corporation**

The Peak's Addition Homeowners' Association, Inc., hereinafter referred to as the "Association," is a non-profit corporation organized under the Texas Non-Profit Corporation Act.

### **ARTICLE ONE-MEMBERSHIP AND BOUNDARIES**

1.1 Voting Membership. Eligibility for, and acceptance into, voting membership in the association, shall be limited to resident homeowners, as defined in Section 1.04 below, within the boundaries of the Peak's Addition Homeowner's Association, Inc. ("Association"), as set out in Section 1.06 below.

1.2 Dues. Membership dues shall be FIFTY DOLLARS (\$50.00) per year per member or SEVENTY-FIVE DOLLARS (\$75.00) per year per household (2 members). Dues for senior citizens over sixty-five years of age shall be TWENTY-FIVE DOLLARS (\$25.00) per year (1-2 members).

1.3 Eligibility to Vote. No member shall be eligible to vote whose dues have not been paid and whose membership has not been accepted for at least thirty (30) days next preceding the date of such vote.

1.4 Form of Ownership Required. An individual shall be deemed to be a resident homeowner eligible for voting membership in the association if his or her primary residence is within the boundaries of the Association (as set forth in Section 1.6) and is a legal owner of the residence, whether or not subject to vendor's liens or other indebtedness. Voting membership shall extend to any and all residents who are legal owners, subject to payment of dues as required by these Bylaws. Legal owners include, but are not limited to, both spouses or life partners, regardless of whether title is held in one or the other spouse/life partner's name, those residents holding and owning as co-tenants or in trust or through a professional corporation controlled by such persons or in any other legal form of ownership. The Board of Directors shall have the power to resolve all disputes arising under this section.

1.5 Friends of Peak's Addition. Those who do not meet the required criteria to become a voting member of the Association, may become a non-voting member, referred to as the "Friends of Peak's Addition," upon payment of dues as provided in Section 1.2 above. Friends of Peak's Addition shall be considered members of the association in all respects, except that Friends of Peak's Addition shall not have a right to vote or hold office. The Secretary shall not include Friends of Peak's Addition in any count of quorum for business transactions, nor be required to post membership rosters of Friend of Peak's Addition.

1.7 Boundaries. Peak's Addition Homeowners' Association, Inc. shall include all of the area bounded as follows: Beginning at the intersection of Haskell Avenue and Live Oak Street, Northeast to the intersection of Live Oak Street and Fitzhugh Avenue, thereafter Southeast to the intersection of Fitzhugh Avenue and Columbia Avenue, thereafter Southwest along the thoroughfare known as Columbia-Main to the intersection of Main Street and Haskell Avenue, thereafter Northwest to the place beginning. These boundaries are exclusive of the 4800 block of Tremont, which is included in the Munger Place Historic District.

## **ARTICLE TWO – REGISTERED OFFICE AND AGENT**

2.1 The association will at all times maintain a record of the current Registered Office, Registered Agent and Principal Office for the association with its official records.

2.2 Authority to Change. The board of directors has full power and authority to change the Registered Office, Registered Agent and Principal Office. The board of directors will review annually and, if necessary, update by resolution, the registered office, agent and location of the principal office of the association and attach such resolution hereto.

## **ARTICLE THREE – MEMBERSHIP MEETINGS**

3.1 Place of Meetings. Meetings of membership shall be held at any place within or outside the Association's boundaries as shall be designated by the Board of Directors pursuant to the authority hereinafter granted to the Board, or by written consent of all persons entitled to vote thereat. The Board's designation may be disapproved and a different meeting location may be designated by a two thirds vote of the membership. In absence of any designation, membership meetings shall be held at the principal office of the association. Any meeting is valid, wherever held, if held by the written consent of all the persons entitled to vote thereat, given either before or after the meeting and filed with the Secretary of the association.

3.2 Notice of Meetings. Meetings shall be held on the first Tuesday of each month, the location of the next meeting to be determined at the meeting immediately prior thereto. Or such notice shall be given to each member either personally or by prepaid mail, addressed to each member at the address appearing on the membership books.

3.3 Calling of Special Meetings.

(1) Procedure. Upon request in writing to the President, Vice President, or Secretary, sent by registered mail, or by certified mail, return receipt requested, postage paid, or delivered to the

officer in person, by any person entitled to call a special meeting of the membership, the officer forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at time, fixed by the officer, not less than ten (10) days after the receipt of the request and the mailing or giving of such notice to the members.

If the notice is not given within seven (7) days after the dated of delivery, or the date of mailing of the request, the person calling the meeting may fix the time of the meeting and give the notice thereof in the manner provided in these bylaws. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting of membership called by action of the Board of Directors may be held.

(2) Persons Entitled to Call. Special meetings of the membership for any purpose whatsoever, may be called at any time by any of the following:

(a) The President;

(b) A majority of the Board of Directors;

(c) Ten percent (10%) of those who are, and have been for thirty (30) days, voting members in good standing.

### 3.4 Quorum of Membership.

(1) The presence in person of fifteen percent (15%) of the voting members of the association at any meeting constitutes a quorum for the transaction of business.

(2) Adjournment for Lack of Quorum. In the absence of a quorum or the withdrawal of enough members to leave less than a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the members present.

3.5 Membership List. At least ten (10) days before each meeting of membership, the officer or agent having charge of the membership books for the association shall make a complete list of the members entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address and eligibility of each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the Principal Office of the Association and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. The original books shall be *prima facie* evidence as to who are the members entitled to examine such list or transfer books or to vote at any meeting of members. However, failure to prepare and to make available such list in the manner provided above shall not affect the validity of any action taken at the meeting.

3.6 Votes Per Member. Each member shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of members.

3.7 Cumulative Voting. There shall be no cumulative voting at any time.

3.8 Voting by Voice and Ballot. Election for Directors need not be by ballot unless a member demands election by ballot at the election and before the voting begins.

3.9 Proxy Voting. No proxy vote shall be valid unless submitted, in writing, signed by the voting member, and such written proxy is delivered to the secretary prior to or at the time of the vote of the membership. No verbal proxy shall be valid. The secretary may at any time confirm the validity of the proxy by verifying any and all information thereon. The secretary shall make the determination of validity of all proxy documents, with final appeal and determination by the board of directors.

3.10 Waiver of Notice. Any notice required by law or these bylaws may be waived by the execution by the person entitled to the notice of a written waiver of such notice, which may be signed before or after the time stated in the notice.

3.11 Action Without Meeting. Any action which, under any provision of the Texas Nonprofit Corporation Act, may be taken at a meeting of the membership may be taken without a meeting if authorized by writing, signed by all of the persons who would be entitled to vote on such action at a meeting, and filed with the Secretary of the Association. Any such signed consent, or a signed copy thereof, shall be placed in the minute book of the Association.

3.12 Conduct of Meeting. At every meeting of the membership, the President, or in his or her absence the Vice President designated by the President, or in the absence of such designation, a Chairperson (who shall be one of the officers, if any is present) chosen by a majority of interest of the members of the Association present in person and entitled to vote, shall act as Chair. If the secretary is absent at any meeting, the Chair may appoint another person to act as secretary of the meeting.

## **ARTICLE FOUR — DIRECTORS**

4.1 Powers of Directors. The activity and affairs of the association shall be exercised by or under authority of the Board of Directors, subject to limitation imposed by the Texas Non-Profit Corporation Act, the Articles of Incorporation, or these bylaws as to actions which require authorization or approval by the members.

4.2 Composition and Number of Directors. The number of directors of this association shall, in no event, be less than seven (7) nor more than nine (9) and the board of directors shall be made up of the following officers: President, First Vice President, Second Vice President, Secretary and Treasurer together with not less than two (2) directors at large, all of the aforesaid directors and officers to be elected by the membership as a whole. The number of directors at large may be increased from time to time by amendment of the bylaws but may not be decreased to less than two at any time.

4.3 Term of Office. The term of office of officers who are members of the board of directors is specified in Section 5.2. The directors at large shall hold all office from January of each year until the following January 1 of the subsequent year.

4.4 Vacancies of the Board of Directors.

(1) Existence. The vacancies in the board of directors, including both officers and directors at large shall exist in the case of the happening of any of the following events:

(a) The death, resignation, or removal of any director;

(b) The authorized number of directors is increased; and

(c) At any annual, regular, or special meeting of the members at which any director is elected, the members fail to elect the full authorized number of directors to be voted for at that meeting.

(2) Declaration of Vacancy. The board of directors may declare vacant any of the positions of director at large or officers of the association if the person filling such position is adjudged incompetent by an order of any court or finally convicted of a felony or a misdemeanor involving moral turpitude, or if within sixty (60) days after notice of election, either she or he does not accept the office in writing or by attending a meeting of the board of directors.

(3) Filling Vacancies by Directors. Vacancies both as to an officer position or a director at large position may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director. Each director at large or officer so elected shall hold office until his or her successor is elected at an annual, regular or special meeting of the members.

(4) Filling Vacancies by members. The member, on due notice, may elect a director at large or an officer at any time to fill any vacancy not filled by the directors. If the board of directors accept the resignation of a director at large or officer tendered to take office at a future time, the board or the membership may elect a successor to take office when the resignation becomes effective.

(5) Reduction of Authorized Number of Directors. A reduction of the authorized number of directors does not remove any director prior to the expiration of his or her term of office.

4.5 Removal of Directors or Officers. Directors at large or officers of the association or any of them may be removed from office by a vote of 2/3 of the members present and voting at any regular or special meeting of the association. Any director at large or officer may be deemed to have resigned from office who absents himself from any of the following: three (3) consecutive regularly scheduled meetings of the membership, or four (4) such meetings during one year; or two (2) successive board meetings, .If any or all directors at large or officers are so removed, new directors at large or officers may be elected at the same meeting.

4.6 Indemnification of Directors and Officers. The board of directors shall authorize the corporation to pay or reimburse any present or former director or officer of the association any

costs or expenses actually and necessarily incurred by him or her in any action ,suit or proceeding to which he or she is made a party by reason of holding such position; provided, however, that he or she shall not receive such indemnification if finally adjudicated therein to be liable for gross negligence or misconduct in office. The indemnification herein provided shall also extend to good faith expenditures incurred in anticipation of or preparation for, threatened or proposed litigation. The board of directors may, in proper cases extend the indemnification to cover the good faith settlement of any such action, suit, or proceeding, whether formally instituted or not.

4.7 Interested Directors At Large or Officers. Any contract or other transaction between the association and any of its directors at large or officers (or any corporation or firm in which any director at large or officer directly or indirectly) shall be valid for all purposes notwithstanding the presence of such director at large or officer at the meeting authorizing such contract or transaction, or the participation of such director at large or officer. The foregoing shall, however, apply only if the interest of each such Director is known or disclosed, in general terms, to the Board of Directors and it shall nevertheless authorize or ratify such contract or transaction by a majority of the Directors present, each such interested Director to be counted in determining whether a quorum is present, but not in calculating the majority necessary to carry such vote.

## **ARTICLE FIVE – OFFICERS**

5.1 Number and Titles. The officers of the association shall be a president, a first vice president, a second vice president, a secretary and a treasurer. The aforesaid officers shall all be members of the board of directors.

5.2 Election. The officers of the association shall be chosen annually at the December meeting and each shall hold office until he or she shall resign, or shall be removed, or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

5.3 Removal and Resignation. Removal of officers shall be governed by the provisions of Section 4.05 herein. Any officer may resign at any time by giving written notice to the board of directors or to the present to secretary of the association. Any such resignation shall take effect at the date of the 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.

5.4 Vacancies. Vacancies in any of the officer positions shall be governed by the provisions of Section 4.04 herein.

## **ARTICLE SIX – DUTIES OF DIRECTORS**

6.1 **President.** The president shall be chief executive officer of the association, and shall, subject to the control of the board of directors, have general supervision, direction, and control of the business and officers of the association, and shall have the general powers and duties of management usually vested in the office of the president of a corporation, and shall have such

other powers and duties as may be prescribed by the board of directors of the bylaws. Within this authority and in the course of his or her duties, the president shall:

(1) Conduct Meetings. Preside at all meetings of the membership, at all meetings of the board of directors, and shall be ex officio a member of all standing committees, including executive committee, if any.

(2) Sign Member Certificates. Sign all certificates of membership, if any, of the corporation, in conjunction with the secretary unless otherwise ordered.

(3) Execute Instruments. When authorized by the board of directors or required by law, execute, in the name of the association, all correspondence, deeds, conveyances, notices, leases, checks, drafts, bills of exchange, warrants, promissory notes, bonds, debentures, contracts, and other papers and instruments in writing, and unless the board of directors shall order otherwise by resolution, make such contracts as the ordinary conduct of the association's business may require.

(4) Meetings of Other Corporations. Unless otherwise directed by the board of directors, attend in person or by substitute appointed by him or the vice president and secretary or second vice president, and act and vote on behalf of the association, at all meetings of the memberships, shareholders, partners, or ventures of any corporation, partnership or venture in which the corporation holds stock or is a partner or venturer.

(5) Appoint Committees. The president may also appoint committees whether as standing committees for the term of his office or as committees charged with special responsibilities and special projects and may further appoint a chairman to oversee functions of such committee. The president shall be an ex officio member of any committee appointed by the president.

6.2 **Vice President**. The duties of the first vice president will be as follows:

(1) In the absence or disability of the president, the first vice president shall perform all the duties of the president and, when so acting, shall have all the powers of and be subject to all of the restrictions on the president.

(2) Shall be also known as the "Program Vice President" and shall have the responsibility of planning the programs for each monthly meeting of the membership including the contacting of and securing speakers for such meetings as may be necessary.

6.3 **Second Vice President**. The second vice president shall have the following duties and responsibilities:

(1) To serve in the absence of the president or first vice president.

(2) To enforce or assist the City of Dallas in enforcing the codes or ordinances or zoning requirements of the City of Dallas and to serve as the liaison between the association and the City of Dallas with respect to city programs in the area of urban rehabilitation.

6.4 **Secretary**. The secretary of the association shall:

(1) **Sign Membership Certificates**. Sign, with the president, or a vice president, certificates for members of the association, if any.

(2) **Attest to Bylaws**. Attest and keep at the principal place of office of the corporation the original or a copy of its bylaws as amended or otherwise altered to date.

(3) **Minutes of Meetings**. Keep at the principal office of the association or such other place as the board may order, a book of minutes of all meetings of its directors and other committees, with the time and place of holding, whether regular or special, and , if special, how authorized the notice thereof given, the names of those present at the directors' meetings, the number of members present or represented at all such meetings and proceedings thereof.

(4) **Sign or Attest Documents and Affix Seal**. Sign or attest such documents as may be required by the law or the business of the association, and keep the corporate seal and affix it to such instruments as may be necessary or proper.

(5) **Notices**. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law. In case of the absence or disability of the secretary or his or her neglect or refusal to act, notice may be given and served by an assistant secretary or by the president or vice president, or by the board of directors.

(6) **Custodian of Records and Seal**. Be custodian of the records and of the seal of the association.

(7) **Member Register**. Keep, at the principal office of the association, a register or duplicate register showing the names of the members and their addresses, the date of issue, and class represented by each outstanding membership and the number and date of cancellation of each membership.

(8) **Reports and Statements**. See that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed.

(9) **Exhibit Records**. Exhibit at all reasonable times, to any director on application, or on written demand of any person who is a member of the association, the bylaws, the share register, if any, and the minutes of the proceedings of the membership and of the board of directors of the association.

(10) **Other Duties**. 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 or her by the board of directors.

(11) **Absence of Secretary**. In case of the absence or disability of the secretary, or his or her neglect or refusal to act, the treasurer, acting as assistant secretary, may perform all the functions of the secretary. In the absence or inability to act, or neglect or refusal to act, of the secretary, and the treasurer, any person thereunto authorized by the president, vice president or board of directors may perform the functions of the secretary.



6.5 **Treasurer**. The treasurer of the association shall:

(1) **Funds, Custody and Deposit**. Have charge and custody of , and be responsible for, all funds and securities of the association, and deposit all such funds in the name of the association in such banks, trust companies, or other depositories as shall be selected by the board of directors.

(2) **Funds, Receipt**. Receive, give receipt for, moneys due and payable to the association from any source whatsoever.

(3) **Funds, Disbursements**. Disburse, or cause to be disbursed, the funds of the association, as may be directed by the board of directors, taking proper vouchers for such disbursements.

(4) **Exhibit Records**. Exhibit, at all reasonable times, to any director or person who is a member in good standing, the books, ledgers, and any other financial information pertaining to the association.

(5) **Report to President and Directors**. Render to the President and directors, whenever they or either of them request it, an account of all his or her transactions as treasurer and of the financial condition of the association.

(6) **Financial Report to Members**. Prepare, or cause to be prepared, and attest or certify, to the financial statements to be included in the annual report to members.

(7) **Other Duties**. In general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the board.

(8) **Absence of the Treasurer**. In case of the absence or disability of the Treasurer, or his or her neglect or refusal to act, the secretary acting as assistant treasurer, may perform all of the functions of the treasurer. In the absence or inability to act, or refusal to act, of the treasurer or secretary, any person thereunto authorized by the president or vice president or by the board of directors may perform the functions of the treasurer.

## **ARTICLE SEVEN – EXECUTION OF INSTRUMENTS & DEPOSIT OF FUNDS**

7.1 **Authority for Execution of Instruments**. The board of directors, except as otherwise provided in these bylaws, may authorize any officer, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, permitted by law, and such authority may be general or confined to specific instances, and , unless so authorized, no officer or agent 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.

7.2 **Execution of Instruments**. Unless otherwise specifically determined by the board of directors, or otherwise required by law, formal contracts of the association, promissory notes, deeds, conveyances, deeds of trust mortgages and other evidences of indebtedness of the association, and other association instruments or documents, and certificates of shares of stock

owned by the association, shall be executed, signed or endorsed by the president or any vice president and by the secretary or treasurer, and may have the association seal affixed thereto.

### 7.3 Bank Accounts and Deposits.

(1) Bank Accounts. All funds of the association shall be deposited from time to time to the credit of the association with such banks, trust companies, or other depositories as the board of directors may select, or which may be selected by any officer, agent or agents of the association to whom such power may be delegated from time to time by the board of directors.

(2) Endorsement Without Countersignature. Endorsement for deposit to the credit of the association in any of its duly authorized depositories may be made without countersignature by the president or vice president or treasurer or any assistant treasurer, or by any officer or agent of the association to whom the board of directors, by resolution, shall have delegated such power, or by hand stamped impression in the name of the association.

(3) Signing of Checks, Draft and Notes. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, used in the name of, or payable to, the association shall be signed or endorsed by such person or persons in such manner as shall be determined from time to time by resolution or resolutions of the board of directors.

## **ARTICLE EIGHT – ASSOCIATION RECORDS, REPORTS AND SEAL**

8.1 Minutes of the Association Meetings. The association shall keep at the principal office, or at such other place as the board of directors may order, a book of minutes of all meetings, and of all its members, with the time and place of holding, whether regular or special, the names of those present at the directors' meetings, and number of members present at the shareholders' or members' meetings, and the proceedings thereof.

8.2 Books of Account. The association shall keep and maintain adequate and correct accounts of its property and financial transactions.

8.3 Membership Register. The association shall keep, in its secretary's possession, a current list of its voting membership showing names, addresses and dates of commencement and expiration of current memberships, which memberships shall expire December 31st of each year unless otherwise provided.

8.4 Use of Membership Register. The association's membership lists or membership register cannot be used for any other commercial or political purpose without the express approval of the board of directors under the terms and conditions of a general nature to protect privacy thereof and to avoid thereby involving the association in any political action.

8.5 Fiscal Year. The fiscal year of the association shall be the calendar year.

8.6 Seal. The board of directors may adopt, use and thereafter alter, the association seal.

**ARTICLE NINE – AMENDMENT TO THE BYLAWS**

9.1 By Membership. Unless expressly restricted or prohibited by the articles of incorporation as they now exist or may hereafter be amended, bylaw of the association may be altered, amended or repealed, by the vote or written assent of members entitled to exercise a two thirds majority of the voting power of the association, except where a greater number is required by law and provided that such bylaws so adopted or amended are not in conflict with the articles of incorporation as they now exist or may hereafter have been amended, or be altered, amended, or repealed, given to the membership at a regular meeting or special meeting, same to be voted on at the next regular meeting, but in no event within 30 days of proposal being submitted to the membership.

9.2 Actions Presumed to Constitute Amendments. Any action taken by the membership which is taken fairly and in good faith, and which action such body had the power to take under the law, the articles of incorporation as then existing, and which is taken unanimously or by a sufficient majority to effect a valid amendment, alteration or repeal of these bylaws in the premises, shall not be deemed improper or invalid because of any conflict with these bylaws, but shall be presumed to have effected an amendment or alteration of the relevant portion hereof. The secretary should note such amendment with these bylaws and their index.

ADOPTED BY THE MEMBERSHIP AT ITS REGULAR MEETING ON THE

\_\_\_\_\_ DAY OF \_\_\_\_\_, 1999.