

**BYLAWS  
OF  
CHAPEL HILL ADDITION  
HOMEOWNERS' ASSOCIATION, INC.**

**ARTICLE I**

*DEFINITIONS*

Each of the following words when used in these Bylaws, unless a different meaning or intent clearly appears from the context, shall have the following meaning:

- (a) **Association** shall mean Chapel Hill Addition Homeowners' Association, Inc., a non-profit corporation organized pursuant to the Texas Non-Profit Corporation Act.
- (b) **Board of Directors** or **Board** shall mean the governing body of the Association, elected pursuant to these Bylaws of the Association.
- (c) **Covenants and Restrictions** shall mean and refer to that certain document entitled **Covenants and Restrictions** shall mean and refer to that certain document entitled (I) "Declaration Of Covenants, Conditions And Restrictions For The Lots In Chapel Hill Phase One," dated January 20, 1986, as recorded in Volume 87103, page 2218 of the Deed Records of Dallas County, Texas, (II) that certain document entitled "Amendment Number One To Declaration Of Covenants, Conditions And Restrictions For Lots In Chapel Hill Phase One," dated August 7, 1987 in Volume 87157, page 1666 of the Deed Records of Dallas County, Texas, as the same may be amended or supplemented from time to time as provided therein.
- (d) **Lot** shall mean and refer to a platted lot upon which a single-family residence has been constructed within Lot 1 Block 1, Lots 8 through 15 of Block 4, Lots 1 through 13 of Block 5, Lots 1 through 27 of Block 6, Lots 10 through 42 of Block 7, Lots 11 through 36 of Block 8, Lots 26 through 39 of Block 9, and Lots 1 through 27 of Block 10, of Chapel Hill Phase One, an Addition to the City of DeSoto, Texas, according to the plat thereof recorded in Volume 86173, Page 4160 of the Map Records of Dallas County, Texas and referred to in the Covenants and Restrictions.
- (e) **Member** shall mean and refer to an Owner of a Lot who resides in the single-family residence constructed on such Lot and who has satisfied the requirements for membership in the Association as specified herein, and shall also mean and refer to the spouse and all children under twenty-one years of age of such Owner who also reside in such residence.



- (g) to otherwise promote the health, safety and welfare of the residents within the Community and any additions thereto as may hereafter be brought within the jurisdiction of this Association; and
- (h) to have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise.

The Association shall not have the power, and it shall not be the Association's purpose, to borrow money.

## ARTICLE IV

### MEMBERSHIP

Section 1. **Membership.** Every Owner shall have the right to become a Member of the Association and thereupon shall be entitled to all rights of the Members, as herein provided, subject, however, to the terms and provisions hereof. The interest of a Member in the Association may not be assigned, hypothecated or transferred in any manner whatsoever.

Section 2. **Financial Aspect of Membership.** Membership and/or the rights thereof are subject to the payment of any initiation fees and annual and special dues levied by the Association as determined by the Board of Directors from time to time. To become a Member, each Owner shall be required to pay any initiation fee, annual dues and other dues levied by the Association to Members at such time. After payment thereupon, the Owner shall become a Member in good standing and shall be entitled to all benefits of the Association. In the event an Owner becomes a Member after [November 1st] of any fiscal year, such Member's annual dues shall be one-half of the amount thereof otherwise applicable.

Section 3. **Suspension of Rights, Termination of Membership.** During any period in which a Member shall be in default in the payment of any annual or special dues levied by the Association, the voting rights and any rights of such Member as an officer or director of the Association may be suspended by the Board of Directors until such dues have been paid. An Owner's membership shall automatically be terminated in the event (a) any annual or special dues owed by such Owner are in arrears for one hundred twenty (120) days, or (b) ninety percent (90%) of the Members shall vote in favor of such termination.

## ARTICLE V

### BOARD OF DIRECTORS; SELECTION TERM OF OFFICE

Section 1. **Number; Qualifications.** The affairs of the Association shall be managed by a Board of Directors consisting of not more than fifteen (15) nor less



Section 1. **Place of Meeting.** Except as may be provided herein, meetings of the Board of Directors, regular or special, may be held wherever the Board may determine from time to time.

Section 2. **First Meeting.** The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the Members at their annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, providing a quorum is present. In the event of the failure of the Members to fix the time and place of such first meeting of the newly elected Board of Directors, or in the event such meeting is not held at the time and place so fixed by the Members, the meeting shall be held at such time and place as shall be specified in a notice given as hereinafter provided for a special meeting of the Board of Directors, or as shall be specified in a written waiver signed by all of the directors.

Section 3. **Regular Meetings.** Regular meetings of the Board of Directors (in addition to the first meeting provided in Section 2 above) may be held without notice, on such date and at such place and hour as may be fixed from time to time by resolution of the Board. Should the day so fixed be a legal holiday, then the meeting shall be held at the same time on the next day not a legal holiday.

Section 4. **Special Meetings.** A special meetings of the Board of Directors may be called by the president and shall be called by the secretary on the written request of two directors. Notice of a special meeting of the Board of Directors (including the place and hour of such meeting) shall be given to each director at least three (3) days before the date of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 5. **Quorum.** A majority of the directors shall constitute a quorum for the transaction of business and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

## ARTICLE VII

### *NOMINATION AND ELECTION OF DIRECTORS*

Section 1. **Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting of Members. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors sufficiently prior to each annual meeting of the Members at



## *COMMITTEES OF THE BOARD OF DIRECTORS*

The Board of Directors, by resolution adopted by a majority of the Board, may designate two (2) or more Members of the Association to constitute special committees of the Board of Directors, which committees, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors within its field of responsibility, except when the action of the Board of Directors is required. A majority of the committee members shall be members of the Board of Directors. Vacancies in the membership of a committee shall be filled by the Board of Directors at a regular or special meeting of the Board. The committees shall keep regular minutes of their proceedings and report the same to the Board when requested.

## **ARTICLE X**

### *OTHER COMMITTEES*

The president may, from time to time, designate one (1) or more Members of the Association to constitute special committees of the Association (as opposed to special committees of the Board of Directors) to accomplish specific purposes or perform specific tasks as determined by the president. Such committees, however, shall not have and may not exercise the authority of the Board of Directors, president or any other officer of the Association. [Such committees may include, without limitation, the following: Bylaws, newsletter, membership/directory, social, civic interest, school district liaison, beautification and security.]

## **ARTICLE XI**

### *MEETINGS OF MEMBERS*

**Section 1. Place of Meetings.** Meetings of the Members, special and annual, shall be held at such location as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

**Section 2. Annual Meeting.** A regular annual meeting of Members shall be held on the [second Tuesday of September] in each year commencing with the year 1994. The date of the annual meeting may be changed from time to time by a resolution duly adopted by the Board of Directors of the Association.

**Section 3. Special Meetings.** Special meetings of the Members shall be called by the president and shall be called by the secretary upon written request of two (2) directors or Members entitled to cast one-fourth (1/4th) of the votes of the Association.

**Section 4. Notice.** Written notice of the organizational meeting, each annual meeting, and each special meeting of the Members, specifying the date, hour and



notice is given of a meeting, make a complete list of the Members entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, showing the address of each such Member and the number of votes that each such Member is entitled to vote at the meeting, which list shall be kept on file at the principal office of the Association and shall be subject to inspection by any Member at any reasonable and mutually convenient time. 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.

**Section 11. Record Date.** The Board of Directors may fix in advance a date, not exceeding sixty (60) days preceding the date of any meeting of Members, as a record date for the determination of the Members entitled to notice of, and to vote at, such meeting and any adjournment thereof, and the Members and only the Members as are Members of record on the date so fixed shall be entitled to notice of, and to vote at, such meeting and any adjournment thereof, notwithstanding any change of membership on the books of the Association after such record date.

**Section 12. Action without Meeting.** Any action required to be or which may be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Members entitled to vote with respect to the subject matter thereof. Any action so approved shall have the same effect as though taken at a meeting of the Members.

## ARTICLE XII

### NOTICES

**Section 1. Delivery.** Any notice to a director or Member shall be in writing and delivered personally or mailed to the director or Member addressed to the director or Member at the address of his Lot, or at such other address as may be given in writing to the Association by the director or Member. Notice by mail shall be deemed to be given at the time when deposited in the United States Mail addressed to the director or Member, with postage thereon prepaid. Notice to directors may also be given by any other means that insures receipt of actual notice.

**Section 2. Waivers.** Whenever any notice is required to be given to any Member or director by law, the Articles of Incorporation, or the Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**Section 3. Attendance at Meetings.** Attendance of any Member or director at a meeting shall constitute a waiver of notice of such meeting, except when a Member or director attends a meeting for the express purpose of objecting to the



(a) The president shall be the chief executive officer of the Association, shall preside at all meetings of the Members and the Board of Directors, shall have general and active management of business of the Association, and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall designate any special committees of the Association and appoint their members. The president, together with the treasurer, shall have the power to co-sign checks for the payment of bills of the Association which have been previously approved in accordance with these By-laws. All expenditures exceeding [\$50.00] for any one cause, item or group of related items arising during any one calendar month are subject to the prior approval of the Board of Directors.

### **The Vice Presidents**

(b) The vice presidents in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president. They shall perform such other duties and have such other powers as the Board of Directors shall prescribe.

### **The Secretary and Assistant Secretaries**

(c) The secretary shall attend all meetings of the Board of Directors and all meetings of the Members and record all the proceedings of the meetings of the Board of Directors and of the Members in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He or she shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he or she shall be. He or she shall keep in safe custody the seal of the Association and, when authorized by the Board of Directors, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his or her signature or by the signature of the treasurer or an assistant secretary.

(d) The assistant secretaries in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

### **The Treasurer and Assistant Treasurers**

(e) The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors.



## **ARTICLE XVI**

### ***ADOPTION AND AMENDMENTS***

These Bylaws shall become effective upon adoption by the Board of Directors and ratification by Members entitled to cast two-thirds (2/3rd) of the votes of the Members of the Association. These Bylaws may be amended, at a regular or special meeting of the Members or directors, by a vote of the Members or directors, as the case may be, entitled to cast a majority of the votes of a quorum of the Members or directors present in person or by proxy; provided, that no amendment shall be made which would cause these Bylaws to be in conflict with the terms or provisions of the Articles of Incorporation of the Association.

## **ARTICLE XVII**

### ***CONFLICTS***

In the case of any conflict between or among the Texas Non-Profit Corporation Act (the "Act"), the Articles of Incorporation of the Association and/or these Bylaws, the Act shall control over the Articles of Incorporation and these Bylaws and the Articles of Incorporation shall control over these Bylaws.

## **ARTICLE XVIII**

### ***FISCAL YEAR***

[The fiscal year of the Association shall commence on the 1st day of May of each calendar year and shall terminate on the 30th day of April of each calendar year.]

## **ARTICLE XIX**

### ***GENERAL DUTIES***

Each and every director, officer and committee member of the Association shall use his or her best efforts to act at all times in the best interests of the Association and to further the legitimate desires of a majority of the Members. In the event any such person's political, commercial or other interests conflict with the best interests of the Association and its Members, such conflict shall be disclosed to the Board of Directors who shall thereupon take any action they deem necessary or appropriate to safeguard the interests of the Association and its Members.

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The undersigned, being the Secretary of the Association, does hereby certify that the foregoing Bylaws of said Association are a true and correct copy of the Bylaws of the Association unanimously approved and adopted by the Members of the Association on the \_\_\_ day of September, 1994.

Name: \_\_\_\_\_  
Secretary