# BY-LAWS

# OF

# RIDGELINE TOWNHOMES AT CARROLLTON OWNERS' ASSOCIATION, INC.

(A Texas Non-Profit Corporation)

## ARTICLE I

## PROPERTY LOCATION

1.1 LOCATION. The words "the Property" as used in these By-Laws shall be deemed to mean the following described real property situated in Dallas County, Texas:

RIDGELINE TOWNHOMES AT CARROLLTON

Being all of Ridgeline Garden Apartments, an Addition to the City of Carrollton, Dallas County, Texas, according to plat recorded in Volume 82215, Page 2027, Deed Records of Dallas County, Texas.

## ARTICLE II

## NAME AND PRINCIPAL OFFICE

2.1 NAME AND ADDRESS. The name of this Corporation shall be RIDGELINE TOWNHOMES AT CARROLLTON OWNERS' ASSOCIATION, INC. (hereinafter called "Corporation" or "Association"). Its principal office shall be located at Executive Plaza, 10th Floor, 210 W. Sixth Street, Fort Worth Texas 76102

## ARTICLE III

## PURPOSES, POWERS AND RIGHTS

3.1 PURPOSES. The purposes for which this Corporation is formed are the civic and social benefit and betterment of the residents and property owners of RIDGELINE TOWNHOMES AT CARROLLTON, Planned Unit Development, which purpose are more specifically described as follows:

leges and to perform all of the duties and obligations of the Corporation as set forth in the Condominium Declaration and Restrictions for RIDGELINE TOWNHOMES (the "Declaration") Planned Unit Development;

b. To affix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration referred to hereinabove; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Corporation;

c. To acquire by gift or purchase or to otherwise own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of this Corporation, subject to the limitations of the Declaration;

d. To borrow money, to mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, subject to the limitations of the Declaration;

e. To provide for services such as garbage and rubbish collections and disposal;

f. To provide safety or police patrols, if determined necessary;

g. To maintain streets, street lights, sidewalks, traffic controls and landscaping;

h. To provide control of insects, rodents and animals;

i. To provide maintenance of drainage facilities;

j. To provide maintenance and upkeep of Townhome exteriors as provided in the Declaration;

k. To provide any activity necessary for the mutual benefit of resident Owners, and to have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation laws of the State of Texas, by law, may now or hereafter exercise.

ARTICLE IV

REGISTERED OFFICE AND AGENT

4.1 OFFICE AND AGENT. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent, whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE V

MEMBERSHIP, VOTING RIGHTS, MEETINGS AND ASSESSMENTS

5.1 MEMBERSHIP. Every person or entity who is a Record Owner of a fee or undivided fee interest in any Unit which is subject, by covenants of record, to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may be separated from any ownership of any Unit which is subject to assessment by the Association. Ownership of such Unit shall be the sole qualification for membership. Any mortgagee or lienholder who acquires title to any Unit which is a part of the Property, through judicial or non-judicial foreclosure or by a deed in lieu of foreclosure, shall be a Member of the Association.

5.2 VOTING RIGHTS. The Association shall have one class of voting membership. Each record Owner of a Unit shall be entitled to cast one vote per Unit, which vote will be weighted to equal the proportionate share of ownership of the Unit Owner in the Common Elements. Voting shall not be split among more than one Unit owner.

5.3 ANNUAL MEETINGS. The annual meeting of the owners shall be held on the third Tuesday of September of each year, commencing with the year 1982, if not a legal holiday, and if a legal holiday, then on the next succeeding business day, for the purpose of electing Directors (after the term of office of the initial Board of Directors or the successors to the initial Board of Directors has terminated), and for the transaction of any and all such other business which may be brought before or submitted to the meeting. All annual meetings of the Members shall be held at EXECUTIVE PLAZA BLDG., ~~Hurst~~ Euless, Texas, unless otherwise determined by the Board of Directors. No notice of the annual meetings shall be necessary.

5.4 SPECIAL MEETINGS. Special meetings of the Members shall be held at the office of the Association at EXECUTIVE PLAZA BLDG. 2101 E. 16TH, Carrollton, Texas, or at such other places as may be designated in the notice of, waiver, or waivers of notice of the respective meetings. Special meetings of the Members may be called by the President or by a Vice President or by a majority of the Directors or by a majority vote of all the Members. Written notice of each special meeting shall state the time and place thereof and indicate briefly the purpose or purposes thereof. Notice may be sent by mail or telegram or may be delivered by the Secretary, the President, Vice President or Assistant Secretary, directly to the Members of the Corporation and all holders of first liens on the property at their respective addresses, as shown by the records of the Corporation, at least ten (10) and not more than fifty (50) days prior to the date set for the holding of the meeting. Unless otherwise indicated in the notice or waiver or waivers of notice thereof, any and all business may be transacted at any annual or special meeting of the Members. However, no vote to (i) change the assessment provisions of Article V of the Condominium Declaration and Restrictions, (ii) discontinue professional management of the Property and assume self-management by the Association, or (iii) approve, modify, accept or otherwise affect or reject any plan of condemnation of the Property shall be effective until all lienholders have been notified of said vote and given a period of thirty (30) days in which to contact the Owners or the Association and suggest alternatives or changes in the Association's plans.

5.5 QUORUM. Those persons or entities holding a majority of the total votes, either in person or by proxy, shall consitute a quorum for all purposes at any meeting of the Members. If the number of Members necessary to constitute a quorum at any annual or special meeting is not present in person or by proxy, the Members may adjourn such meeting from time without notice, other than by announcement at the meeting, until the transaction of any and all business submitted or proposed to be submitted to such meeting or any adjournment or adjournments thereof shall have been completed. At any such adjourned meeting at which a quorum may be present, in person or by proxy, any business may be transacted which might have been transacted at the meeting as originally noticed or called.

5.6 ASSESSMENT CHANGES. Notwithstanding any other provisions of these By-Laws, any motion to (i) raise the annual assessments according to the terms of Article V, Paragraph 5.4 b of Declaration, or (ii) to make a Special Assessment for capital improvements as provided in Article V, Paragraph 5.6 of the Declaration, must be approved in writing by Members entitled to cast two-thirds (2/3) of the votes of the Association.

5.7 PRESID. ; OFFICER. The Pres ent of the Corporation, or in .is absence, a Vice Pr. ident of the Corporation, shall call the Member meetings to order and, in addition, shall act as Chairman. In the absence of the President and a Vice President of the Corporation, the Members present may appoint a Chairman. The Secretary of the Corporation, or in his absence, an Assistant Secretary, shall act as Secretary of all meetings of the Members, but in the absence of the Secretary and an Assistant Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

5.8 VOTING. At all meetings of Members, all questions, except those expressly governed by statute, the Charter of the Corporation, these By-Laws or the Declaration shall be decided by a simple majority of the votes of the Members present in person or by proxy at a meeting duly called with a quorum present. All voting shall be by voice, except that, upon the determination of the presiding officer of any meeting or upon the demand of any Member or his proxy, voting may be by secret ballot. Each ballot shall be signed by the Member voting or by his proxy. Cumulative voting for Directors is expressly prohibited. All voting shall be by Members in person or by proxy as allowed by statute.

5.9 INFORMAL ACTION. The Corporation may act, with or without a meeting, on any issue on which a vote of the members is required by obtaining the written consent of members having the requisite majority of all outstanding votes of Members of the Corporation.

## ARTICLE VI

## BOARD OF DIRECTORS

6.1 POWERS. The business and property of the Corporation shall be managed and controlled by the Board of Directors and shall be subject to the restrictions imposed by law, by the Articles of Incorporation of this Corporation, by these By-Laws, and by the Declaration. The Board of Directors may exercise all of the powers of the Corporation.

6.2 NUMBER AND TENURE. The number of Directors initially shall be three. The Board of Directors may, by majority vote of its own Members, increase the Board to five members. The initial Board of Directors as set forth in the Articles of Incorporation shall serve for the terms as set out in said Articles of Incorporation. Upon the expiration of a Director's term, a successor shall be elected for a term of one year at the annual meeting of the Members of the Corporation. Each director shall be elected to hold office and serve for one year or until his successor shall be

elected, and shall ( .y qualify. Any Director .ay be removed from the Board for cause, by a majority of the votes entitled to be cast by those Members present in person or represented by proxy at a meeting of the Members at which a quorum is present. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor. The Directors need not be Members of this Corporation.

6.3 PLACE OF MEETINGS. The Directors may hold their meetings and have offices and keep the books of the Corporation, except as otherwise provided by statute, at the office of the Corporation.

6.4 COMPENSATION. No Director shall receive compensation for any service he may render to the Corporation. However, any Director may be reimbursed for his actual reasonable expenses incurred in the performance of his duties.

6.5. FIRST MEETING. At the first meeting of the Board of Directors in each year at which a quorum is present, the Board of Directors shall proceed to the election of the officers of the Corporation. No notice or waiver of notice of any such first meeting shall be required or necessary if it is held immediately after either the annual meeting or the adjourned annual meeting of the Members, and any and all business of any nature or character may be transacted at such first meeting.

6.6 REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at such time and place as shall be designated, from time to time, by resolution of the Board of Directors. Notice of such regular meetings shall not be required.

6.7 SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held whenever called by the President, Vice President, Secretary or a majority of the Directors in office. Notice of each special meeting shall be given by any officer of the Corporation by telegraph, mail, telephone or personal delivery to each Director at his residence or usual place of business at least two (2) days prior to the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. At any meeting at which every Director shall be present, even though without any notice, any business may be transacted.

6.8 QUORUM. The majority of the Directors then in office shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there

is less than a quorum present, the majority or those present may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until a quorum is present or in attendance thereat. The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, except as otherwise provided by law, the Charter of the Corporation, these By-Laws, or the Restrictions.

6.9 ORDER OF BUSINESS AND PRESIDING OFFICER. At the meetings of the Board of Directors, business shall be transacted in such order as from time to time the Board of Directors may determine. At all meetings of the Board of Directors the President shall preside, and in the absence of the President, a Chairman shall be chosen from the Directors present. The Secretary of the Corporation shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

6.10 DIRECTOR CONFLICTS. No Director or Officer of the Corporation shall be required to devote his time or render services exclusively to the Corporation. Each Director and Officer of the Corporation shall be free to engage in any and all other businesses and activities either similar or dissimilar to the business of the Corporation without liability to this Corporation. Likewise, each and every Director and Officer of the Corporation may become a Director or Officer of any other corporation or corporations, entity or entities, whether or not the purposes of the other corporation conflict with the business or activities of this Corporation, without breach of duty to this Corporation or its Members or without liability of any character or description to the Corporation or its Members. No contract or other transaction of this Corporation shall ever be affected by the fact that any Director or Officer of the Corporation is interested in, or connected with any party to such contract or transaction, or is a party to such contract or transaction, provided that such contract or transaction shall be approved by a majority of the disinterested Directors present at a meeting of the Board of Directors at which such contract or transaction shall be authorized or confirmed.

## ARTICLE VII

## OFFICERS AND DUTIES

7.1 OFFICERS. The officers of the Corporation shall consist of a President (who shall be a Director), one (1) or more Vice Presidents, a Treasurer, a Secretary and such other officers, including, but not limited to, one (1) or more

Assistant Secretary and one (1) or more Assistant Treasurers, as the Board of Directors may from time to time elect or appoint. Any two (2) or more offices may be held by the same person, except the office of President and Secretary. All officers shall be subject to removal, with or without cause, at any time, by a vote of a majority of the whole Board of Directors. A vacancy in the office of any officer shall be filled by a vote of a majority of the Directors then in office.

7.2 PRESIDENT. The President, subject to the control of the Board of Directors, shall be in general charge of the affairs of the Corporation in the ordinary course of its business. He shall preside at all meetings of the Members and of the Board of Directors. He may when authorized to do so by the Board of Directors make, sign and execute all deeds, conveyances, assignments, bonds, contracts and other obligations and any and all other instruments and papers of any kind or character in the name of the Corporation; and he shall do and perform such other duties as may from time to time be assigned to him by the Board of Directors.

7.3 VICE PRESIDENT. Each Vice President shall have the usual powers and duties pertaining to his office including the power to act as President in his absence and such other powers and duties as may be assigned to him by the Board of Directors. Any action taken by the Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

7.4 TREASURER. The Treasurer shall have custody of all the funds and securities of the Corporation. When necessary or proper, he may endorse on behalf of the Corporation for collection checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated in the manner described by the Board of Directors. He may sign all receipts and vouchers for payments made to the Corporation, either alone or jointly as designated by the Board of Directors. Whenever required by the Board of Directors, he shall render a statement of his cash account, and he shall enter or cause to be entered regularly on the books of the Corporation kept by him for that purpose a full and accurate account of all monies received and paid out on account of the Corporation. He shall at all reasonable times exhibit his books and accounts to any Director of the Corporation or any first lienholder or its designee during business hours. He shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors and, if required by the Board of Directors, give a bond for the faithful discharge of his duties in such form as the Board of Directors may require.

7.5 ASSISTANT TREASURER. Each Assistant Treasurer shall have the usual powers and duties pertaining to his office, together with such other powers and duties as may be assigned to him by the Board of Directors. The Assistant Treasurer shall exercise the powers of the Treasurer during that officer's absence or inability to act.

7.6 SECRETARY. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Members in books provided for that purpose. He shall attend to the giving and serving of all notices and he may sign with the President or a Vice President in the name of the Corporation all contracts, conveyances, transfers, assignments, authorizations and other instruments of the Corporation and affix the seal of the Corporation thereto. However, his signature to any such document shall not be required, nor shall the Corporation seal be required on such document. He shall have charge of and maintain and keep such books and papers as the Board of Directors may direct. These books and papers shall be open to inspection by any Director, Member of the Association or any holder of a first mortgage on any Unit during normal business hours. He shall, in general, perform all duties incident to the Office of Secretary subject to the control of the Board of Directors.

7.7 ASSISTANT SECRETARY. Each Assistant Secretary shall have the usual powers and duties pertaining to the office, together with such other powers and duties as may be assigned to such officer by the Board of Directors. The Assistant Secretaries shall exercise the powers of the Secretary during that officer's absence or inability to act.

## ARTICLE VIII

## BOARD RESPONSIBILITIES

8.1 AUTHORIZED AGENTS. The Board of Directors, except as otherwise provided herein, may authorize any one or more officers or agents to act in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, or do such other things as the Board may from time to time direct and such authority may be general or confined to specific instances. However, unless so authorized by the Board of Directors or expressly authorized by the By-Laws, no officer or agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable in any manner.

8.2 LOANS. No loan shall be contracted on behalf of the Corporation, and no negotiable paper shall be issued in its name unless authorized by the Board of Directors.

8.3 PAYMENTS. All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes and other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

8.4 CORPORATE FUNDS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select. For the purpose of such deposits, any officer, agent or employee delegated by the Board of Directors shall have the power to endorse, assign, and deliver for deposit, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

8.5 FINANCIAL STATEMENTS. The Board of Directors, within ninety (90) days of the fiscal year end, shall cause to be prepared, and shall make available to any Owner or first mortgage holder, annual audited financial statements of the Corporation.

## ARTICLE IX

## CORPORATE MATTERS

9.1 FISCAL YEAR. The fiscal year of the Corporation shall end at midnight on December 31 of each calendar year.

9.2 CORPORATE SEAL. The seal of the Corporation shall be circular in form and have inscribed thereon the name of the Corporation.

9.3 NOTICE. Whenever any notice whatever is required to be given under the provisions of these By-Laws, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed, post-paid wrapper addressed to the person entitled thereto at his post office address, as it appears on the books of the Corporation, and such notice whether before or after the time stated therein shall be deemed equivalent to notice.

9.4 DIRECTOR AND OFFICER RESIGNATIONS. Any Director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified

therein; or, if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of the resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

## ARTICLE X

## INDEMNIFICATION

10.1 INDEMNIFICATION OF OFFICERS AND PERSONNEL. Except to the extent that such liability or damage or injury is covered by insurance proceeds, the Board of Directors may authorize the Association to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against, a present or former Director, officer, committee member or employee of the Association in an action brought by a third party against such person, whether or not the Association is joined as a party defendant, to impose a liability or penalty on such person while a Director, officer, committee member or employee; provided, the Board of Directors determines in good faith that such Director, officer or employee was acting in good faith within what he reasonably believed to be the scope of his employment or authority and for a purpose which he reasonably believed to be in the best interests of the Association or its Members. Payments authorized hereunder include amounts paid and expenses incurred in settling any such action or threatened action. The provisions of this Paragraph shall apply to the estate, executor, administrator, heirs, legatees or devisees of a Director, officer, committee member or employee, and the terms "person" where used in the foregoing Paragraph shall include the estate, executor, administrator, heirs, legatees or devisees of such person.

10.2 LIMITATIONS. Notwithstanding the provisions of the preceding Paragraph, no person shall be entitled to indemnification pursuant thereto in relation to any matter in which indemnification is not permitted by law.

## ARTICLE XI

## AMENDMENTS

11.1 REQUIREMENTS. These By-Laws may be amended by a written vote of two-thirds (2/3) of the votes entitled to be cast by the Members of the Corporation at any annual or special meeting of the Members.

11.2 CONFLICTS. Nothing herein shall authorize the Members of the Board to alter or amend any of the By-Laws in conflict with the provisions of the Declaration applicable to the Property.

11.3 DEFINITION The words "amend" and " ended" shall be broadly interpreted to include alterations, modifications, additions and repeal, in whole or in part. The terms used in these By-Laws, to the extent they are defined in said Declaration shall have the same definition as set forth in the Condominium Declaration and Restrictions for RIDGELINE TOWNHOMES, as the same may be amended from time to time, and recorded in the Office of the County Clerk of Dallas, County, Texas.

The By-Laws adopted by the Board of Directors of the Corporation at the first meeting of the Board of Directors held in Carrollton, Texas, on the 9 day of ~~February~~ MARCH, 1983.

Secretary

President