

J.J. PEARCE ADDITION HOMEOWNERS' ASSOCIATION, INC.

A NON PROFIT CORPORATION

BY-LAWS

**ARTICLE I
NAME**

1.01 Name The name of this organization shall be the J.J. PEARCE ADDITION HOMEOWNERS' ASSOCIATION, INC.

**ARTICLE II
NOT FOR PROFIT**

2.01 Not for Profit The J.J. PEARCE ADDITION HOMEOWNERS' ASSOCIATION, INC. shall be a non-profit corporation organized under the laws of the State of Texas and the Texas Non-Profit Corporation Act.

**ARTICLE III
OFFICES**

3.01 Principal Offices The principal office of the Corporation in the State of Texas shall be located in the City of Richardson, Dallas County. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time. The office of the organization is the home of the then current President of the Association.

3.02 Registered 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 office may be, but need not be, identical with the principal office of the Corporation 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 IV DEFINITIONS

The following definitions shall be employed in answering questions pertaining to these by-laws and in resolving all disputes arising from attempts to interpret these by-laws:

4.01. **ASSOCIATION** The term "Association", "the Association", "Associations" or "Corporation" shall mean the J. J. Pearce Addition Homeowners' Association, Inc.

4.02. **GENDER** For the purposes of these by-laws, the use of the male gender personal pronoun shall be interpreted as meaning either the male or female.

4.03. **HOMEOWNER** Homeowner is herewith defined as any resident household. A resident does not need to hold legal title to his residence property.

4.04. **MEMBER IN GOOD STANDING** A member in Good Standing shall be any member of the J.J. Pearce Addition Homeowners' Association, Inc. who has fully complied with the financial Aspects of Membership as defined in Article 4.03 of these by-laws.

4.05. **ALL GENERAL MEMBERSHIP MEETINGS** The term used to incorporate the phrases "Regular Meeting of the General Membership" and "Special Meeting of the General Membership".

ARTICLE V MEMBERS

5.01 Eligibility for Membership The Association shall have one (1) class of members. A Homeowner, as defined in Article IV, within the J.J. Pearce Addition subdivision shall be eligible for active membership without regard to race, gender, marital status, disability, color, national heritage or religious affiliation. When said Homeowner becomes a member of the Association, the spouse and any dependents or other persons over the age of 18 residing in the household shall automatically become members and shall retain eligibility to vote and participate in the activities and offices of the Corporation as defined herein as long as the Homeowner remains a member in good standing.

5.02 Boundaries of the Subdivision Eligibility for membership is limited to households of the J.J. Pearce Addition subdivision and Richardson Heights Estates North 6th Installment Subdivision. Said subdivision is defined as bounded by Coit Road, Campbell Road, North side of Melrose Drive west from Cheyenne Drive, North Cheyenne Drive to Huntington, and also Edith Circle, Lilac Court and Violet Place.

5.03 Financial Aspects of Membership The Board of Directors may from time to time determine the amount of initiation fee, if any, and the annual dues payable to the Association by its members. To become a member, each eligible household shall be required to pay the yearly dues and initiation fee. Upon payment of these amounts, the Homeowner, the spouse, any dependents or other persons over the age of 18 residing in the household shall become members in good standing and shall be entitled to all benefits of the Association.

A new member will have his annual dues prorated to the month his application for membership is accepted.

5.04 Termination of Membership To continue an established membership, each Homeowner shall be required to pay the yearly dues on or before the first General Membership Meeting of the fiscal year. Any Homeowner with dues in arrears for a period of seventy-five (75) days shall automatically cease to be a member. Reinstatement of membership is accomplished by paying the full year's dues and fees. The board of Directors, by affirmative vote of two-thirds (2/3) of the Board, may suspend or terminate a member for cause, after an appropriate hearing before the Board. The Board of Directors may, by a majority vote of the Board present at any regular or special Board meeting, terminate the membership of any member who becomes ineligible for membership. Termination for "cause" shall include (but not be limited to) conduct detrimental to the best interest of the Association, acts or omissions giving rise to a cause of action at law or in equity against the Association, or violation of any ordinance or statute.

5.05 Resignation of Membership Any membership in this Association can be resigned at any time but prepaid dues shall be forfeited by such resignation. It shall be the duty of each resigning member to notify the Association in writing of his resignation.

5.06 Transfer of Membership Membership in this Association is not transferable or assignable.

5.07 Rights of Members Each member of the Association is eligible to serve as an officer or on any committee of the Association, to vote on matters as provided by these by-laws, and to attend any business or social function of the Association.

5.08 Restrictions on Members No member of the Association may use or permit the use of the name of the Association or any information obtained through membership in the Association for any commercial, political or other purpose inconsistent with these by-laws or the purposes of the Association.

ARTICLE VI MEETINGS OF MEMBERS

6.01 Annual Meeting An ANNUAL MEETING of the General Membership shall be held during the third week of September of each year. If some conflict should arise which makes this date unsatisfactory, the Association's President shall arrange another date and notify the General Membership of the revised date at least two (2) weeks in advance. An annual report of the status of the Association shall be presented at that meeting.

6.02 Special Meeting A SPECIAL MEETING of the General Membership can be called at any time by the Association's President, with the approval of the Board, whenever such action is deemed necessary by the President or the Board of Directors or directed by the by-laws. Notification of this Special Meeting of the General Membership shall be made at least one (1) week in advance.

6.03 Notice of Meetings Notice of the Annual Meeting of the membership along with the agenda shall be published in the Association Newsletter or similar publication at least two (2) weeks prior to the meeting.

6.04 Quorum A quorum to transact any official business at all General Membership Meetings shall be defined as those members in attendance at said Meeting.

6.05 Proxies At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact.

ARTICLE VII BOARD OF DIRECTORS

7.01 Association Directors The Association shall have a Board of Directors consisting of the elected officers of the Association plus the chairpersons of the permanent committees.

7.02 Meetings A meeting of the Board of Directors shall be held at least once during each two (2) month period at a time and place selected by the Board at their previous meeting or at a time and place selected by the President of the Association.

A SPECIAL MEETING of the Board of Directors may be called by the Association's President or by any three (3) Directors upon five (5) days notice to all Directors.

All meetings of the Board of Directors shall be open to any member of the Association.

7.03 Association Officers The Association shall have a President, four Vice Presidents, a Secretary and a Treasurer. Such officers shall be elected to serve for a term of one (1) year or until a successor is duly elected or qualified. No person may hold more than one (1) office at the same time.

7.04 Duties of Officers and Directors All directors and officers of the association must remain members in good standing during their term of office. They shall act at all times in the best interests of the Association and shall represent the majority interest and desires of the Membership. Their course of action shall be taken from these By-laws and the Membership. Each officer is responsible for the maintenance, retention and transfer or records associated with their office.

Each director and officer shall safeguard the objectives of the Association and shall not represent his/her personal opinions as those of the Association. Should any officer's political, commercial or other interests conflict with the best interests of the Association, the directors may, at their discretion, ask the officer to resign, or proceed directly to removal procedures as set forth in section 8.04 of these By-laws.

No director shall be authorized, without approval from the Board, to represent the Association in any contract, agreement or purchase of any kind.

The Board of Directors shall have the power to review all records and reports of the Association at any reasonable time.

7.05 The President The President shall call and preside at all meetings of the general membership, shall appoint an ad hoc parliamentarian and invoke "Roberts Rules of Order" whenever he deems it necessary for any meeting, and shall perform such other duties as may be prescribed by the Board of Directors. The President shall be a regular member of the Board of Directors and an ex officio member of all Permanent Committees, and shall have the authority to represent the Association in its relations with other persons and organizations.

Whenever the President is absent or otherwise unable to perform the duties of his office, one of the Vice Presidents shall perform those duties.

7.06 The Vice President for Development The Vice President for Development shall be a regular member of the Board of Directors. His duties shall include, but not be limited to, the monitoring of existing and changing zoning and deed restrictions affecting the Subdivision, recommending corporate action to enforce or oppose such restrictions, and taking necessary action to enforce or oppose such restrictions.

7.07 The Vice President for Safety The Vice President for Safety shall be a regular member of the Board of Directors. His duties shall include, but not be limited to, the monitoring of existing and changing traffic and safety hazards affecting the subdivision and recommending action and/or changes to the Board or appropriate City official(s) or department(s).

7.08 The Vice President for Beautification The Vice President of Beautification shall be responsible for the continuing promotion of all matters relating to the beautification of the subdivision.

7.09 The Vice President of Membership The Vice President of Membership shall be a regular member of the Board of Directors. His duties shall include, but not be limited to: the annual enrollment of members; recruiting new members; recruiting new residents; maintaining the membership roles; periodically and with the approval of the Board producing a membership directory; and providing the Board and other committees with the membership information they require.

7.10 The Secretary The Secretary shall be a regular member of the Board of Directors. The Secretary shall keep a record of the Association membership, the minutes of all meetings of the Board of Directors and of the General Membership and perform such other duties as the Board of Directors may prescribe.

7.11 The Treasurer The Treasurer shall be a regular member of the Board of Directors. The Treasurer shall collect all dues and other monies; have custody of Association funds; pay all bills within the approved budget; keep an accurate record of all receipts and expenditures; prepare a final financial report to be given at the Annual Meeting of the general membership in September; be responsible for submitting all necessary tax reports and returns; and perform such other duties as the Board of Directors may prescribe.

7.12 Limit on Authority No officer or Director without the express consent of the Board of Directors may obligate, contract or otherwise bind the Association for the payment of any moneys exceeding \$100.00 for any one cause, activity, item or group of items.

ARTICLE VIII COMMITTEES

8.01 The Permanent Committees The permanent committees of the Association and the duties of each shall be as follows:

(a) **The Newsletter Committee** The Newsletter Committee shall prepare an Association Newsletter for Association members.

(b) **The Internet Committee** The Internet Committee shall be responsible for the Association's website or any other internet activities specified and approved by the officers.

8.02 Membership of Permanent Committees Membership in any Permanent Committee enumerated in Section 8.01 shall be open to any Association member. A Chairman for each

of the Permanent Committees shall be appointed by the elected Officers to serve for one (1) year. No person may serve as Chairman of more than one (1) committee at a time.

8.03 Meetings of Permanent Committees Permanent Committees shall meet as often as necessary to effectively carry out their duties. Such meetings shall be called and chaired by the Chairman of that Permanent Committee.

8.04 Reports by Permanent Committees The Chairman of each Permanent Committee shall be a regular member of the Board of Directors and shall report regularly to the Board concerning the Permanent Committee's activities.

8.05 Temporary Committees The Board of Directors may from time to time appoint such Temporary Committees as it deems necessary to perform specific activities. The Board may also select a Chairman for the Temporary Committee, however the Chairman does not become a member of the Board of Directors by virtue of such appointment.

ARTICLE IX ELECTION AND VOTING

9.01 Election Procedure During the month of May of each year, a temporary nominating committee shall be appointed by the Board of Directors for the purpose of selecting nominees for each Association Officer position for the next operating year. The names of the nominees so selected shall be published in the July and August issues of the Association Newsletter. The election of Officers shall be held in September at the ANNUAL MEETING of the General Membership. Additional candidates may be nominated by any member of the Association at the ANNUAL MEETING.

9.02 Voting by the General Membership Voting shall be by written ballot, show of hands or voice vote as prescribed and announced by the President prior to each vote. Each household in good standing shall have a maximum of two (2) votes. All matters voted upon, except the amendment of these by-laws, shall be decided by a simple majority of those voting, whether in person or by written proxy filed with the Secretary.

9.03 Vacancies If any Officer or Director resigns or is otherwise unable to serve a full term in office a successor shall be selected by the Board of Directors to serve the remainder of the term.

9.04 Removal from Office Any Officer, Director or Committee Chairman may be removed from office for cause. Removal for "cause" shall include (but not be limited to) failure to fulfill the duties of the office, conduct detrimental to the best interests of the Association, acts or omissions giving rise to a cause of action at law or in equity against the Association, or violation of any ordinance or statute. Said removal must follow the following procedures:

(a) A written petition for removal must be presented to the Board of Directors and filed with the Secretary. Such petition shall set forth the charges and should be signed by

either two-thirds (2/3) of the Board members or by 30% of the Association members in good standing;

(b) The Secretary shall notify each Association member in writing of the filing of the petition at least twenty (20) days before the question shall be placed upon the meeting agenda of a Regular Meeting or Special Meeting of the General Membership;

(c) The Officer, Director, or Committee Chairman so charged shall be given written notice of the charges at least ten (10) days before the question is to be placed on the meeting agenda;

(d) The petitioners shall present their charges first; said Officer, Director, or Committee Chairman shall present his defenses second; and the vote shall be taken third. Two-thirds (2/3) of the voting Association members in attendance (including proxies) shall be necessary to remove said Officer, Director or Committee Chairman from office.

Should the Officer charged be the Secretary, the Treasurer shall receive and distribute the petition. Should said Officer be the President, one of the Vice Presidents shall preside over the removal proceeding. No removal proceedings shall be brought more than once on the same charges.

ARTICLE X AMENDMENTS

10.01 General Amendments to these by-laws may be proposed by any member or group of members in good standing. To accomplish amendment, the procedures detailed below must be rigidly followed:

(a) Proposed amendments shall be presented in basic form as a written motion at a Regular Meeting or Special Meeting of the General Membership.

(b) If the motion is seconded and passed by a simple majority vote of the Association members in good standing attending the General Membership Meeting, a copy of the basic form of the proposed amendment shall be submitted to the board of Directors and filed with the Secretary.

(c) Upon receipt of the proposed amendment, the Board of Directors shall review, analyze and, if necessary, modify it so as to eliminate any ambiguities or inconsistencies with other provisions in these by-laws.

(d) After the Board's review above, the Board shall present the proposed amendment in their recommended form and content for approval by a two-thirds (2/3) vote of all members present (including proxies) at a Regular Meeting or Special Meeting of the General Membership.