

**BYLAWS
OF
PRESTON HIGHLANDS HOMEOWNER'S ASSOCIATION, INC.**

A NONPROFIT CORPORATION



20060420000526960 04/20/2006 11:15:39 AM BY 1/17

STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS:**
COUNTY OF COLLIN §

W I T N E S S E T H:

WHEREAS, Frankford Associates (the "Declarant") prepared and declared an instrument entitled "Declaration of Restrictions for Preston Highlands, Phase One" recorded at Volume 1143, Page 618 *et seq.* of the Real Property Records, Collin County, Texas, as amended and supplemented from time to time (the "Declaration"); and

WHEREAS, additional phases were annexed to and subjected to the terms of the Declaration; and

WHEREAS, the Bylaws of Preston Highlands Homeowners Association, Inc. dated November 30, 1999, were recorded at Volume 4552, Page 3022 *et seq.* of the Deed Records of Collin County, Texas (the "Original Bylaws"); and

WHEREAS, the Board of Directors subsequently adopted and recorded Bylaws dated November 13, 2000, recorded at Volume 4798, Page 1462 *et seq.* of the Deed Records, Collin County, Texas (the "Additional Bylaws") which were intended to supersede and replace the Original Bylaws; and

WHEREAS, the Board of Directors subsequently adopted and recorded Bylaws dated December 1, 2000, and recorded at Volume 4807, Page 4268 *et seq.* of the Deed Records of Collin County, Texas (the "December Bylaws") which were intended to supersede and replace the Original Bylaws and the Additional Bylaws; and

WHEREAS, the Board of Directors subsequently amended the December Bylaws by that certain First Amendment to Bylaws in 2004 (the "First Amendment"); and

WHEREAS, the December Bylaws, as amended by the First Amendment, provide for amendment or repeal of that instrument by a majority of the directors present at any regular or special meeting of the Board of Directors; and

WHEREAS, at a duly called meeting of the Board of Directors, the December Bylaws were repealed and replaced by these Bylaws set forth herein below.

NOW, THEREFORE, the following Bylaws reflect the full and complete Bylaws of Preston Highlands Homeowner's Association, Inc., and supersede and replace the Original Bylaws, the Additional Bylaws, the December Bylaws and any and all Amendments thereto.

ARTICLE I

OFFICE

Principal Office

1.01 The principal office of the Corporation in the State of Texas shall be located in the City of Dallas, County of Collin. 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.

Registered Office and Registered Agent

1.02 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 in the State of Texas.

Definitions

1.03.1 MEMBER – Any person who is the record owner of fee simple title to a Lot in Preston Highlands Residential Development, including contract buyers, but excluding those whose title is held merely as security for the performance of an obligation.

1.03.2 MEMBER IN GOOD STANDING - Any MEMBER who is current in the payment of all monetary obligations to the Association.

1.03.3 OFFICER – A MEMBER IN GOOD STANDING that has been properly elected to one of the following positions: President, Vice President, Secretary, Treasurer or such other offices as may be created from time to time by the Board of Directors.

1.03.4 COMMITTEE CHAIRPERSON – Any MEMBER IN GOOD STANDING that has been elected to chair a PERMANENT COMMITTEE by the OFFICERS.

1.03.5 BOARD OF DIRECTORS (BOARD) – the total of the four OFFICERS plus up to three PERMANENT COMMITTEE CHAIRPERSONS and any OFFICERS holding offices as may be created from time to time by the Board of Directors.

1.03.06 DIRECTOR – a MEMBER IN GOOD STANDING who is on the BOARD OF DIRECTORS.

1.03.7 ASSESSMENT – the total annual dues required to be paid by the MEMBERS of the Association.

1.03.8 QUORUM – the required percentage of MEMBERS OR BOARD OF DIRECTORS required to attend a meeting in order to properly convene the meeting and conduct business.

ARTICLE II

MEMBERS

Membership

2.01 Every owner of a lot in the Preston Highlands Residential Development shall automatically be a member of the Preston Highlands Homeowner's Association, Inc. Upon sale of a lot by an owner, said owner's membership shall automatically terminate.

Restriction of Members

2.02 No member of the Association may use or permit the use of the name of the Association or any information obtained through Association membership about the members of the Association for any commercial purpose or any other purpose inconsistent with these Bylaws. The sale of any Association information by the Association or its members is prohibited.

Classes of Members

2.03 The Corporation shall have one (1) class of members. The designation of such class and the qualifications and rights of the members of such class shall be as follows:

Members shall be all of the owners of the lots located in the Preston Highlands Residential Development. Members shall be entitled to one vote for each lot in which they hold the interest required for membership. When more than one person holds such interest or interests in any lot, all such persons shall be members, and the vote for such lot shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any such lot.

Suspension of Membership

2.04 The BOARD OF DIRECTORS, by affirmative vote of three-fourths (3/4) of all of the members of the Board, may suspend for cause the membership privileges of a member after an appropriate hearing.

Reinstatement

2.05 Upon written request, signed by a member whose membership privileges are suspended, filed with the Secretary and upon full payment of all unpaid dues, assessments or charges, the BOARD OF DIRECTORS may, by the affirmative vote of three-fourths (3/4) of the members of

the BOARD OF DIRECTORS, reinstate such former member to full membership privileges on such terms as the BOARD OF DIRECTORS may deem appropriate.

Transfer of Membership

2.06 Membership in this corporation is not transferable or assignable.

ARTICLE III

MEETING OF MEMBERS

Annual Meeting

3.01 An annual meeting of the members shall be held no later than the end of the March of each year, beginning with the year 1986, at the hour set forth in the notice for such meeting, for the purpose of electing OFFICERS and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of OFFICERS shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the BOARD OF DIRECTORS shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

Special Meeting

3.02 Special meetings of the members may be called by the President, the BOARD OF DIRECTORS, or not less than one-half (1/2) of the members having voting rights.

Place of Meeting

3.03 The BOARD OF DIRECTORS may designate any place inside the county of Collin County or Dallas County, Texas, as the place of meeting for any annual meeting or for any special meeting called by the BOARD OF DIRECTORS. Such location shall not be more than 15 miles from Preston Highlands.

Notice of Meetings

3.04 Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers, or persons calling the meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to such member at his last known address as it appears on the records of the Corporation, with postage thereon paid. Emergencies that require the immediate attention of the Members shall be taken up at an emergency meeting which may be called by the President of the Corporation or by any two (2)

members of the BOARD OF DIRECTORS, and notice for such emergency meeting shall be given to the Members of the Corporation not less than ten (10) days before the date of such meeting.

Informal Action by Members

3.05 Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting for the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Quorum

3.06 The members holding ten percent (10%) of the MEMBER IN GOOD STANDING of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice. If the required quorum is not present at any duly called meeting, one additional meeting may be called, subject to the notice requirement set forth herein, and the required quorum at such second meeting shall be one-half (1/2) of the required quorum at the preceding meeting; provided, however, that no such second meeting shall be held more than sixty (60) days following the first meeting.

Proxies

3.07 Voting by a written proxy shall be permitted only if signed by a MEMBER IN GOOD STANDING and delivered prior to a vote being taken.

Voting by Mail

3.08 Where DIRECTORS or OFFICERS are to be elected by members, such election may be conducted by mail or by means of a secure Web Site in such manner as the BOARD OF DIRECTORS shall determine.

Voting Rights Suspended

3.09 No MEMBER shall be permitted to cast a vote at any meeting if such MEMBER is a NOT MEMBER IN GOOD STANDING (i.e. dues and/or assessments have not been paid for the year in which the meeting is held). In the event the current payments have not yet come due, then the voting right will be based on payment of dues and/or assessments for the previous calendar year. Members with voting rights suspended shall not be included in any calculation of quorum - such votes are not votes that may be cast pursuant to Section 3.06 hereof.

ARTICLE IV

BOARD OF DIRECTORS

General Powers

4.01 The affairs of the Corporation shall be managed by its BOARD OF DIRECTORS.

Number, Tenure and Qualification

4.02 The number of DIRECTORS shall be seven (7). Four (4) of the DIRECTORS shall be the current elected OFFICERS (President, Vice President, Secretary and Treasurer), collectively, who are elected by the Membership as provided herein. The remaining three (3) DIRECTORS shall be appointed by the four other OFFICERS at the Board's regular annual meeting, and each appointee shall be the chairman of one permanent committee created by Section 6.01 hereof. Each DIRECTOR shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.

Regular Meetings

4.03 A regular annual meeting of the BOARD OF DIRECTORS shall be held without other notice than these Bylaws, immediately after, and at the same place as, the annual meeting of members. The BOARD OF DIRECTORS may provide by resolution the time and place, within the county of Collin County, Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

Special Meetings

4.04 Special meetings of the BOARD OF DIRECTORS may be called by or at the request of the President or any two DIRECTORS. The person or persons authorized to call special meetings of the Board may fix any place, within the county of Collin, Texas, as the place for holding any special meetings of the Board called by them.

Notice

4.05 Notice of any special meeting of the BOARD OF DIRECTORS shall be given at least two (2) days previously thereto by either written notice delivered personally or sent by mail or email to each DIRECTOR at his address as shown by the records of the Corporation or by telephone notification to said DIRECTOR at home or place of business. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice is given by email such notice shall be deemed to be delivered when an email receipt is received by the sender. Any DIRECTOR may waive notice of any meeting. The attendance of a DIRECTOR at any meeting shall constitute a waiver of notice of such meeting, except where a DIRECTOR attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting or the Board need

be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Quorum

4.06 A majority of the BOARD OF DIRECTORS shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the DIRECTORS are present at said meeting, a majority of the DIRECTORS present may adjourn the meeting from time to time without further notice.

Manner of Acting

4.07 The act of a majority of the DIRECTORS present at a meeting at which a quorum is present shall be the act of the BOARD OF DIRECTORS, unless the act of a greater number is required by law or by these Bylaws.

Vacancies

4.08 Any vacancy occurring in the BOARD OF DIRECTORS and any Directorship to be filled by reason of an increase in the number of DIRECTORS shall be filled by the BOARD OF DIRECTORS. A DIRECTOR selected to fill a vacancy shall serve for the expired term of his predecessor in office.

Removal of DIRECTORS

4.09 Any person on the BOARD OF DIRECTORS may be removed by a vote of three-fourths (3/4) of the current BOARD OF DIRECTORS present at the meeting or a vote of two-thirds (2/3) of the MEMBERS present at a special meeting called for that purpose.

Compensation

4.10 DIRECTORS as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any DIRECTOR from serving the Corporation in any other capacity and receiving compensation therefore.

Informal Action by the DIRECTORS

4.11 Any action required by law to be taken at a meeting of DIRECTORS, or any action which may be taken at a meeting of DIRECTORS, may be taken without a meeting of consent in writing setting forth the action so taken shall be signed by all of the DIRECTORS.

General Duties of BOARD OF DIRECTORS

4.12 The Board, for the benefit of the common properties and the Members, shall provide and shall pay for out of the corporation funds, in the exercise of its sole discretion, the following:

- (a) Care and preservation of the Common Properties and full maintenance of a utility service for the Common Properties; the furnishing and upkeep of any desired personal property for use in the Common Properties.
- (b) Limited yard maintenance within the common properties the exact scope of which shall be further specified by the Board from time to time.
- (c) Maintenance of exterior grounds, including care of trees, shrubs, grass (lying outside fences and walls and to which the Corporation has access), brick walls, and parking areas, the exact scope of which shall be further specified by the Board from time to time, as applicable.
- (d) The services of a person or firm to manage the Corporation, or any separate portion thereof, to the extent deemed advisable by the Board, and the services of such other personnel as the Board shall determine to be necessary or proper for the operation of the Corporation, whether such personnel are employed directly by the Board or by the manager.
- (e) Legal and accounting services.
- (f) Any other materials, supplies, furniture, alterations, taxes or assessments which the Board is required to obtain or pay for by law or which in its opinion shall be necessary or proper for the operation or protection of the Corporation.

General Powers of BOARD OF DIRECTORS

4.13 The Board shall have the following powers:

- (a) To execute all declarations of ownership for tax assessment purposes with regard to the Common Properties on behalf of all Members.
- (b) To enter into agreements or contracts with insurance companies, taxing authorities and the holders of first mortgage liens on the individual Lots with respect to: (i) taxes on Common Properties; (ii) insurance coverage of the Common Properties; and (iii) Officers' and DIRECTORS' liability insurance.
- (c) To borrow funds to pay costs of operation, maintenance, or improvements. This requires an approval of $\frac{3}{4}$ of the current BOARD OF DIRECTORS.
- (d) To enter into contracts to maintain one or more bank accounts and, generally, to have all the powers necessary or incidental to the operation and management of the Corporation.
- (e) To protect or defend the common properties from loss or damage by suit or otherwise, to sue or defend in any court of law on behalf of the Corporation, and to provide adequate reserves for replacements.
- (f) To make reasonable rules and regulations for the operation of the Common Properties and to amend them from time to time, provided that any rule or regulation may be amended or repealed

by an instrument in writing signed by a majority of the Members or, with respect to a rule applicable to less than all of the Properties, by the Members in the portions affected.

(g) To make available to each Member within sixty (60) days after the end of each year an annual financial report.

(h) To adjust the amount, collect, and use any insurance proceeds to repair damage or replace lost property; and if proceeds are insufficient to repair damage or replace lost property, to assess the Members in proportionate amounts to cover the deficiency

(i) To enforce the provisions of any covenants, conditions and restrictions and any rules made hereunder and to enjoin and seek damages from any Member for violation of such provisions or rules.

(j) The Board shall have the exclusive right to contract for all goods, services and insurance, and the exclusive right and obligation to perform the functions of the Board.

(k) The Board, on behalf of the Corporation, shall have full power and authority to contract with any Member for the performance by the Corporation of services which the Board is not otherwise required to perform pursuant to the terms hereof, such contracts to be upon such terms and conditions and for such consideration as the Board may deem proper, advisable and to the best interest of the Corporation.

(l) To determine and fix the amount of annual dues payable by each member of the Corporation and, further, the Board of DIRECTORS may from time to time determine and fix a special charge to set up and maintain a special fund for contingencies as the need may arise.

(m) The powers enumerated in subsections (a) through (l) above all require a majority vote of the current BOARD OF DIRECTORS, except as noted.

ARTICLE V

OFFICERS

Generally

5.01 The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The BOARD OF DIRECTORS may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the BOARD OF DIRECTORS. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Nomination Procedure

5.02 During the month of September each year, a temporary nominating committee shall be appointed by the BOARD OF DIRECTORS for the purpose of selecting nominees for each office for the next fiscal year. If possible, the names of the nominees will be selected by November 30th of each year and may be published in the subsequent issue of the Corporation newsletter or by a special mailing. Additional candidates may be nominated by any member at the annual meeting.

If no nominations are offered by the time of the annual membership meeting, then the nominations can be made at the annual membership meeting (held in the 1st Quarter of each calendar year). Nominations and election of OFFICERS may be conducted at the same annual meeting.

Election and Term of Office

5.03 The officers of the Corporation shall be elected annually by the Members at the regular annual meeting of the Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be conveniently scheduled and notifications delivered; but, not later than 60 days from the date of the annual meeting. New offices may be created and filled at any meeting of the BOARD OF DIRECTORS. Each officer shall hold office until his successor shall have been duly elected and shall have accepted the office. No person may be elected to serve more than three (3) consecutive terms in one particular office. Proxies must be submitted to the Secretary prior to the call to order of the meeting. No person shall be entitled to run for election or hold office unless such member is a MEMBER IN GOOD STANDING at the time of the meeting.

Removal

5.04 Any officer elected or appointed by the BOARD OF DIRECTORS may be removed by a vote of three-fourths (3/4) of the BOARD OF DIRECTORS whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Should the officer also be a DIRECTOR, the officer shall not be entitled to vote on the issue, and the officer's presence shall not affect the quorum.

Vacancies

5.05 A vacancy in any office because of death, resignation, disqualification or otherwise may be filled by the BOARD OF DIRECTORS (by $\frac{3}{4}$ vote) for the unexpired portion of the term.

President

5.06 The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the BOARD OF DIRECTORS. The President may

sign, with the Secretary or any other proper officer of the Corporation authorized by the BOARD OF DIRECTORS, any deeds, mortgages, bonds, contracts, or other instruments which the BOARD OF DIRECTORS has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the BOARD OF DIRECTORS or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the BOARD OF DIRECTORS from time to time.

Vice President

5.07 In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or BOARD OF DIRECTORS.

Treasurer

5.08 If required by the BOARD OF DIRECTORS, the Treasurer shall give a bond paid for by the Corporation for the faithful discharge of his duties in such sum and with such surety or sureties as the BOARD OF DIRECTORS shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 7 of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the BOARD OF DIRECTORS.

Secretary

5.09 The Secretary shall keep the minutes and document the action items taken for the meetings of the Members and of the BOARD OF DIRECTORS in one or more books provided for that purpose, give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member; and, 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 by the President or by the Board of DIRECTORS.

Assistant Treasurers and Assistant Secretaries

5.10 If required by the BOARD OF DIRECTORS, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the BOARD OF DIRECTORS shall determine. The Assistant Treasurers and Assistant Secretaries in general shall

perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the BOARD OF DIRECTORS.

ARTICLE VI

COMMITTEES

Permanent Committees

6.01 The OFFICERS may establish up to three (3) PERMANENT COMMITTEES, each requiring a CHAIRPERSON, who will also serve as a member of the BOARD OF DIRECTORS. Each PERMANENT COMMITTEE to be created requires a $\frac{3}{4}$ vote of the OFFICERS to establish said committee. The OFFICERS may, at their discretion, define the roles and responsibilities of each of the PERMANENT COMMITTEES. The definition of the roles and responsibilities of each PERMANENT COMMITTEE created shall be documented in the BOARD OF DIRECTORS meeting minutes.

Membership in a PERMANENT COMMITTEE shall be open to any Member of the Association that is a MEMBER IN GOOD STANDING. The Chairperson for each PERMANENT COMMITTEE shall be elected by the current OFFICERS to serve for one (1) fiscal year. No person may serve more than three (3) consecutive terms as Chairperson of the same PERMANENT COMMITTEE. PERMANENT COMMITTEES shall meet as often as necessary to effectively carry out their duties. Such meetings shall be called and chaired by the Chairperson of that PERMANENT COMMITTEE. The Chairperson of each PERMANENT COMMITTEE, as a member of the BOARD OF DIRECTORS, shall report regularly at the meetings of the BOARD OF DIRECTORS concerning his or her PERMANENT COMMITTEE'S activities.

Other Committees

6.02 Generally. Other committees not having and exercising the authority of the Board of DIRECTORS in the management of the Corporation may be designated by a resolution adopted by a majority of the DIRECTORS present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be MEMBERS IN GOOD STANDING of the Corporation, and the President of the Corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such removal.

Term of Office

6.03 For all committees other than permanent committees, each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Chairman

6.04 For committees other than permanent committees one of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Vacancies

6.05 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum

6.06 Unless otherwise provided in the resolution of the BOARD OF DIRECTORS designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Rules

6.07 Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the BOARD OF DIRECTORS.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Contracts

7.01 The BOARD OF DIRECTORS may authorize any OFFICER or OFFICERS so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Checks and Drafts

7.02 All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer, an Assistant Treasurer, the President, or the designated Management Company. All payments, other than the normal monthly activity, (i.e. management fee, landscape contract etc.) and amounts greater than \$3,000.00, shall require approval from the Board of Directors prior to authorization of payment. Payments made directly by the Treasurer in excess of \$1,000.00 require signature by at least two OFFICERS.

Deposits

7.03 All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the BOARD OF DIRECTORS may select.

Gifts

7.04 The BOARD OF DIRECTORS may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VIII

BOOKS AND RECORDS

8.01 The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, BOARD OF DIRECTORS, and committees having any of the authority of the BOARD OF DIRECTORS, and shall keep at the registered or principal office a record giving names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his duly authorized agent or attorney for any proper purpose at any reasonable time during customary business hours. Any costs associated with such an inspection will become due and payable by the requesting member, his duly authorized agent or attorney

ARTICLE IX

ASSESSMENTS

Types of Assessments

9.01 The BOARD OF DIRECTORS shall have the responsibility for determining and fixing the following assessments

- (a) Annual maintenance assessment or charges;
- (b) Special assessments for capital improvements;
- (c) Assessments for taxes on the common properties and insurance on the common or other properties
- (d) Individual special assessments for extra costs of maintenance and repair incurred by the Corporation for the benefit of any individual lot owner.
- (e) Individual assessments or fines as prescribed by the "PHHA Compliance Policy". The BOARD OF DIRECTORS may establish and amend from time to time a Compliance Policy and levy fines against Members who are not in compliance with the maintenance requirements of their property as prescribed by Dallas City Code, the Declaration of Restrictions for Preston Highlands, and these Bylaws or who are otherwise in violation of such standards and

restrictions. The actual policy and fining amounts will be set forth in said Compliance Policy and will be made available to all MEMBERS.

Purpose of Assessments

9.02 The assessments levied by the BOARD OF DIRECTORS on behalf of the Association shall be used exclusively for the purpose of promoting the health, safety, and welfare of the Members of the Association and their guests and, in particular, walkways, greenbelt areas, or other properties, services and facilities devoted to this purpose and directly related to the use and enjoyment of any common properties in the Preston Highlands Homeowners Association and insurance in connection with any common properties and their repair, replacements and additions thereto; for paying the cost of labor, equipment (including the expense of leasing any equipment), materials for, and management and supervision of the repairs and maintenance of any lot as same may be required for carrying out the duties of the BOARD OF DIRECTORS of the Corporation; and for carrying out the purposes of the Corporation as stated in its Articles of Incorporation.

Duties of the BOARD OF DIRECTORS in Regard to Assessments

9.03 The BOARD OF DIRECTORS of the Corporation shall fix the date of commencement and the amount of the assessment against each lot for each assessment period at least thirty (30) days in advance of such date or period and shall be kept in the office of the Corporation.

ARTICLE X

SEAL

10.01 The BOARD OF DIRECTORS shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation.

ARTICLE XI

WAIVER OF NOTICE

11.01 Whenever any notice is required to be given under the provision of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, 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 deemed equivalent to the giving of such notice.

ARTICLE XII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

12.01 Should this Corporation be dissolved or terminated, all assets of the Corporation shall be donated by its members to the City of Dallas Department of Parks and Recreation or to a I.R.C.

Section 501(c)(3) organization with a similar purpose should a successor organization with similar goals and purposes not be created to receive the assets within thirty (30) days following such dissolution.

ARTICLE XIII

RIGHTS OF CORPORATION

13.01 The Corporation shall have the following rights:

- (a) The right of the Corporation to prescribe regulations governing the use, operation and maintenance of the Common Properties, including limiting the number of guests of members;
- (b) Subject to the affirmative approval of the member(s) having a majority of the outstanding vote of the Corporation, to borrow money for the purpose of improving the Common Properties and facilities and in aid thereof to mortgage of the Common Properties;
- (c) The right of the Corporation to enter into and execute contracts with third parties for the purpose of providing maintenance or such other materials or services consistent with the purposes of the Corporation;
- (d) The right of the Corporation to take such steps as are reasonably necessary to protect the Common Properties against foreclosure;
- (e) The right of the Corporation, as may be provided in these Bylaws, to suspend the voting rights of any member and to suspend the right of any individual to use any of the Common Properties and/or common facilities for any period during which any dues, assessments or charges against a Lot resided upon by such individual remains unpaid, and for any period not to exceed sixty (60) days for an infraction of its rules and regulations;
- (f) Subject to approval by written consent by the member(s) having a majority of the outstanding votes of the Corporation, to dedicate or transfer all or any part of the Common Properties to any public agency, authority, or utility for such purposes and upon such conditions as may be agreed to by the members.
- (g) The Board may employ the services of professional management agents ("managing agent") to manage the Corporation, or any separate portion thereof, to perform such duties and services as the Board of Directors shall authorize in the Board's sole discretion. The Board may assign and delegate to the managing agent such powers as are necessary to perform the managing agent's assigned duties. Specifically, by way of example only and not by way of limitation, the Board may delegate to managing agent the power to sign checks, pay Association bills for services, transfer funds from one Association account into another Association account, and enforce the Declaration, Bylaws, rules and regulations and policies and resolutions of the Association. The Board shall not delegate policy-making authority or ultimate responsibility for its obligations.

ARTICLE XIV

AMENDMENTS TO BYLAWS

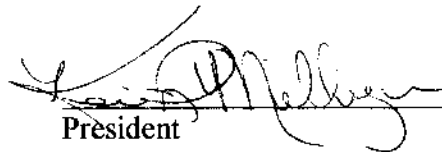
14.01 These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the BOARD OF DIRECTORS present at any regular meeting or at any special meeting, if at least two days' written notice is given of any intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such regular or special meeting. The above Bylaws reflect the full and complete Bylaws of Preston Highlands Homeowner's Association and supersede and replace the Original Bylaws, the Additional Bylaws, the December Bylaws and any and all Amendments thereto prior to the date of signature below.

This document represents the BYLAWS OF PRESTON HIGHLANDS HOMEOWNER'S ASSOCIATION, INC. and is made as of the 20th day of April, 2006, by the Board of Directors of Preston Highlands Homeowner's Association, Inc. (the "Association").



COUNTY OF COLLIN

§
§
§

 Dated: 04/20/06
President
Preston Highlands Homeowner's Association, Inc.

BEFORE ME, the undersigned authority, a Notary Public in and for said county and state, on this day personally appeared **Keith Milberger**, President of Preston Highlands Homeowner's Association, Inc.

(SEAL)

 Dated: 4/20/06
Notary Public



Filed and Recorded
Official Public Records
Brenda Taylor, County Clerk
Collin County, TEXAS
04/20/2006 11:15:39 AM
\$80.00 TFOSTER
20060420000526960



