

BYLAWS OF BRIERCLIFF ESTATES HOMEOWNERS'
ASSOCIATION, INC.

A Texas Non-Profit Association
(Adopted April, 2009)

ARTICLE I

Name of the Organization

BRIERCLIFF ESTATES HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II

General

2.01 Purpose of the Bylaws. These bylaws provide for the governance of The BRIERCLIFF ESTATES HOMEOWNERS' ASSOCIATION, INC. The BRIERCLIFF ESTATES HOMEOWNERS' ASSOCIATION, INC. is the "Association" described within the Declaration of Covenants, Restrictions, and Easements for Briercliff Estates, recorded in Volume 13653, Document 0493, Real Property Records, Tarrant County, Texas (the "Declaration," as amended hereafter). The amendments to the declaration are recorded in Volume 14012, Document 0283, Volume 14689, Document 0119, and Volume 16035, Document 126. For convenience, several provisions of the Declaration will be repeated or summarized within these Bylaws. The remaining terms and provisions of these Bylaws are intended to compliment and supplement the Declaration. In the event of any conflict or ambiguity between the Declaration (on the one hand) and these Bylaws (on the other hand) and unless otherwise required by law, the terms and conditions of the Declaration shall control and govern. Capitalized terms used herein, but not otherwise defined, have the meaning given them in the Declaration.

ARTICLE III

Office and Registered Agent

The registered office and registered agent of the Association shall be designated from time to time by the appropriate filing by the Association with the Office of the Secretary of State of the State of Texas.

ARTICLE IV

Officers / Board Members of the Association

4.01 Board of Directors. The Board of Director Members ("Board") of the BRIERCLIFF ESTATES HOMEOWNERS' ASSOCIATION, INC. ("Association") shall be Members of the Association in good standing.

4.02 Composition of the Board. The Board of Directors will consist of five directors, but in no event shall there be fewer than three Directors. The members will elect the President and the Board at the Annual General Meeting ("AGM"), which will be called by the President and Board. Notification of the AGM will be communicated in writing to the membership at least thirty (30) days prior to the AGM date.

4.03 Officers. The officers are chosen from the elected Directors and shall be The President, The Secretary, The Treasurer, First Vice-President and Second Vice-President. The President is the only officer directly elected by the members. Who fills the post of Secretary, Treasurer, First Vice-President and Second Vice-President will be agreed upon by the board. The position of Second Vice-President should be filled by the immediate Past President of the Association. If the immediate Past President is unable or unwilling to serve, then another name could be proposed by the nominating committee.

ARTICLE V Duties of the Elected and Appointed Officials

5.01 The President. The President shall perform the functions conferred by the terms of the Declaration and these Bylaws and shall generally be responsible for the execution of the policies and programs decided by the Board. The President may appoint Standing Committees and Special Committees composed of members at large to assist in the execution of Association duties. The President shall have the power to call meetings of the Board, general meetings, and shall preside over such meetings. The President shall recommend to the Board any action deemed necessary and proper for the welfare of the Association. All documents legally binding on the Association, other than negotiable instruments executed by the Treasurer, shall be signed by the President.

5.02 The First Vice-President The Vice-President will be chosen by the Board. The Vice-President shall:

- a) Act in the place and in the stead of the President in the event of the President's absence, inability, or refusal to act.
- b) Exercise and discharge such other duties as may be required of the Vice-President by the Board. In connection with any such additional duties, the Vice-President shall be responsible to the President.

5.03 The Second Vice-President. The Second Vice-President will be chosen by the Board. The Second Vice-President shall be assigned duties from time to time by the President.

5.04 The Secretary. The Secretary shall be chosen by the Board. The Secretary shall perform such administration duties as are required by the President. The Secretary shall:

- a) Be responsible for recording the minutes of the meetings and maintaining the records of the Association.
- b) Maintain communication with various committees and assist when necessary.
- c) Thirty (30) days prior to each AGM, the Secretary shall submit a meeting agenda to the Board of the Association.
- d) Thirty (30) days after the election of new directors the Secretary shall provide the new directors with a copy of the Association Bylaws.
- e) Be the point of coordination for all newsletters, flyers and other distributions to the Members.

5.05 The Treasurer. The Treasurer shall chosen by the Board. The Treasurer shall:

- a) Collect Association dues, assessments and other monies from the members;
- b) Make timely and proper disbursements from the Association funds;
- c) Maintain custody of all Association funds; and
- d) Prepare a Financial Report reflecting all income and expense activity for the preceding time period on a cash basis. The financial report shall be produced monthly at board meetings and yearly at the annual general meeting. At the direction of the President, the Treasurer shall be bonded. Checks for payment of expenses in the amount of less than \$1,500 shall be signed by the treasurer. Checks for payment of expenses in the amount of \$1,500 or more shall be signed by the treasurer and the president.

5.06 Financial Accountability. The cash accounts of the HOA shall not be commingled with any other accounts.

- a) No remuneration shall be accepted by the president, the treasurer or any director from vendors, independent contractors, or others providing goods or services to the Association, whether in the form of commissions, finder's fees, service fees, prizes, gifts, or otherwise. Anything of value received shall benefit the Association.
- b) The fiscal year shall be the 12 month period beginning on the first day of January and ending on the last day of the following December.
- c) The treasurer shall keep records for at least seven (7) years after the close of the fiscal year. These records will be available to be examined and copied at the member's expense by any member and his or her agent.

5.07 The Board of Directors. The Board shall consist of the President, Secretary, Treasurer, First Vice-President and Second Vice-President. At any given AGM, no more than three Board member positions may be up for election at one time, other than the first AGM following the adoption of the Bylaws. The Board shall formulate, enforce and supervise policies that affect the membership at large. The Board shall meet at the call of the President and establish rules for itself and its internal committees.

5.08 The Architectural Control Committee. The ACC shall consist of no less than three, or more than five, Members. Members of the ACC shall be appointed by the President with the consent of the Board and shall serve for a term of one (1) year. The President and Secretary shall also serve as voting members of the ACC. The ACC's purpose, powers and duties are contained in Article VI of the Declaration.

5.09 Standing and Special Committees. Standing and Special Committees shall be appointed by the President with the consent of the Board and serve at the pleasure of the President and Board for one-time or special requirements

5.10 Elections. The election of the President and the Board will be held at the AGM. A majority vote of the Members attending the AGM shall be required for the election of any nominee. Nominees shall be elected by written ballot of the membership.

5.11 Nominating Committee. A Nominating Committee ("NC") shall consist of three (3) non-board members appointed by the President. If no members will serve on the committee then the board will solicit nominations. The NC shall prepare a slate of nominees, and obtain a statement of willingness to serve by those nominated, prior to the AGM. At that AGM, the NC shall present its report and nominations. Further, nominations shall be accepted from the floor immediately after each name has been placed for a specific office or Board position by the Chairman of the NC, provided that indications of willingness to serve accompany each nomination.

Article VI Voting Rights

6.01 Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease on conveyance by the Member of the Member's Lot, or on receipt of notice by the Secretary of the death or judicially declared incompetence of such Member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise specifically provided in the proxy.

6.02 Quorum. The presence, either in person or by proxy, at any meeting, of Members entitled to cast at least thirty votes (51%) of the total voting power of the Association shall constitute a quorum for any action, except as otherwise provided in the Governing Instruments. In the absence of a quorum at a meeting of Members, a majority of those Members present in person or by proxy may adjourn the meeting to a time not less than five (5) days nor more than thirty (30) days from the meeting date.

ARTICLE VII
Removal / Resignation

Except to the extent limited by law, the Articles of Incorporation or these Bylaws, at any meeting of the Board, an Officer, Board member and / or ACC member may be removed, with or without cause, from office by a two-thirds (2/3) majority vote of the remaining Officers and Board members. Any Officer, Board member and/or ACC member may resign by providing written notice to the President. The President may resign by providing written notice to the Board.

ARTICLE VIII
Vacancies and Newly Created Directorships

Vacancies of any Board position may be filled by the remaining members of the Board to which that member belonged by a majority vote of those members. The Board shall select a Member in good standing to fill the vacancy for the unexpired term of the resigning member. If the President of the Association resigns, the Board and Officers shall promote a sitting member of the Board to serve as President until the next AGM. The Board may not fill more than two such vacancies during a period between any two successive AGMs without an at large election of the Members.

ARTICLE IX
Amendments

Amendments to these Bylaws must be submitted in writing by a Member to the President of the Association no less than seventy-five (75) days prior to the next AGM. The Secretary shall read the proposed amendment to the Members at the next AGM. The amendment shall be voted on by the Members present at the AGM and requires two-thirds (2/3) vote in favor of the proposed amendment to become effective and incorporated into the Bylaws as proposed.

ARTICLE X
MEETINGS OF MEMBERS

10.01. Annual Meetings. The annual meeting of the Association shall be held in January, or set at an appropriate date as determined by the Board. The presence at the meeting of Members, or of proxies, entitled to cast thirty votes (51%) ... subject to the notice requirement set forth in Article 6.03, and the required quorum at any such subsequent meeting shall be one half (1/2) of the required quorum at the preceding meeting, provided that no such subsequent meeting shall be held less than five (5) days nor more than thirty (30) days following the preceding meeting.

10.02. Special Meetings. Special meetings of the Members may be called by the President, the Board of Directors, or by Members representing at least 51% of the total voting power of the Association.

10.03. Notice of Meetings. Written notice of all Members' meetings shall be given by or at the direction of the Secretary of the Association (or other persons authorized to call the meeting) by mailing or personally delivering a copy of such notice at least ten (10) but not more than thirty (30) days before the meeting to each Member (one notice per household). The notice must be addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. The notice shall specify the place, day, and hour of the meeting and, in the case of a special meeting, the nature of the business to be undertaken.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of BRIERCLIFF ESTATES HOMEOWNERS' ASSOCIATION, INC. and that the foregoing Bylaws constitute the Bylaws of the Association. These Bylaws were duly adopted at a meeting of the Board of Directors held on _____ [date].

DATED: _____ [date].

Secretary of the Association