

**BYLAWS of
THE BRIAR MEADOW HOMEOWNERS ASSOCIATION**

1 PURPOSE: CHARTER PROVISIONS

1.1 **PURPOSE.** The purpose of the Briar Meadow Homeowners Association (the "Association") is to promote the common good and general welfare of the homeowners in an Addition to the City of Plano, designated collectively by the Plats recorded in Volume H, Page 300, and Volume J, Pages 323-324 of the Plat Records of Collin County, hereinafter referred to as the "Community". Specifically, the Association's purpose is to bring about civil and social improvement of Briar Meadow through the following activities (by way of example, and without limitation):

- 1.1.1 Preserve and beautify the Community property in cooperation with local government;
- 1.1.2 Improve public facilities and streets in the Community;
- 1.1.3 Promote public safety and crime prevention initiatives in the Community;
- 1.1.4 Publish a Community newsletter;
- 1.1.5 Sponsor activities for Community residents which promote the purposes of the Association; and
- 1.1.6 Coordinate individual or group action before local legislative and administrative agencies with respect to zoning, traffic and parking regulations, property valuation for tax purposes, public school issues, and similar matters which promote the purpose of the Association.

1.2 **CHARACTER OF THE ASSOCIATION.**

- 1.2.1 The Association shall be organized and operated exclusively as an incorporated, non-profit association in compliance with the laws of the State of Texas. No part of the income of the Association shall be distributed to its members, officers or directors.
- 1.2.2 The Association shall remain non-partisan and non-political at all times. The Association shall never, directly or indirectly, participate or intervene in any political campaign on behalf of or in support of any candidate for public office.
- 1.2.3 The Association shall not engage in activities directed to maintenance or beautification of private residences. However, this provision shall not prohibit activities of the Association designed to encourage residents of the Community to maintain the exteriors of their private residences in keeping with the common practices of the Community.

2. **MEMBERSHIP PROVISIONS**

2.1 **MEMBERSHIP.** Membership in the Association is voluntary. All adult persons, regardless of sex, race, national origin, age or religion, who own or reside in a household within the Community shall be eligible for membership. Upon application therefor and payment of dues as

described below, an eligible individual shall be considered a Member of the Association.

2.2 **VOTING PRIVILEGES.** The Members of the Association shall collectively be entitled to cast two (2) votes on any matter of business which is put to a vote of the Members. Voting by proxy for or on behalf of a Member by another Member is prohibited.

2.3 **DUES.** The Members of the Association shall collectively pay to the Association an annual amount as follows:

\$145.00 for fiscal year beginning July 1, 2010 and ending June 30, 2011 and for each fiscal year thereafter as determined by the yearly budget ("Dues") (or such lesser amount as shall be determined in the Board's sole discretion to reduce or eliminate any then-existing cash surplus of the Association, or such lesser pro-rated amount as may be established by the Board for a partial year new membership). Dues are not transferable or refundable. Membership in the Association shall be suspended in the event and for the duration that such Dues remain unpaid.

3 **BOARD OF DIRECTORS AND OFFICERS**

3.1 **COMPOSITION OF THE BOARD.** The Board of Directors (the "Board") shall be composed of the following eight (8) Members elected at the Annual Meeting of the Association:

- Four (4) General Officers of the Association;
- Three (3) At-Large Directors, elected from the general membership; and
- The immediate past President of the Association, who shall be a non-voting Board member.

3.2 **GENERAL OFFICERS.** There shall be four (4) General Officers (the "Officers") of the Association, elected at the annual meeting of the Association, as follows:

- President
- Vice President
- Secretary
- Treasurer

3.3 **ELIGIBILITY.** Any Member of the Association who is current on his or her Dues to the Association shall be eligible for nomination and election as an Officer or Director.

3.4 **NOMINATION AND BALLOTS.**

3.4.1 A nominating committee consisting of the President and the three (3) At-Large Directors shall nominate at least one (1) person for each of the four (4) Officer's positions, and at least three (3) persons for the At-Large Director's positions. The nominating committee may not nominate a single individual to more than one position, provided that this Bylaw will not preclude the nomination of an individual to multiple positions when such nominations occur during the annual meeting of the Members as described below.

3.4.2 All nominations shall be announced in the newsletter published and distributed to the Members at least ten (10) days preceding each annual meeting of the Members.

Provided, however, that nothing in these Bylaws shall prohibit additional nominations from the floor during the annual meeting, except that no individual member may be nominated to more than one position in any particular meeting of the Members of the Association.

- 3.4.3 The Secretary of the Association shall be responsible for the preparation, distribution, collection and counting of ballots during the election at the annual meeting.
- 3.5 **VOTING.** At each annual meeting, the Secretary shall present a prepared ballot listing thereon all nominees for the Board of Directors and Officers, as well as blank spaces for the names of additional nominees who may be nominated from the floor.
- 3.5.1 **OFFICERS.** Each nominee for each office who receives a simple majority of the total votes cast for that particular office shall be duly elected to that particular office. Provided, however, that if no majority exists, then the nominee who receives the greatest number of votes shall be duly elected to that particular office. Provided that in those instances in which two or more nominees for the same office receive an equal number of votes, and there are no other nominations as provided for in the preceding paragraph, then an additional vote shall be called, with only the names of the nominees who received an equal number of votes presented, in order to fill the position or positions which have not been previously filled. If, after this additional vote, no nominees have been duly elected, then the President shall be entitled to select one of the nominees who have received an equal number of votes.
- 3.5.2 **AT-LARGE DIRECTORS.** The three (3) nominees for At-Large Director who receive the greatest number of votes shall be declared duly elected to the positions of At-Large Director. Provided, however, that in those instances in which two or more nominees for the same office receive an equal number of votes, and there are no other nominations as provided for in the preceding paragraph, then an additional vote shall be called, with only the names of the nominees who received an equal number of votes presented, in order to fill the position or positions which have not been previously filled. If, after this additional vote, no nominees have been duly elected, then the President shall be entitled to select one or more of the nominees who have received an equal number of votes, and such nominees will then have been duly elected as At-Large Directors.
- 3.6 **TERM OF OFFICE.** The term of office for each Officer and At-Large Director shall be from the date of their election or appointment through and including the date of the next annual meeting of the Members following their election or appointment.
- 3.7 **INDEMNIFICATION.** The Association will indemnify and hold harmless all Directors and Officers from any actions of such Directors and Officers, taken in good faith, and without material breach of these Bylaws or the fiduciary duties and duties of loyalty intrinsic in those positions.
- 3.8 **AUTHORITY OF THE BOARD OF DIRECTORS.** The Board shall manage and direct the affairs of the Association.
- 3.9 **AUTHORITY AND RESPONSIBILITY OF OFFICERS.** In addition to their duties and authority as Directors of the Association, the Officers shall have the following additional duties

and powers:

- 3.9.1 The President shall be the Chief Executive Officer. He or she shall see that all orders and resolutions of the Board, including, without limitation, those requiring the approval of the Members, are carried into effect. The President shall be an ex-officio member of all standing and special committees. It shall be the duty of the President to preside at all meetings of the Association, to conduct meetings in an efficient and businesslike manner, to appoint all committees unless otherwise decided by the Board, to call special meetings of the Association, and to perform such other duties as pertain to this office.
- 3.9.2 The Vice President shall serve in the place of the President whenever necessary, and shall be responsible for preparing the annual budget for presentation to the Board of Directors.
- 3.9.3 The Secretary shall keep minutes of the proceedings of the Association, the Board and the Committees having any authority of the Board, and a record of the names and addresses of persons entitled to vote. The Secretary shall attend to all correspondence, and be responsible for seeing that notice is given to the Members of any special meetings and all annual meetings. The outgoing Secretary, within ten (10) days after the close of his or her term of office, shall turn over to the newly elected Secretary all records of the Association in his or her custody.
- 3.9.4 The Treasurer shall keep correct and complete books and records of account, and shall make reports as the Board requires. It shall be the duty of the Treasurer to receive, hold and disburse all funds, and to make a report thereof at each regular meeting; provided, however, that all disbursements are approved by at least two (2) Officers. The Treasurer shall assist the Vice President in preparing the annual budget to present to the Board of Directors. The outgoing Treasurer, within ten (10) days after the close of his or her term of office, shall turn over to the newly elected Treasurer all records of the Association in his or her custody.
- 3.9.5 In general, the Officers have such authority and duties as are given by these Bylaws and as the Board shall, from time to time, determine.
- 3.10 **AUTHORITY AND RESPONSIBILITY OF AT-LARGE DIRECTORS.** In addition to their duties as Directors of the Association, the At-Large Directors shall facilitate the implementation and staffing of the Standing Committees, as defined in Section 4.
- 3.11 **MEETINGS OF THE BOARD OF DIRECTORS**
- 3.11.1 **PLACE OF MEETINGS.** The President shall determine the times and places at which the Board shall meet, provided that reasonable notice shall be given of all meetings; and times and locations shall be selected such that they would not, in general, constrain a Director from attending.
- 3.11.2 **ANNUAL MEETING.** The Board shall hold an annual meeting following the annual meeting of the Members.
- 3.11.3 **SPECIAL MEETINGS.** Special meetings of the Board may be called by the President

with reasonable notice to each Director, and shall provide, as part of such notice, an agenda of business to be conducted at the special meeting.

3.11.4 The President shall preside at meetings of the Board. In the absence of the President, the next ranking officer shall assume the authority and duty of the President.

3.11.5 The Board has no obligation to notify any Member not on the Board of meeting times or places, unless a direct inquiry has been received from a Member. Notwithstanding the foregoing, upon verbal or other inquiry from a Member concerning the time or place of an upcoming Board meeting, a Board member aware of such facts shall be obligated to divulge them to the inquiring Member.

3.11.6 Any Member is permitted to attend any or all meetings of the Board at will, and may be permitted to speak before the Board at the sole discretion of the Chairman.

3.11.7 A copy of the minutes of each meeting of the Directors shall be furnished to the editor of the Association's Newsletter promptly after each meeting, to be published in their entirety and without modification of any kind in the next edition of the Newsletter.

3.12 **QUORUM: ACTION BY MAJORITY.** A majority of the voting members of the Board of Directors constitutes a quorum. Each Director, other than the immediate past President, has one(1) vote, exercisable in person only. However, nothing herein shall authorize the Board to act in a manner inconsistent with the authority granted thereto by these Bylaws.

4 STANDING COMMITTEES

4.1 **BEAUTIFICATION COMMITTEE.** Within one (1) month following election, the incoming At-Large Directors shall appoint and notify a Chairman and at least two (2) additional members to the Beautification Committee ("BC"). All members of the BC will serve a term of one (1) year and thereafter until their successors are appointed. They may serve consecutive terms. The BC shall implement and coordinate methods of preserving, beautifying and improving community property and services, including parks, streets and sanitation.

4.2 **PUBLIC INTEREST COMMITTEE.** Within one (1) month following election, the incoming At-Large Directors shall appoint and notify a Chairman and at least two (2) additional members to the Public Interest Committee ("PIC"). All members of the PIC will serve a term of one (1) year and thereafter until their successors are appointed. They may serve consecutive terms. The PIC shall monitor and report to the President and Association all zoning changes, requests for permits, property appraisals, changes in tax rates, and actions of the Planning & Zoning Commission, the Plano ISD and Plano City Council which affect the Community.

4.3 **MEMBERSHIP COMMITTEE.** Within one (1) month following election, the incoming At-Large Directors shall appoint and notify a Chairman and at least two (2) additional members to the Membership Committee ("MC"). All members of the MC will serve a term of one (1) year and thereafter until their successors are appointed. They may serve consecutive terms. The MC shall:

4.3.1 Maintain at all times a current list of all Members, including names, addresses and telephone numbers, and be able to provide a thorough and prompt contact system; and

4.3.2 Invite new residents of the Community to join the Association and attend the meetings of the Association.

4.4 **SOCIAL COMMITTEE**. Within one (1) month following election, the incoming At-Large Directors shall appoint and notify a Chairman and at least two (2) additional members to the Social Committee ("SC"). All members of the SC will serve a term of one (1) year and thereafter until their successors are appointed. They may serve consecutive terms. The SC shall plan and implement appropriate social functions.

4.5 **CRIME WATCH COMMITTEE**. Within one (1) month following election, the incoming At-Large Directors shall appoint and notify a Chairman and at least two (2) additional members to the Crime Watch Committee ("CWC"). All members of the CWC will serve a term of one (1) year and thereafter until their successors are appointed. They may serve consecutive terms. The CWC shall plan and implement appropriate anti-crime initiatives for the Community.

4.6 **OTHER COMMITTEES**. The Board shall have the authority to create such other committees necessary to carry out the purposes of the Association, said committees to be composed of at least three (3) members, one of whom is Chairman.

5 **FINANCES**

5.1 **FUNDS**. The Association shall be authorized to raise funds by dues, solicitations, benefits, lectures, exhibits and other legitimate methods.

5.2 **ANNUAL DUES**. The amount of the annual dues is specified in Paragraph 2.3. The annual dues are due and payable by July 1 of each year. All dues shall be promptly delivered to the Treasurer upon collection. After July 31, the Treasurer shall immediately prepare and submit to the President a list of all those members who have paid their annual dues for the next fiscal year.

5.3 **BUDGET**. At its annual meeting, the Board shall present and the Association shall approve by majority vote an annual budget for the coming fiscal year. The fiscal year shall run from July 1 to June 30. The annual budget shall list proposed expenditures and estimated income. A copy of the approved budget will be provided to any Member upon receipt of a written request to the Board at least ten (10) days prior to the annual meeting. If the Association fails to approve an annual budget at its meeting, then the Board shall meet separately to construct a new proposed budget, and shall call a Special Meeting of the Association to approve the new proposed budget, within thirty (30) days. If the fiscal year shall start with no approved budget, the total annual budget for each budget item from the preceding year, divided by twelve (12), shall be used as the monthly ongoing budget until a new budget is approved by the Association.

5.4 **GENERAL EXPENDITURES**. The Board is authorized to utilize the funds of the Association for payment of the Association's debts and expenses in accordance with these Bylaws and in agreement with the approved budget as described in Section 5.3 above.

5.5 **EMERGENCY@ EXPENDITURES**. The Board is further authorized to utilize up to \$200 of the Association's funds to pay any debt or expense incurred as a result of unforeseen circumstances that does not exist as a budget item; provided, however, that such expense is reasonably necessary to promote the purposes of the Association as defined in Section 1.1.

5.6 **GIFTS**. The Association is authorized to receive gifts, legacies and bequests (for general or specific purposes) subject to approval of the Board.

6 **MEETINGS**

6.1 **REGULAR MEETINGS**. Regular meetings of the Association shall be held at a time and place determined by the President with the advice of the Board. An annual meeting of the Association shall be held during the first week of June for the election of Officers and Directors. Except as otherwise provided, the condensed version of Roberts Rules of Order shall govern and control in the conduct of all meetings.

6.2 **QUORUM**. A quorum necessary to transact business of the Association and to approve the Board's recommendations and requests at all regular and special meetings shall consist of twenty (20) Members representing twenty (20) separate households within the Community.

6.3 **SPECIAL MEETINGS**. Special meetings of the Association may be called at any time by the President. The President, or in his/her absence the Vice President, shall also call a special meeting upon the written request of Members representing fifteen (15) or more households. Special Meetings of the Association may also be called by three (3) or more Directors.

6.4 **NOTICE**. Written or telephone notice of all regular meetings shall be given to all Members of the Association at least ten (10) days prior to the meeting. Special meetings require only 24 hours notice to all Members.

6.5 **ORDER OF BUSINESS**. The order of business at all meetings of the Association shall be as follows:

- Call to order
- Reading of minutes of the previous meeting
- Reading of correspondence
- Reading of reports of the Officers
- Reading of reports of the Committees
- Unfinished business
- Announcements
- New business
- Adjournment

7 **MISCELLANEOUS**

7.1 **FISCAL YEAR**. The fiscal year shall begin July 1 and end June 30 of each year.

7.2 **PUBLICATION**. The Association shall have a newsletter as its official publication. The incoming President shall appoint an Editor within one (1) month of his/her election. The Editor shall serve a term of one (1) year and thereafter until his/her successor is appointed. An Editor may serve consecutive terms. The Editor shall appoint a staff to assist in the reporting of the community news and in the distribution of the newsletter. The newsletter, however, shall remain at all times non-partisan and non-political, and shall never participate, directly or indirectly, in

any political campaign on behalf or in support of any candidate for public office.

- 7.3 **VACANCIES**. In the event a vacancy occurs in any office or on the Board, for any reason, including but not limited to death, resignation or removal from the Community, the Board shall appoint a successor who shall serve in such capacity until his/her successor is elected at the next annual meeting.
- 7.4 **AMENDMENTS**. Any amendment to the Bylaws shall necessitate a two-thirds vote of the Members present, provided the quorum requirement has been satisfied. Amendment to the Bylaws may be considered at any meeting, but must be voted on at the next following annual meeting.
- 7.5 **PROHIBITED TRANSACTIONS**. The Association shall not take any action that constitutes a basis for denial of its status as a non-profit and/or tax exempt organization under applicable law. Neither the Association nor any of its Officers, Directors or Agents shall incur or assume debt or other liability for or on behalf of the Association or its Members without approval by the Members.
- 7.6 **DISSOLUTION**. In the event of dissolution or winding up of the Association, whether voluntary or involuntary, the net assets after payment of all claims and expenses shall be distributed to the Plano Parks and Recreation Department.
- 7.7 **REMUNERATION** (Reimbursement). A Director, Officer and/or Committee member shall receive no remuneration for his/her services, but shall be entitled to reimbursement for actual, reasonable expenses, as provided for in Section 5, incurred in connection with the Association's affairs, provided that such reimbursement shall be approved by the Board of Directors.
- 7.8 **WAIVER OF NOTICE**. Whenever any notice is required to be given to any person, a waiver thereof in writing signed by such person, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
- 7.9 **RESIGNATIONS**. Any Director, Officer and/or Committee member may resign by giving notice to the President or Secretary.
- 7.10 **EMPLOYEES**. The Board of Directors, subject to approval by the Members, shall hire any employee that may be needed, and shall fix the terms of employment and compensation.
- 7.11 **CONFLICT OF INTEREST**. In any case where (a) a Member has participated in the preparation or solicitation of a Request For Quote ("RFQ"), whether formal or informal in nature, and (b) the Member, a family relation to the Member or an entity controlled or operation in significant part by the Member or a family relation, shall respond to the RFQ with a quote or bid, then the Member shall notify the Board in writing that an actual or perceived "conflict of interest" may exist. Failure to provide notice as provided herein may, at the Board's sole discretion, result in removal from office or committee.