

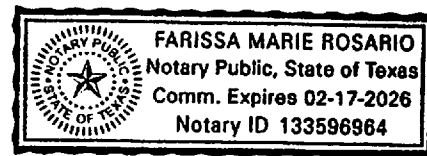
By: David Kelly
Name: David Kelly
Title: Authorized Agent

ACKNOWLEDGMENT**STATE OF TEXAS****COUNTY OF TARRANT**

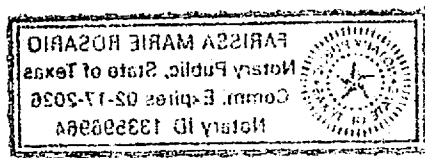
BEFORE ME, the undersigned authority, on this day personally appeared Dawn Kelly, authorized agent of Emerald Park H.A. Inc known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that (s)he executed the same for the purposed and consideration therein expressed on behalf of said corporation.

SUBSCRIBED AND SWORN TO BEFORE ME on this 5th day of March, 2024

Fariessa Marie Rosario



STATE OF TEXAS
COUNTY OF DALLAS
NOTARY PUBLIC
I, [Name], Notary Public for the State of Texas, do hereby certify that [Name] is the [Title] of [Company], and that [Name] is duly qualified to perform the duties of [Title] in accordance with the laws of the State of Texas.



**AMENDED AND RESTATED BYLAWS
FOR
EMERALD PARK OWNERS ASSOCIATION**

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**AMENDED AND RESTATED BYLAWS OF
EMERALD PARK OWNERS ASSOCIATION
(A Texas Nonprofit Corporation)**

INTRODUCTION

These Amended and Restated Bylaws of Emerald Park Owners Association amend, restate, supersede, and replace those initial Bylaws of Emerald Park Owners Association.

ARTICLE ONE - DEFINITIONS

All terms used herein, such as (but not by way of limitation) “Owner”, “Lot”, “Common Properties”, and “Assessments” shall have the same meanings as set forth in the Declaration of Covenants, Conditions and Restrictions for Emerald Park Addition, filed under Instrument No. D204033285 in the Official Public Records of Tarrant County, Texas, including any amendments, supplements, or restatements thereof (collectively, the “*Declaration*”). The following words when used in these Bylaws (unless the context shall otherwise prohibit) shall have the following meanings:

- (1) “Board Committees” shall refer to committees as designated in Section 3.16.
- (2) “the Declaration” shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions for Emerald Park, as amended, supplemented, or restated.
- (3) “Governing Documents” shall mean, singly or collectively as the case may be, the Plat, the Declaration, these Bylaws, the Articles of Incorporation, resolutions, policies, guidelines, rules, and other duly promulgated dedicatory instruments of the Association, if any, all of which may be adopted, amended, supplemented, restated, or repealed from time to time, and which shall be filed in the Official Public Records of Tarrant County, Texas, as required by Section 202.006 of the Texas Property Code.
- (4) “Quorum” shall mean the presence of ten percent (10%) the vote of all Members in order to conduct a meeting of the Members.
- (5) “Votes”, “ballots”, “consents”, “approvals”, as used in these Bylaws, have their ordinary meanings and are not specially defined. They are not intended to be mutually exclusive and are intended to be interchangeable for most purposes. If any word is defined or limited by applicable law, one may not presume that the word is used in these Bylaws with that meaning.

ARTICLE TWO – NAME AND OFFICES OF THE ASSOCIATION

2.01 NAME

The name of the corporation is Emerald Park Owners Association, a Texas non-profit corporation, hereinafter referred to as the “Association.” The Association is organized to be a nonprofit corporation.

2.02 REGISTERED OFFICE AND AGENT

The registered agent or office is on file with the Secretary of State. The Association may have additional business offices within the State of Texas, and where it may be duly qualified to do business outside of Texas, as the Board of Directors (“*Board*”) may designate or the business of the Association may require.

2.03 PRINCIPAL OFFICE

The principal office of the Association shall be located in Tarrant County, Texas, but meetings of the Association’s Members and its directors (each, a “*Director*”) may be held at such places within Tarrant County, Texas, or elsewhere as may be designated by the Association’s Board.

ARTICLE THREE - DIRECTORS AND DIRECTORS’ MEETINGS

3.01 POWERS AND DUTIES OF THE BOARD OF DIRECTORS

A. POWERS

- (1) The Board shall adopt and publish rules and regulations governing the Areas, and the personal conduct of the Members and their guests thereon, and to establish penalties for the violation thereof;
- (2) Exercise for the Association all powers, duties, and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, and Declaration; and
- (3) Employ a manager, independent contractors, or such other employees as they deem necessary, and to prescribe their duties. A manager or management shall refer to the person, firm, or corporation, if any, employed by the Association pursuant to the Declaration and these Bylaws, and delegated the duties, powers, or functions of the Association.

B. DUTIES

It shall be the duty of the Board to:

- (1) Maintain complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any

special meeting when such statement is requested in writing by one fourth (1/4) of the Members of the Association;

- (2) Supervise all officers, agents, and employees of the Association, and to see that their duties are properly performed;
- (3) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period, and determine whether it shall be paid in installments and when due and payable;
- (4) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;
- (5) As per the recorded Collection Policy and subject to current legal limitations, the foreclosure of any lien against any property shall be executed as defined in the Collection Policy;
- (6) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (7) Procure and maintain adequate casualty, property, and liability insurance on Property owned by the Association.
- (8) Maintain adequate fidelity insurance coverage on all officers and employees having fiscal responsibilities as it may deem appropriate;
- (9) Maintain the Common Areas, and the Designated Public Properties;
- (10) Perform such acts as may be reasonably necessary to carry out the provisions of the Declaration; and
- (11) Enforce the provisions of the Governing Documents, including imposition of penalties and bringing any legal proceedings which may be instituted on behalf of or against the Owners.

3.02 VACANCIES

Vacancies in the Board caused by death, resignation, or disqualification (*i.e.*, by any reason other than the removal of a Director by a vote of the Association as set forth in Section 3.03(a)) shall be filled by the majority vote of the remaining Directors, and each person so elected shall be a Director until the next meeting of the Members. Vacancies caused by an increase in the Board shall be filled by a vote of the Members at a special or annual meeting of the Members. Vacancies in the Board caused by a removal of a Director by a vote of the Association shall be filled in the manner set forth in Section 3.03. Vacancies on the Board shall exist upon: (a) the failure of the Members to elect the full authorized number of Directors to be voted for at any Member's meeting at which any Director is to be elected; (b) a declaration of vacancy under Section 3.03(a) of these

Bylaws: (c) an increase in the authorized number of Directors; or (d) the death, resignation, or removal of any Director.

3.03 REMOVAL OF DIRECTORS

3.03(a) Removal of Directors by Members. At any annual or special meeting of the Members of the Association duly called, any one or more of the Directors elected by the Members may be removed with or without cause by the affirmative vote of a majority of Members of the Association, and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting.

3.03(b) Removal of Directors by Directors. A Director may not be removed by the remaining Directors, except for the following limited reasons for which a Director may be removed by at least a majority of the other Directors.

- (a) **Criminal Conviction.** A majority of the remaining Directors may remove a Director for whom the Board receives documented evidence from a governmental law enforcement authority that the Director was convicted of a felony or crime involving moral turpitude within the previous 20 years.
- (b) **Additional Reasons.** The following reasons for removal apply to Directors who are owners to the extent not prohibited by applicable law for Owners who serve on boards of property owners associations.
 - (1) The Director is a party adverse to the Association, the Board, a committee of the Association, or individual officers, directors, or committee members, acting in those capacities, in pending litigation, provided the Association did not file suit to effect removal of the Director.
 - (2) The Director has refused or failed to attend three (3) or more meetings of the Board.

3.04 ACTION BY CONSENT OF BOARD WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting and shall have the same force and effect as a unanimous vote of Directors if all the Directors consent to the action in writing. Such consent may be given individually or collectively.

3.05 PLACE OF MEETINGS

Meetings of the Board shall be held at any place within the State of Texas, County of Tarrant, as may be designated by the Board and which is reasonably convenient for the Members.

3.06 REGULAR MEETINGS

Regular meetings of the Board shall be held as the Directors may designate. Notice of regular meetings of the Board shall be given to the Members, personally or by mail, telephone, electronic mail, or facsimile, at least one hundred forty-four (144) hours prior to the meeting.

Notice of meetings of the Board, where required by law, shall be:

- (1) mailed to each Owner not later than the 10th day or earlier than the 60th day before the date of the meeting; or
- (2) provided at least one hundred forty-four (144) hours before the start of the meeting by:
 - (A) posting the notice in a conspicuous manner reasonably designed to provide notice to the Members:
 - (i) in a place located on the Common Properties or, with the Owner's consent, on other conspicuously located privately owned property within the subdivision; or
 - (ii) on any Internet website maintained by the Association or other Internet media; and
 - (B) sending the notice by electronic mail to each Owner who has registered an electronic mail address with the Association.

3.07 SPECIAL MEETINGS

Special meetings of the Board for any purpose may be called at any time by the President or, if the President is absent or unable or refuses to act, by another officer or any two Directors. Notice of a special meeting must be provided at least seventy-two (72) hours' notice to each Director, given personally or by mail, telephone, electronic mail or facsimile, which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board shall be called by the President or Secretary of the Association in like manner and on like notice on the written request of two (2) or more Directors. In addition, Owners must be notified electronically at least seventy-two (72) hours' notice prior to the meeting.

3.08 QUORUM

The presence throughout any Directors' meeting, or adjournment thereof, of a majority of the authorized number of Directors shall be necessary to constitute a quorum to transact any business, except to adjourn. If a quorum is present, every act done or resolution passed by a majority of the Directors present and voting shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Directors present by proxy shall not be counted toward a quorum. Participation in such a meeting shall constitute presence in person at such meeting.

3.09 ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS

A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated hour on a stated day. Notice of the time and place where an adjourned meeting will be held need not be given to absent Directors if the time and place are fixed at the adjourned meeting. In the absence of a quorum, a majority of the Directors present may adjourn to a set time and place if notice is duly given to the absent Members, or until the time of the next regular meeting of the Board.

3.10 CONDUCT OF MEETINGS

The President shall chair all meetings of the Board. In the President's absence, another officer shall preside. The Secretary of the Association shall act as Secretary of the Board's meetings. When the Secretary is absent from any meeting, the Chairperson may appoint any person to act as Secretary of that meeting.

3.11 NUMBER AND QUALIFICATION OF DIRECTORS

The number of Directors of this Association shall be not less than three (3) or more than nine (9) all of which must be Members of the Association. The number of Directors may be increased or decreased from time to time by amendment of these Bylaws. Any decrease in the total number of Directors shall not have the effect of reducing the total number of Directors below three (3) nor of shortening the tenure which any incumbent Director would otherwise enjoy.

All Directors must be Members of the Association and no person may serve on the Board if the person cohabits at the same residence with another Board member of the Association. A person convicted of a felony or crime involving moral turpitude within the past 20 years may not serve on the Board.

3.12 TERM OF OFFICE

Directors shall be entitled to hold office until removed or their successors are elected and qualified. Election for all Director positions, vacant or not, shall occur at each annual Members' meeting and may be held at any special meeting called specifically for that purpose. The term of office shall be two (2) years for each Director. Directors may hold their position, if so elected, for multiple consecutive terms.

3.13 COMPENSATION

Directors as such shall not receive salaries for their services. Any Director may be reimbursed for expenses incurred on behalf of the Association upon approval of a majority of the other Directors. This policy does not preclude any Director from serving the Association in any other capacity and receiving compensation for such additional service, provide the interested Director has disclosed his or her relationship with the entity and the Board has complied with Section 209.0052 of the Texas Property Code and Section 8.03 of these Bylaws.

3.14 MEETING BY TELEPHONIC OR OTHER ELECTRONIC MEANS

To the extent allowed by applicable law, members of the Board may participate in a meeting by means of telephone or video conference or similar electronic communications equipment, including electronic mail, whereby all persons participating in the meeting can hear each other or see what each other is saying or writing, and participation in a meeting pursuant to this Section 3.14 shall constitute presence in person at the meeting.

3.15 INSURING DIRECTORS, OFFICERS, AND EMPLOYEES

The Association may purchase and maintain insurance, or make any other arrangement, on behalf of any person as permitted by Chapter 22 of the Texas Business Organizations Code titled

“Non-profit Corporation”, whether or not the Association has the power to indemnify that person against liability for any acts.

3.16 BOARD COMMITTEES

The Board, at its discretion, may establish the following Standing Committees as listed below. The President of the Association shall have the authority to appoint the Chairperson of each standing committee. The Board may also elect or appoint ad hoc committees. The Board shall have the power to fill in vacancies in either a standing or ad hoc committee, and dissolve any ad hoc committee at any time, including removal of any committee member, with or without cause. The designation of any committee and the delegation of authority thereto shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law.

(a) GROUND MAINTENANCE COMMITTEE

The Grounds Maintenance Committee shall consist of the Committee Chairperson, at least one (1) member of the Board and other members as appointed by the Chairperson and the Board. It shall be the responsibility of this committee to develop and present the annual grounds maintenance budget to the Board for review and approval. This budget will include all common areas and the City of Colleyville’s right-of ways. This committee shall also negotiate maintenance and repair contracts with contractors, including but not limited to lawn, shrub and tree maintenance contracts, seasonal plantings and decorations contracts, irrigation systems contracts, and pest, insect, and litter control contracts. This committee shall also prepare a report of its activities for presentation to the Board at its regularly scheduled meetings, for inclusion in the neighborhood newsletter and for presentation to all Association members at the annual meeting.

(b) ARCHITECTURAL CONTROL COMMITTEE

The Architectural Control Committee “(ACC)” shall consist of the Committee Chairperson and other members as appointed by the Board. Pursuant to the Texas Property Code, a Board member, including a spouse of a Board member, shall not be a member of the ACC as Owners have the right to appeal a denial or disapproval decision of the ACC to the Board for consideration. It shall be the responsibility of the ACC to monitor and recommend the enforcement of non-compliance of approved architectural plans to the Board. This committee shall also prepare a report of its activities for presentation to the Board at its regularly scheduled meeting.

(c) FACILITIES COMMITTEE

The Facilities Committee shall of the Committee Chairperson, at least one member of the Board and other members as appointed by the Chairperson and the Board. It shall be the responsibility of the committee to provide for the maintenance of the pond, wells, walking paths, exterior lighting, entry gates, brick and iron fences. This committee shall also negotiate maintenance and repair contracts with contractors and monitor the proper operation of the mechanical equipment. This committee shall also prepare a report of its activities for presentation to the Board at its regularly scheduled meetings, for inclusion in the neighborhood newsletter and for presentation to all Association members at the annual meeting.

(d) CITY SERVICES COMMITTEE

The City Services Committee shall consist of the Committee Chairperson, at least one (1) member of the Board and other members as appointed by the Chairperson and the Board. It shall be the responsibility of the committee to monitor the activities of the City of Colleyville and other regional governmental entities, which may enact laws, ordinances and other regulations affecting the development or the association. The committee shall take the lead in interacting with city staff and elected officials with respect to issues affecting the development and the association. The committee will review the agenda of city council meetings and determine if association representation is required and keep the Board informed on issues impacting the Association. As directed by the Board, the committee will organize and oversee community programs such as Adopt-A-Road and Crime Watch. This committee shall also prepare a report of its activities for presentation to the Board at its regularly scheduled meetings, for inclusion in the neighborhood newsletter and for presentation to all Association members at the annual meeting.

(d) BLOCK CAPTAIN COMMITTEE

The Block Captain Committee shall consist of the Committee Chairperson, at least one (1) member of the Board and other members as appointed by the Chairperson and the Board. It shall be the responsibility of the committee to develop and present the annual committee budget to the Board for review and approval, to update and maintain the association resource guide, to publish and distribute the association newsletter, to greet new homeowners as soon as possible and provide them with the association resource guide and to canvass the association and recruit potential committee members and submit names of potential committee members to the appropriate Committee Chairperson. This committee shall also prepare a report of its activities for presentation to the Board at its regularly scheduled meetings, for inclusion in the neighborhood newsletter and for presentation to all Association members at the annual meeting.

(e) SOCIAL COMMITTEE

The Social Committee shall consist of the Committee Chairperson, at least one (1) member of the Board and other members as appointed by the Chairperson and the Board. It shall be the responsibility of the committee to develop and present the annual committee budget to the Board for review and approval and to plan, organize and implement social functions for the association as directed by the Board. This committee shall also prepare a report of its activities for presentation to the Board at its regularly scheduled meetings, for inclusion in the neighborhood newsletter and for presentation to all Association members at the annual meeting.

(f) BUDGET AND FINANCE COMMITTEE

The Budget and Finance Committee shall consist of the President, Secretary, Treasurer and other members as appointed by the President and Board. It shall be the responsibility of the committee to prepare and present the annual budget to the Board for review and approval. This committee shall also be responsible for auditing the financial reports and books of the association on an annual basis and reporting findings to the Board and Association members at the annual meeting.

(g) NOMINATING COMMITTEE

The nominating committee shall consist of at least three (3) members, including the President and two (2) other members as appointed by the Board. The committee shall be formed at a Board meeting at least sixty (60) days prior to the annual meeting. It shall be the responsibility of this committee to nominate candidates for officers and Directors of the Association to be elected at the annual meeting.

(h) OTHER COMMITTEES

The President shall have the authority to appoint other ad hoc committees as deemed necessary by the President for the proper management of the Association's business.

3.17 PROXIES

A Director may vote in person or by proxy executed in writing. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and otherwise irrevocable by law.

ARTICLE FOUR - MEMBERS AND MEMBERS' MEETINGS

4.01 MEMBERSHIP

Every Owner of a Lot shall automatically be a Member of the Association. Membership may not be separated from ownership of any Lot, which is subject to the Governing Documents.

Members shall be entitled to one (1) 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 (1) vote be cast with respect to any such Lot.

4.02 NOTICE, QUORUM, AND VOTING REQUIREMENTS.

4.02(a) NOTICE

Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered by the Association not less than ten (10) nor more than forty-five (45) days before the date of the meeting, either personally, by electronic mail, facsimile or by mail, to each Member according to the records of the Association. If sent via electronic mail or facsimile, such notice shall be deemed delivered when the notice is sent by electronic mail or facsimile to the electronic mail address or facsimile number provided by the Member to the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his address according to the records of the Association, with postage thereon prepaid. Business transacted at any special meeting shall be confined to the purposes stated in the notice or waiver thereof.

4.02(b) QUORUM

The presence of holders of ten percent (10%) of all the votes of the Members of the Association, represented in person, by proxy, absentee ballot, or electronic ballot, shall constitute

a quorum for any meeting of Members except as otherwise provided by law or in the Articles, the Declaration, or the Bylaws. If, however, such quorum shall not be present or represented at any meeting of the Members, the Members present, or represented by proxy, shall have the power to adjourn the meeting from time to time, subject to the above notice requirements. Except as otherwise provided by law or in Articles, the Declaration or these Bylaws, the presence of holders of five percent (5%) of the votes of the Members of the Association, represented in person, by proxy, absentee ballot, or electronic ballot, shall constitute a quorum for any reconvened meeting of Members. The Association may call as many subsequent meetings as may be required to achieve a quorum. At such adjourned or subsequent meeting at which a quorum shall be present or represented, any business may be transacted which may have been transacted at the meeting as originally notified.

4.02(c) VOTING

At all meetings of Members, each Member may vote in person, by proxy, absentee ballot, or electronic ballot in accordance with applicable law and as established by the Board. Members shall be entitled to one (1) vote for each Lot owned. Any vote cast in an Association election or vote by a Member must be in writing and signed by the Member voting. An electronic ballot shall be considered a written and signed ballot for purposes of this Section. An electronic ballot may be given by electronic mail, facsimile transmission or posting on an internet website established for the purpose of registering the votes of Members. All proxies shall be in writing and shall be filed with the Secretary of the Association or as otherwise designated. Every proxy shall be revocable and shall automatically cease upon conveyance by a Member of his or her Lot.

4.03 ANNUAL MEETINGS

The time, place, and date of the annual meeting of the Members of the Association, for the purpose of electing Directors and for the transaction of any other business as may come before the meeting, shall be the third (3rd) week of January each year or such date in January as the Board may designate. If the election of Directors is not held on the day thus designated for any annual meeting, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the Members as soon thereafter as possible.

4.04 ACTION WITHOUT MEETING

Any action that may be taken at a meeting of the Members under any provision of the Texas Non-Profit Corporation Act may be taken without a meeting if authorized by a consent or waiver signed by all of the persons who would be entitled to vote on that action at a meeting and filed with the Secretary of the Association.

4.05 PLACE OF MEETINGS

Member meetings shall be held at any place within or without the State of Texas, County of Tarrant, as may be designated by the written consent of all persons entitled to vote at a Members' meeting. Any meeting is valid wherever held if written consent to the meeting is given by all persons entitled to vote at the meeting.

4.06 CONDUCT OF MEETINGS

Members' meetings shall be chaired by the President, or, in the President's absence, another officer or any other person chosen by a majority of the Members present in person or by proxy and entitled to vote. The Secretary of the Association shall act as Secretary of the Member's meetings. In the absence of the Secretary, the Chairperson of the meeting shall appoint another person to act as Secretary of the meeting. The Board may implement any procedure it deems appropriate which allows the Association to conduct its business in a "business-like manner" and facilitates deliberation and debate.

4.07 MEMBERSHIP LISTS

The officer or agent having charge of the membership books shall make a complete list of the Members entitled to vote at each such meeting or any adjournment thereof arranged in alphabetical order, with the address of each Member, which list shall be kept on file at the principal office of the Association and shall be subject to inspection by any Member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member during the whole time of the meeting. The Association membership list, subject to each Member's obligation to provide ownership information to the Association, shall identify those Members entitled to examine such list or to vote at any such meeting of Members.

4.08 SPECIAL MEETINGS

It shall be the duty of the President of the Association to call a special meeting of the Members as directed by the President, resolution of the Board or upon receipt of a written request from Members entitled to vote at least one-tenth (1/10) of all of the votes of the Association. The Board may not require a specific form of petition nor require that the petition be offered to every member of the Association. Signatures on petitions need not be notarized or witnessed; however, the "signer's" identity must be reasonably discernible. No business except as stated in the notice shall be transacted at a special meeting of the Members. Notwithstanding the above, any special meetings shall be held within forty-five (45) days after receipt by the President of such request or petition.

4.09 ELECTIONS

4.09(a) ELECTION OF DIRECTORS

The appropriate number of members of the Board shall be elected by plurality vote at the annual meeting of Members of the Association.

4.09(b) CANDIDATES

Prior to an election of one (1) or more Directors for which the Association disseminates ballots with pre-printed names, the Association must meet or exceed applicable law requirements, if any, regarding the solicitation of candidates and production of ballots, such as Texas Property Code Section 209.00593. This Section may not be construed to require ballots with pre-printed names or the dissemination of ballots outside the meeting.

4.09.1. Candidate Information. The Association may ask each candidate to submit certain information to help voters make informed decisions and may disseminate the information to Members.

4.09.2 Nominating Committee. From time to time, the Board may appoint a nominating committee of the Association to oversee the solicitation of candidates and the dissemination of candidate information.

4.09.3 Endorsements. The Board by a majority vote may endorse one or more candidates or may authorize the nominating committee to endorse one or more candidates and may announce its endorsements to the Members as a legitimate exercise of power.

4.09.4 Nominations from Floor. The Association's dissemination of a ballot with pre-printed names does not prevent a Member from announcing the Member's candidacy from the floor of the election meeting. Also, if all candidates are solicited at an election meeting and if voting is done at the meeting with fill-in ballots, no prior candidate solicitation is required.

No business may be transacted in the absence of a quorum, or upon the withdrawal of enough Members to leave less than a quorum; other than to adjourn the meeting from time to time by the vote of a majority of the votes represented at the meeting.

4.10 TABULATION OF VOTES

Any person who tabulates ballots in an Association election or vote may not disclose how a Member or individual voted. A person who is a candidate or otherwise the subject of an Association vote, or a person related to that person within the third degree of affinity or consanguinity, may not tabulate or otherwise be given access to the ballots cast in an election or vote.

4.11 RECOUNTS

Any Member may, not later than the 15th day after the date of the meeting at which the election or vote was held, require a recount of the votes. A demand for a recount must be submitted in writing either:

- (a) by certified mail, return receipt requested, or by delivery by the United States Postal Service with signature confirmation service to Association's mailing address as reflected on the latest management certificate filed under Section 209.004 of the Texas Property Code; or
- (b) in person to the Association's managing agent as reflected on the latest management certificate filed under Section 209.004 of the Texas Property Code or to the address to which absentee and proxy ballots are mailed.

The Association shall, at the expense of the Member requesting the recount, retain for the purpose of performing the recount, the services of a person qualified to conduct a recount. The Association shall enter into a contract for the services of a person who:

(1) is not a Member of the Association or related to a Member of the Board within the third degree by consanguinity or affinity, and is either:

- (A) a current or former:
 - (i) county judge;

- (ii) county elections administrator;
- (iii) justice of the peace; or
- (iv) county voter registrar; OR

(B) a person who is not a Member of the Association or related to a current Director and who is agreed on by the Association and the Member requesting the recount.

Any recount must be performed on or before the 30th day after the date of receipt of a request and payment for a recount. If the recount changes the results of the election, the Association shall reimburse the requesting Member for the cost of the recount. The Association shall provide the results of the recount to each Member who requested the recount. Any action taken by the Board in the period between the initial election vote tally and the completion of the recount is not affected by any recount.

ARTICLE FIVE – OFFICERS

5.01 TITLE AND APPOINTMENT

The officers of the Association shall be a President, a Secretary, and a Treasurer. All officers shall be elected as Directors and hold office at the pleasure of the Association. The Board shall have the authority to appoint a Director to fill the vacancy of any officer that has resigned or has been removed from office.

5.02 REMOVAL AND RESIGNATION

Any officer may be removed, with or without cause, by vote of a majority of the Directors at any meeting of the Board, or, except in case of an officer chosen by the Board, by any committee or officer upon whom that power of removal may be conferred by the Board. Such removal shall be without prejudice to the contract rights, if any, of the person removed. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary of the Association. Any resignation shall take effect upon receipt or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.03 VACANCIES

Should any vacancy occur in any office of the Association, the Board may elect an acting successor to hold office for the unexpired term.

5.04 COMPENSATION

There shall be no compensation for any Board or Committee member.

5.05 PRESIDENT

The President shall be the chief executive officer of the Association, subject to the control of the Board. The President shall have general supervision, direction, and control of the business and officers of the Association; shall have the general powers and duties of management usually

vested in the office of the President of a corporation; shall have such other powers and duties as may be prescribed by the Board or the Bylaws; and shall be *ex officio* a member of all standing committees. In addition, the President shall preside at all meetings of the Members and Board.

5.06 SECRETARY

The Secretary shall:

- (a) See that all notices are duly given as required by law, the Articles of Incorporation, or these Bylaws. In case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to act, notice may be given and served by the President or Board.
- (b) Be custodian of the minutes of the Association's meetings, and its other records.
- (c) Maintain a record of all Members of the Association, together with then current mailing addresses.
- (d) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be required by these Bylaws, by the President, by the Board, or by law.

5.07 TREASURER

The Treasurer shall:

- (a) Have charge and custody of and be responsible for, all funds and securities of the Association, and deposit all funds in the name of the Association in those banks, trust companies, or other depositories as the Board selects.
- (b) Receive, and give receipt for, monies due and payable to the Association.
- (c) Disburse or cause to be disbursed the funds of the Association as may be directed by the Board, taking proper vouchers for those disbursements.
- (d) If required by the Board or the President, give to the Association a bond to assure the faithful performance of the duties of the Treasurer's office and the restoration to the Association of all corporate books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or control, in case of the Treasurer's death, resignation, retirement, or removal from office. Any such bond shall be in a sum satisfactory to the Board, with one or more individual securities or with a surety company satisfactory to the Board.
- (e) In general, perform all the duties incident to the office of the Treasurer, and such other duties as from time to time may be assigned to the Treasurer by Article Six of these Bylaws, by the President, by the Board, or by law.

ARTICLE SIX - RECORDS AND ADMINISTRATION

6.01 MINUTES OF MEETINGS

The Association shall keep at the principal office, or such other place as the Board may order, minutes of all meetings of the Association's Members, Directors, and committees. The minutes shall show the time and place of each meeting, whether the meeting was regular or special, a copy of the notice given or written waiver thereof, and, if it is a special meeting, how the meeting was authorized. The minutes of all meetings may further show the proceedings, the names of those present, and the number of votes present or represented.

6.02 BOOKS AND RECORDS

(a) The books, records and accounts of the Association shall, at reasonable times upon reasonable written notice, be subject to inspection and copying in accordance with Section 209.005 of the Texas Property Code at such Member's cost and expense. The Declaration, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association or at the office of the managing agent, and copies of such documents may be purchased from the Association at a reasonable cost. This Section may not be construed as a duty for the Association to create or maintain "official records" that it does not otherwise have. The Association's official records include (without limitation):

- i. Current Governing Documents.
- ii. Financial records of the operation and administration of the Association, including bank statements, tax returns, financial statements, audits, and detailed records of receipts and expenditures.
- iii. Approved minutes of membership and board meetings.
- iv. Current written contracts to which the Association is a party.
- v. Meeting notices, ballots, proxies, and other records related to voting by owners.

(b) This subsection pertains to "unofficial records", being all information and materials in the Association's possession other than the Association's official records. This Section may not be construed as a duty for the Association to create or maintain unofficial records that it does not otherwise have. The Association is not required to make unofficial records available for document production, inspection, or copying, except under court order, on advice of counsel, or if requested by the Owner to whom it pertains directly. The Section may not be construed as a duty by the Association to keep its unofficial records closed, or as a prohibition against disclosing items of unofficial information as the Association deems appropriate. To the extent permitted or not prohibited by applicable law, the Association's unofficial records include (without limitation):

- i. Architectural drawings, engineering plans, and other intellectual property without the Owner's written consent.
- ii. Contracts, leases, bids, or other documents and correspondence related to transactions that are in negotiation.
- iii. Unapproved minutes of membership and board meetings.
- iv. Communications with legal counsel that are otherwise protected by the attorney-client privilege or the attorney work product doctrine.
- v. Except as required to produce the below-described membership list or with the Member's written consent, information pertaining to a particular Lot or Owner, such as: additional contact information (such as phone numbers and email

addresses), banking or credit information, identification numbers (such as driver's license or social security), place of employment, emergency contact information, mortgage information, lease-related information, information identified by the Owner as "confidential," and any other item of information provided by an Owner or obtained by the Association.

- vi. Correspondence and notes pertaining to any of the foregoing items.

6.03 FISCAL YEAR

The fiscal year of the Association shall be the calendar year as approved by the Internal Revenue Service. The Treasurer shall arrange a consultation with the Association's tax advisers to determine whether the Association is to have a fiscal year other than the calendar year. If so, the Treasurer shall file an election with the Internal Revenue Service as early as possible, and all correspondence with the IRS, including the application for the Association's Employer Identification Number, shall reflect such non-calendar year election.

6.04 MANAGEMENT OF FUNDS

All Association funds shall be handled by the Board on behalf of the Association in appropriate bank accounts or in other accounts approved by the Board, and using such funds to operate the Association; provided, any reserve funds may be deposited, in the Board's good faith best business judgment, in depositories other than banks.

6.05 NON-PROFIT ASSOCIATION

This Association is not organized for profit. Except as authorized by these Bylaws, no Member, member of the Board or officer from whom the Association receives any property or service shall receive or shall be lawfully entitled to receive any financial profit or other benefit from the operation. In no event shall any part of the funds or assets of the Association be paid as salary or compensation to, or distributed to any Member, member of the Board or officer; provided, however, that (1) reasonable compensation may be paid to any Member, member of the Board or officer while acting as an agent or employee of a third party for services rendered to the Association in effecting one or more of the purposes of the Association and not for acting or providing services as a member of the Board or officer, and (2) any Member, member of the Board or officer may, from time to time, be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of the Association.

6.06 CONFLICTING OR INVALID PROVISIONS

Notwithstanding anything contained herein to the contrary, should all or part of any Article or Section of these Bylaws be in conflict with the provisions of the Act or any other Texas law, such Act or law shall control, and should any part of these Bylaws be invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall be valid and operative. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control, and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

6.07 NOTICES

All notices to Members of the Association shall be given by delivering the same to each Owner in person or by depositing the notices in the U.S. Mail, postage prepaid, addressed to each Owner at the address according to the records of the Association. If an Owner shall fail to give an address to the Secretary for mailing of such notices, all such notices shall be sent to the street address of the Lot of such Owner. All Owners shall be deemed to have been given notice of the meetings upon the proper mailing of the notices to such addresses irrespective of the actual receipt of the notices by the Owners. Notices may be sent to Owners via electronic mail to an address provided to the Association by the Owner. Owners are solely responsible for maintaining a current electronic mail address with the Association.

6.08 CONDUCT OF MEETINGS

The President, or any person designated by the Board, presides over meetings of the Association. The Secretary keeps, or causes to be kept, the minutes of the meeting which should record all resolutions adopted and all transactions occurring at the meeting, as well as a record of any votes taken at the meeting. The Board may implement any procedure it deems appropriate which allows the Association to conduct its business in a “business-like manner” and facilitates deliberation and debate.

6.09 AMENDMENT OF BYLAWS

These Bylaws may be amended by the Members at any duly convened Members’ meeting at which a quorum is present by the affirmative vote (in person, by proxy, absentee ballot, electronic ballot or as otherwise allowed by law) of at least a majority vote of those Members present or represented at such duly convened meeting. The meeting notice shall include the specific amendment(s) or other change(s) or revision(s) proposed to be made to these Bylaws. The Board may not amend, revise, or repeal these Bylaws, except to ensure compliance with applicable law. An amendment will be effective upon recording it with the Official Public Records of Tarrant County, Texas.

ARTICLE SEVEN - AUTHORITY TO EXECUTE INSTRUMENTS

7.01 NO AUTHORITY ABSENT SPECIFIC AUTHORIZATION

These Bylaws provide certain authority for the execution of instruments. The Board, except as otherwise provided in these Bylaws, may additionally authorize any officer(s) or agent(s), to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Unless expressly authorized by these Bylaws or the Board, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement nor to pledge its credit nor to render it liable pecuniarily for any purpose or in any amount.

7.02 EXECUTION OF CERTAIN INSTRUMENTS

Formal contracts, promissory notes, deeds, deeds of trust, mortgages, pledges, and other evidences of indebtedness of the Association, other corporate documents, and certificates of ownership of liquid assets held by the Association shall be signed or endorsed by the President or

the Secretary or the Treasurer, unless otherwise specifically determined by the Board or otherwise required by law.

ARTICLE EIGHT - INDEMNIFICATION OF OFFICERS AND DIRECTORS

8.01 INDEMNIFICATION

(a) The Association shall indemnify, to the extent provided in the following paragraphs, any person who is or was a director, officer, agent, or employee of the Association. In the event the provisions of indemnification set forth below are more restrictive than the provisions of indemnification allowed by Chapter 8 of the Texas Business Organizations Code ("Code"), then such persons named above shall be indemnified to the full extent permitted by the Code as it may exist from time to time.

(b) In case of a threatened or pending suit, action or proceeding (collectively, "Suit"), whether civil, criminal, administrative or investigative (other than an action by the Association), against a person named in paragraph (a) above by reason of such person's holding a position named in such paragraph (a), the Association shall indemnify such person, if such person satisfies the standard contained in paragraph (c) below, for amounts actually and reasonably incurred by such person in connection with the defense or settlement of the Suit as expenses (including court costs and attorneys' fees), amounts paid in settlement, judgments, penalties (including excise and similar taxes), and fines

(c) A person named in paragraph (a) above will be indemnified only if it is determined in accordance with paragraph (d) below that such person:

- (i) acted in good faith in the transaction which is the subject of the Suit; and
- (ii) reasonably believed:
 - (A) if acting in his or her official capacity as director, officer, agent, or employee of the Association, that his or her conduct was in the best interests of the Association; and
 - (B) in all other cases, his or her conduct was not opposed to the best interests of the Association; and
- (iii) in the case of any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, will not, of itself, create a presumption that such person failed to satisfy the standard contained in this paragraph (c).

(d) A determination that the standard in paragraph (c) above has been satisfied must be made:

- (i) by the Board by a majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the

proceeding; or

- (ii) if such quorum cannot be obtained, by a majority vote of a special committee designated to act in the matter by a majority vote of all Directors, consisting solely of two (2) or more Directors who at the time of the vote are not named defendants or respondents in the proceeding; or
- (iii) by special legal counsel selected by the Board or a committee of the Board by vote as set forth in subparagraphs (i) or (ii) above, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.

(e) Determination as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, determination as to reasonableness of expenses must be made in the manner specified by subparagraph (d)(iii) above for the selection of special legal counsel.

(f) The Association may reimburse or pay in advance any reasonable expenses (including court costs and attorneys' fees) which may become subject to indemnification under paragraphs (a) through (e) above, but only in accordance with the provisions as stated in paragraph (d) above, and only after the person to receive the payment (i) signs a written affirmation of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under paragraph (c) above, and (ii) undertakes in writing to repay such advances if it is ultimately determined that such person is not entitled to indemnification by the Association. The written undertaking required by this paragraph must be an unlimited general obligation of the person but need not be secured. It may be accepted without reference to financial ability to make repayment.

(g) The indemnification provided by paragraphs (a) through (e) above will not be exclusive of any other rights to which a person may be entitled by law or vote of members or disinterested Directors, or otherwise.

(h) The indemnification and advance payment provided by paragraphs (a) through (c) above will continue as to a person who has ceased to hold a position named in paragraph (a) above and will inure to such person's heirs, executors, and administrators.

(i) The Association may purchase and maintain insurance on behalf of any person who holds or has held any position named in paragraph (a) above against any liability incurred by such person in any such position, or arising out of such person's status as such, whether or not the Association would have the power to indemnify such person against such liability under paragraphs (a) through (f) above.

(j) Indemnification payments and advance payments made under paragraphs (a) through (i) above are to be reported in writing to the Members of the Association in the next notice or waiver of notice of annual meeting, or within twelve (12) months after the payments are made, whichever is sooner.

(k) All liability, loss, damage, cost, and expense incurred or suffered by the Association by reason of or arising out of, or in connection with, the foregoing indemnification provisions shall be treated and handled by the Association as an expense subject to special assessment.

8.02 OTHER

The Board, officers or representatives of the Association shall enter into contracts or other commitments as agents for the Association, and they shall have no personal liability for any such contract or commitment (except such liability as may be ascribed to them in their capacity as Owners).

8.03 INTERESTED DIRECTORS AND OFFICERS

(a) If paragraph (b) below is satisfied, no contract or transaction between the Association and any of its Directors or officers (or any other corporation, partnership, association, or other organization in which any of them directly or indirectly have a financial interest) shall be void or voidable solely because of this relationship.

(b) The contract or transaction referred to in paragraph (a) above will not be void or voidable if:

(i) the Director, relative, or company bids on the proposed contract and the Association has received at least two other bids for the contract from persons not associated with the Director, relative, or company, if reasonably available in the community;

(ii) the Director:

- (A) is not given access to the other bids;
- (B) does not participate in any board discussion regarding the contract;
- and
- (C) does not vote on the award of the contract;

(iii) the material facts regarding the relationship or interest with respect to the proposed contract are disclosed to or known by the Board and the Board, in good faith and with ordinary care, authorizes the contract by an affirmative vote of the majority of the Directors who do not have an interest governed by this Section; and

(iv) the Board certifies that the other requirements of this Section have been satisfied by a resolution approved by an affirmative vote of the majority of the Directors who do not have an interest governed by this Section.

ARTICLE NINE - EVIDENCE OF OWNERSHIP, REGISTRATION OF MAILING ADDRESS

9.01 PROOF OF OWNERSHIP

Any person or entity, on becoming an Owner of a Lot, shall furnish to the Board or the Association's management company a true and correct copy of the original or a certified copy of the recorded instrument vesting that person or entity with an interest or ownership in the Lot, which copy shall remain in the files of the Association.

9.02 REGISTRATION OF MAILING ADDRESS

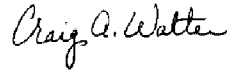
The Owner or several Owners of a Lot shall have the same registered mailing address to be used by the Association for the mailing of annual or monthly statements, notices, demands and all other communications, and such registered address shall be the only mailing address of a person or persons to be used by the Association. Such registered address of an Owner or Owners shall be deemed to be the mailing address of the Lot owned by said Owner or Owners unless a different registered address is furnished by such Owner(s) in writing to the Board within fifteen (15) days after transfer of title or after a change of address. To be a valid change of address, such registration shall be in written form and signed by all of the Owners of the Lot or by such person(s) as are authorized by law to represent the interest of all of the Owner(s) thereof.

SIGNED this the 22 day of June, 2024.

EMERALD PARK OWNERS ASSOCIATION, a Texas nonprofit corporation



By Scott Larsen, President



By Craig Walter, Secretary

CERTIFICATION OF AMENDMENT TO BYLAWS

I, Scott Larsen, the duly elected President of Emerald Park Owners Association, a Texas non-profit corporation, hereby certify:

That these Amended and Restated Bylaws of Emerald Park Owners Association, were approved in accordance with the Bylaws by the Members at the duly convened meeting of the Members of the Association held on the 22 day of June, 2024, and that the same does now constitute the official Bylaws of Emerald Park Owners Association.

IN WITNESS WHEREOF, I heretofore subscribe my hand on this 22 day of June, 2024.



Emerald Park HOA President