
Bylaws of
Crown Valley HOA
(A NON-PROFIT CORPORATION)

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ARTICLE ONE-CORPORATE CHARTER AND OFFICES

1.01 CORPORATE CHARTER PROVISIONS

Each provision of the Corporation's Charter shall be observed until amended by Restated Articles or Articles of Amendment, filed with the Texas Secretary of State.

1.02 REGISTERED OFFICE AND AGENT

The address of the Registered Office provided in the original Articles of Incorporation, as duly filed with the Secretary of State for the State of Texas, is:

3710 Rawlins, Suite 1210, LB 12
Dallas, Texas 75242-1717. [CK1][SW2]

The name of the Registered Agent of the Corporation at such address, as set forth in its Articles of Incorporation, is: Gregory A. Shamoun.

The registered agent or office may be changed by filing a Statement of Change of Registered Agent or Office or Both with the Texas Secretary of State, and not otherwise. Such filing a filing shall be made promptly with each change. Arrangements change. Arrangements for each change in registered agent or office shall ensure that the Corporation is not exposed ex-posed to the possibility of a default judgment. Each successive registered agent shall be of reliable character and well informed of the necessity of immediately furnishing the papers of any lawsuit against the Corporation to its attorneys.

1.03 INITIAL BUSINESS OFFICE

The address of the initial principal business office of the Corporation is hereby established as:

The Corporation 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 may designate designate, or the business of the Corporation may require.

1.04 AMENDMENT OF BYLAWS

The Board of Directors may alter, amend, or repeal these Bylaws, and adopt new Bylaws. All such Bylaw changes shall take effect upon adoption by the Directors. Notice of Bylaws changes shall be given in or before notice of the first Members' meeting following their adoption.

ARTICLE TWO- DIRECTORS AND DIRECTORS' MEETINGS

2.01 POWERS

The business and affairs of the Corporation and all corporate powers shall be exercised by or under ~~authority~~the authority of the Board of Directors, subject to the limitations imposed by law, the Articles of Incorporation, and these Bylaws.

2.02 VACANCIES

Vacancies on the Board of Directors 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 2.0302(a) of these Bylaws; (c) an increase in the authorized number of Directors; or (d) the death, resignation, or removal of any Director.

2.02(a) DECLARATION OF A VACANCY

A majority of the Board of Directors may ~~remove a Director and~~ declare the office of a Director vacant if the Director is adjudged incompetent by a court; is convicted of a crime involving moral turpitude; or fails to accept the office of Director, either by a letter of acceptance or by attending a meeting of the Board of Directors within thirty (30) days of notice of election.

2.02(b) FILLING VACANCIES BY DIRECTORS

Vacancies other than those caused by an increase in the number of Directors shall be temporarily filled by ~~majority~~the majority vote of the remaining Directors, though less than a quorum, or by a sole remaining Director. Each Director so ~~appointed~~elect shall hold office until a successor is elected at a Member's meeting. Vacancies ~~reducing may not reduce~~ the number of Directors to less than three- ~~in order shall be filled before to ensure~~ the transaction of any ~~other~~ business.

2.02(c) FILLING VACANCIES BY MEMBERS

Any vacancy on the Board of Directors ~~excluding a vacancy under Section 2.02(b), including those caused by an increase in the number of Directors,~~ shall be filled by the Members at the next annual meeting or at a special meeting called for that purpose. ~~Upon the resignation of a Director tendered to take effect at a future time, the Board or the Members may elect a successor to take office when the resignation becomes~~^[CK3]_[SW4] effective.

2.03 REMOVAL OF DIRECTORS

The entire Board of Directors or any individual Director may be removed from office by a vote of a majority of Members entitled to vote is obtained by the Members and presented to the Board and its Managing Agent. In order for this removal process to be effective, Members must serve the Board of Directors, including the Board Members to be removed, with an official demand to hold a meeting or special meeting of the Board specifically siting the reason for the meeting. All notice requirements set forth in these Bylaws for the type of meeting to be called must be met. Once the removal of one or more Board Members has officially occurred, an election of the Members to fill the vacant seats must be held. ~~at an election of Directors. However, if less than the entire Board is to be removed, and the Members are given the right to cumulate votes in the Articles of Incorporation, no one of the Directors may be removed if the votes cast against his removal would be sufficient to elect him if then voted at an election of the entire Board of Directors. If any or all Directors are so removed, their replacements may be elected at the same meeting.~~ If less than all the Board Members are removed, the remaining Board Member(s) shall issue a call for candidates and facilitate the election process within forty-five (45) days of the official removal. If all the Board Members are removed, the Members, working in conjunction with the Managing Agent, shall issue a call for candidates and the election process shall~~CK5~~^[SW6] take place within thirty (30) days of the official removal.

2.04 ACTION BY CONSENT OF BOARD WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors 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. When circumstances warrant, such as the removal of the entire Board by the Members, the Managing Agent shall continue with operations and payment of expenses as set forth in the management agreement to ensure~~CK7~~^[SW8] no delay or failure of the fiduciary duties of the Association or Board.

2.05 PLACE OF MEETINGS

Meetings of the Board of Directors shall be held at any place within ~~or without~~ the State of Texas as may be designated by the Board.

2.06 REGULAR MEETINGS

Regular meetings of the Board of Directors ~~may shall~~ be held, without call or notice, immediately following ~~an each~~ annual Members' meeting, ~~or and~~ at any other regularly ~~scheduled repeating times~~ as the Directors may designate as long as notice requirements to Members for board meetings set forth by Texas Property Code are properly~~CK9~~^[SW10] met.

2.07 SPECIAL MEETINGS OF THE BOARD OR MEMBERS

Special meetings of the Board of Directors 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 any Vice President or any two Directors. Written notice of the special meeting, stating the time and place of the meeting, shall be served on each Board Member (e-mail notice being acceptable) at least three (3) days prior to the meeting date. The three-day notice requirement may be avoided if all Board Members agree to the waiver of such notice requirements in writing (e-mail notice being acceptable). A Special Meeting of

~~the Board may be called by a majority of the voting Members of the Association. Such meeting shall be mailed at least ten (10) days in advance of the meeting and must be announced in a manner that is reasonably expected to reach all Members. before, or personally delivered so as to be received by each Director not later than two (2) days before, the day appointed for the meeting. An Agenda along with the notice is required for meetings called by the Members. Only the business or topics listed on the Agenda may be discussed at a Special Meeting called by the Members. The notice may include a tentative agenda, but the meeting shall not be confined to any agenda included with the [CK11][SW12] notice, and none is required.~~

Upon providing notice, the Secretary or other officer sending notice shall sign and file in the Corporate Record Book a statement of the details of the notice given to each Director or to the Members. If such statement should later not be found in the Corporate Record Book, due notice shall be presumed.

2.08 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 of Directors, unless the act of a greater number is required by law, ~~the~~

~~the Articles of Incorporation, or these Bylaws. Directors may not use a proxy toward a quorum at any Board or Special Meeting of the Board. present by proxy shall not be counted toward a quorum. A quorum of the Members is required to hold Annual Meetings of the Members and such quorum may be met by attendance in person or by proxy.~~

~~Articles of Incorporation, or these Bylaws. Directors present by proxy shall not be counted toward a quorum.~~

2.09 ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS

A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated hour and 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 if the meeting is to be adjourned to another hour and day, notice of the meeting must be, ~~a majority of the Directors present may adjourn to a set time and place if notice is duly given to the~~ the Members including any absent Board Member in order to be held. Any change to the Agenda must be included with the notice. ~~absent members, or until the time of the next regular meeting of the Board.~~

2.10 CONDUCT OF MEETINGS

The President shall chair all meetings of the Board of Directors unless such role is delegated to another Board Member by the President. ~~In the President's absence, the Vice President or a Chairmen chosen by a majority of the Directors present shall preside.~~ The Secretary of the Corporation shall act as Secretary, however, of the Board of Directors' meetings. ~~When the Secretary is absent from any meeting, the Chairman~~

may appoint any person to act as Secretary of that meeting. Meetings of the Board whether regular or special are held to allow the Board to conduct business of the Association. Members have the right to attend in listen-only mode and should not interrupt the meeting process at any time. Members are not entitled to the floor or able to participate unless the Board acknowledges such member or opens the floor during or at the conclusion of the meeting. This same meeting protocol applies to Annual and other meetings held when a quorum of the Board is present to oversee the meeting and how it will be conducted.

2.11 NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be ~~three~~ five (5), none of whom need be residents of Texas or Members and shall all be active Class A current members of the Association.HOA. The definition of a Class A member is a homeowner or owner of as residential lot in the Crown Valley HOA. 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 ~~be less than three (3).~~ have the effect of reducing the total number of Directors below three, nor of shortening the tenure which any incumbent Director would otherwise enjoy.

2.12 TERM OF OFFICE

The terms election of officers shall be conducted as follows: two (2) directors shall be appointed temporarily voted into office by the current directors as permitted under the current bylaws. Members will be notified 30 days prior to annual members' meeting to confirm the interim directors or vote on any potential candidates. The following year 3 new directors will stand for election. All directors will serve for a two-year two-year terms unless a staggering of the terms is required to avoid an election every year. A majority of the Board of Directors, by Resolution, may set the terms based on the number of Board Members to serve to ensure staggered terms at all times. The recommended terms for a board of five (5) shall be two (2) members serving a three-year term and three members serving a two-year term. . This will entail that three officers elected will subsequently be voted in the odd years and 2 officers elected in the even years, thereby ensuring continuity of the Board. 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 Members' meeting called specifically for that [CK13][SW14] purpose.

2.13 COMPENSATION

Directors ~~as such~~ shall not receive salaries or other compensation for their services, but by resolution of the Board of Directors a fixed sum plus expenses of attendance, if any, may be paid to Directors for attendance at each meeting of the Board. This policy does not preclude any Director from serving the Corporation in any other capacity and receiving compensation for such additional service.

2.14 INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify all officers, Directors, employees, and agents

to the extent required by law. The Board of Directors may, by separate resolution, provide for additional indemnification as allowed by law.

2.15 INSURING DIRECTORS, OFFICERS, AND EMPLOYEES

~~The Association Corporation may purchase and maintain Directors and Officers Insurance for the purpose of providing coverage and protection of current as well as prior Board Members of the Association in the event of suit or legal action against the Board. insurance, or make any other arrangement, on behalf of any person as permitted by Article 2.22A(R) of the Texas Non-Profit Corporation Act, whether or not the Corporation has the power to indemnify that person against liability for any acts. Insurance is to be purchased and maintained by the Association.HOA management company. The Managing Agent may, and probably will, provide quotes and information on the best coverage options available to the Board.~~

2.16 BOARD COMMITTEES-AUTHORITY TO APPOINT

The Board of Directors may designate one or more committees, including AdHoc committees to conduct the business and affairs of the Corporation to the extent authorized. Each Board appointed committee shall contain at least two (2) members, a majority one of whom must be a Directors or in the absence of a Director, the Property Manager or representative of the Managing Agent. The Board shall have the power to change the authorities powers and membership requirementsof, fill in vacancies, in, and dissolve any committee at any time. Members of any committee shall receive such compensation as the Board of Directors may from time to time provide. The designation of any committee and the delegation of authority thereto shall not include or have the powers of the operate to relieve the Board of Directors at any time, or any member thereof, of any responsibility imposed by law. All committees, regardless of type or purpose, are volunteers appointed by the Board and not eligible to take part in votes or the operation of the business of the Association. Committees serve at the sole discretion of the Board and are required to read, sign, and follow a Charter as the Board may deem appropriate. The Board may also elect or appoint Members' committees, but these committees shall not conduct the business of the Corporation.

2.17 PROXIES

A Director may vote in person or by proxy executed in writing at an Annual Meeting or Annual Election Meeting only. No proxy shall be valid after eleven (11) three months from the date of its execution. Each proxy shall be revocable by the Owner when the revocation is submitted in writing by the Owner or should the Owner appear in person at a meeting for which the proxy was assigned. In the event of more than one Owner of a property for which a proxy is assigned, only one (1) legal Owner of record is required to issue or sign a proxy or appear in person at the meeting. A Board Member may not revoke a proxy assigned by an Owner except for the following: (i) the proxy is incomplete, (ii) the signor on the proxy cannot be verified as a legal owner of record, (iii) the proxy is received after the posted deadline, (iv) the person to whom the proxy was assigned is deemed to be an unauthorized proxy recipient or (v) any reason established by Texas Property Code which may apply at the time the meeting for which the proxy was issued occurs..unless expressly provided therein to be irrevocable and otherwise irrevocable by law.

ARTICLE THREE-MEMBERS AND MEMBERS' MEETINGS

3.01 ADMISSION OF MEMBERS

~~Members shall be admitted by the Board of Directors. An affirmative vote of two-thirds of the Directors shall be required for admission. The Directors shall set, and may alter, qualifications and classes of membership. Membership is not transferable or assignable. Membership in the Association HOA is established acknowledged by virtue of the title deed upon purchase of a residence or lot in Crown Valley Estates~~

3.02 VOTING RIGHTS

~~Class A Members of any class(es) are entitled to exercise their voting rights on any matter brought before the Membership for vote and shall have one (1) vote per lot. The voting rule of one (1) vote per Lot includes lots owned by multiple owners or by any corporation, business, or other organization. on each matter submitted to a vote of the Members.~~

3.03 TERMINATION OF MEMBERSHIP

~~The Board of Directors shall be governed by Texas Property Code Section 209.0055 and Section 209.0059 as it may be from time to time be amended. , by two-thirds~~^[CK15]^[SW16]~~affirmative vote, may suspend the voting rights of or expel a delinquent Member for cause after notice and hearing and may, by a majority vote, terminate the membershipsuspend the voting rights of any Member who becomes 1. Ineligible for membership, or suspend the voting rights of or expel any Member who shall be in default in the payment of dues for the period fixed by the Directors.~~
Membership specifically does not extend to Lessors or renters.

3.04 REINSTATEMENT RESERVED

Upon written request signed by a ~~former-suspended~~ Member and filed with the Secretary, the Board of Directors may, by two-thirds affirmative vote, reinstate such former Member on such terms as the Board of Directors may deem appropriate.

3.05 RESIGNATION BY MEMBER

~~Any Member may resign by filing a written resignation with the Secretary. Resignation from the Membership is only allowed as such time as the Member no longer owns property in the crown Valley HOA, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. Membership in the Association is mandatory and automatic upon purchase of a lot and is not revokable or subject to resignation by the Member. The only means of separation from membership is if the Owner sells the property to another buyer or loses ownership of the property through foreclosure or some other legal form or action. In this event, whoever purchases the property or assumes legal title shall become the Class A member of the Association subject to all rules and eligible for all rights as set forth in the Covenants, these Bylaws, or any Policy adopted by the Association. Owners who sell their property are required to request and receive a resale certificate from the Association to help ensure proper transfer of ownership, payment of all fees and assessments due, and to help ensure current member listings can be maintained by the Association.~~

3.06 ANNUAL MEETINGS

The time, place, and date of the annual meeting of the Members of the Corporation, including for the purpose of electing Directors and for the transaction of any other business as may come before the meeting, shall be set by a majority vote of the Board of Directors. Meetings may not be held on legal holidays or Sundays. ~~If the day fixed for the annual meeting is a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If an Annual Election Meeting was scheduled and the election of Directors cannot be held because a quorum was not met, the meeting must be adjourned and a new meeting set.~~ ~~is not held on the day thus designated for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as possible.~~

3.07 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~~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 ~~Board Corporation.~~ Each such signed consent, or a ~~true~~true copy thereof, shall be placed in the Minutes of the Meeting or Corporate Record Book of the Association.

3.08 PLACE OF MEETINGS

Members' meetings shall be held at any place within ~~or without~~ the State of Texas as may be designated by the ~~Board 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 ~~to by~~ all persons entitled to vote at the meeting.

3.09 TELEPHONE MEETINGS

Subject to the notice provisions required by these Bylaws and by the then current Texas Property Code or the Texas Non-Profit Corporation Act, Members may participate in and hold a meeting by means of conference telephone or similar communications equipment by which all persons participating can hear each other. Participation in such a meeting shall constitute presence in person at such meetinga meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.10 FAILURE TO HOLD ANNUAL MEETING

If, within any thirteen (13) month period, an annual Members' Meeting is not held, any Member may demand, by registered mail to any officer, that the meeting be held within a reasonable time. If the meeting is not held within sixty (60) days of the demand, any Member may compel the meeting under acceptable means through the Texas Property Code or by ~~by~~ legal action against the Board of Directors.

3.11 CONDUCT OF MEETINGS ~~RESERVED~~

~~Members' meetings shall be chaired by the President, or, in the President's absence, a Vice President 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 Corporation, or, in the Secretary's absence, an Assistant Secretary, shall act as Secretary of the Members' meetings. In the absence of the Secretary or Assistant Secretary, the Chairman of the meeting shall appoint another person to act as Secretary of the meeting.~~ [CK17][SW18]-

3.12 NOTICE OF MEETINGS

Except for regular Board meetings, the ~~The~~ officer or agent persons ~~shall give giving~~ notice of a Members' meeting which shall be delivered in writing or by any acceptable and authorized means ~~written notice~~ to each Director and to each Member entitled to vote at the meeting at least ten

(10) but not more than fifty (50) days before the date of the meeting. Such notice shall state 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. ~~The n~~ Notices may be given personally, by U.S. regular, first class mail, or by other means adopted by the Association and reasonably believed to be seen or effectively broadcast to the membership. ~~The notice shall be addressed to each recipient at such address as appears in the Corporation's records or as the recipient has given to the Corporation for the purpose of notice. Meetings provided for in these Bylaws shall not be invalid for lack of notice if Owners fail to keep up to date mailing addresses and e-mail addresses on file with the Association or its Managing Agent.~~ all persons entitled to notice consent to the meeting in writing or are present at the meeting in person or by proxy and do not object to the notice given. Consent may be given either before or after the meeting. Notice of the reconvening of an adjourned meeting is not necessary if the meeting will be held in the same place and the time and day of the reconvened meeting is announced and as long as unless the meeting is held within adjourned more than thirty (30) days of the meeting past the date stated in the original notice, in which case notice of the adjourned meeting shall be given as in the case of any special meeting.

3.13 SPECIAL MEETINGS

A special Members' meeting may be called at any time by the President, the Board of Directors, or by majority vote of the Members ~~one or more Members holding one-tenth or more of all the votes~~ entitled to vote, at the meeting. Such meeting may be called for any purpose. The party calling the meeting may do so only by written request sent by certified mail ~~or delivered in person to the President or Secretary to all Board Members~~. The Board officer receiving the written request ~~shall cause notice of the meeting to be sent to all the Members entitled to vote~~ at the meeting. If the officer does not give notice of the meeting within ten (10) days after receipt of the written

request, the person or persons calling the meeting may fix the time of the meeting and give the notice to the membership, including the Board Members. The notice shall be sent pursuant to Section 3.12 of these Bylaws. The notice of a special Members' meeting must state the purpose or purposes of the meeting and no business outside what is noted on the Agenda may be addressed. ~~and, absent consent of every Member to the specific action,~~

taken, shall be limited to purposes plainly stated in the notice, notwithstanding other provisions herein.

3.14 QUORUM

3.14(a) QUORUM OF MEMBERS

As to each item of business to be voted on, the presence (in person or by proxy) of the persons who are entitled to vote at least one-tenth (1/10th) ~~least one-tenth~~ of the Members' votes on ~~that~~^[CK19] matter shall constitute the quorum necessary for the consideration of the matter at a Members' meeting. If a quorum is present, every act done or resolution passed by a majority of the Members present shall be the act of the Members^{[SW20][CK21]}.

3.14(b) ADJOURNMENT FOR LACK OF QUORUM

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 to another day and time, and/or place, day and time.

3.15 VOTING IN PERSON OR BY VOICE OR BY BALLOT

~~Elections for Directors need not be by ballot unless a Member demands election by ballot before the voting begins.~~ Any vote brought before the members, including election of Directors may be done in person or by proxy or by written or electronic ballot.

3.16 PROXIES

A Member may vote either in person or by proxy executed in writing by the Member or his or her duly authorized attorney in fact. Unless otherwise provided ~~in~~^{by} the proxy or by law, each proxy shall be revocable and shall not be valid after eleven (11) months from the date of its execution. See Section 2.17 for additional information on Proxies.

3.17 VOTING BY MAIL

Any election of Directors may be conducted by mail in such manner as the Board of Directors shall determine~~mine~~. Absentee voting may be done by a Member when such request is submitted to the Board or Managing Agent. It is the Owner's responsibility to ensure the request is made and proper delivery of any absentee ballot is completed before the posted deadline.

ARTICLE ~~FOUR~~ FOUR — OFFICERS

4.01 TITLE AND APPOINTMENT

The officers of the Corporation shall be a President, a Vice President, ~~and~~^{and} Secretary, and such other officers as the Board may designate. Any two or more offices, except President and Secretary, may be held by the same person. ~~All officers shall be elected by and hold office at the pleasure of the~~ Officer positions are elected solely among the Board of Directors. Officer selections should be held annually by the Board unless the Board agrees that no change in officer positions is desired, which shall fix the compensation and tenure, not to exceed three (3) years, of all

~~officers. The Board of Directors may delegate the ability for Committee Members to appoint officers within the committee from time to time at its sole discretion but no committee member may ever take part in the election of officers of the Board of Directors. this power to appoint officers to any officer or committee, and such officer or committee shall have full authority over the officers they appoint,~~

~~subject to the power of the Board as a whole. Election or appointment of an officer shall not of itself create contract rights.~~

4.02 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. The Board may, in its sole discretion, cause the removal of an officer appointed as part of a committee or AdHoc committee at any time with or without cause. ~~, or, except in case of an officer chosen by the Board of Directors, 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 of Directors, ~~the President, or the Secretary of the Corporation.~~ 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. _

4.03 VACANCIES

Should any vacancy occur in any office of the Corporation, the Board of Directors may appoint ~~elect~~ an acting successor to hold office for the unexpired term or until a permanent successor is elected.

4.04 COMPENSATION

No officers of the corporation are compensated. The compensation of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving a salary by reason of the fact that the officer is also a Member or a Director of the Corporation, or both.

4.05 PRESIDENT

The President shall be the chief executive officer of the Corporation, subject to the control of the Board of Directors. The President shall have general supervision, direction, and control of the business and officers of the Corporation; 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 of Directors or the Bylaws; and shall be *ex officio* a member of all standing committees, including the executive committee, if any. In addition, the President shall preside at all meetings of the Members and Board of Directors.

4.06 VICE PRESIDENT

The Vice President(s) shall have such powers and perform such duties as from time to time may be prescribed by these Bylaws, the Board of Directors, or the President. In the absence or disability of the President, the ~~senior~~ Vice President shall perform all the duties of the President, pending action by the Board. While so acting, the ~~senior~~ Vice President shall have the powers of, and be subject to all the rights and restrictions on, the President. ∴

4.07 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 an Assistant Secretary, if applicable, the ~~or by the~~ President, Vice President, or Managing Agent, if applicable. Board of Directors.

(B) Be custodian of the minutes of the ~~Corporation's~~ meetings or cause such records to be properly kept, its Corporate Record Book, ~~its~~ other records, and any seal which it may adopt. When the Corporation exercises its right to use a seal, the Secretary shall see that the seal is embossed upon all documents authorized to be executed under seal in accordance with these Bylaws.

(C) Maintain or cause to be maintained, in the Corporate Record Book, a record of all Members of the Corporation, together with their ~~emTent~~ current mailing addresses.

(D) In general, perform or cause to be performed all duties incident to the office of Secretary, and such other duties as from time to time may be required by ~~Article Six of these Bylaws, by these Bylaws generally,~~ by the President, or a majority of by the Board of Directors, or by law.

4.08 TREASURER

~~The Treasurer shall:~~ The Treasurer shall conduct monthly review and assessment of all financial documents and expenditures of the Association-HOA that are executed by the Crown Valley HOA management company. This information will be shared with the Board and when requested to the membership for consideration for current and future decision-making. These actions include the following:

(A) Have charge and oversight ~~custody~~ of, and be responsible for, proper keeping and use of all funds and securities of the Corporation as well as the, ~~and~~ deposit of all funds in the name of the Corporation in those banks, trust companies, or other depositories established and/or as the Board of Directors select or may direct.

(B) Receive or cause to, ~~and~~ give receipt for, monies due and payable to the Corporation.

(C) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for those disbursements.

(D) If required by the Board of Directors or the President, give to the Corporation a bond to assure the faithful performance of the duties of the Treasurer's office and the restoration to the Corporation of all corporate books, papers, vouchers, money, and other property of whatever kind which may be 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 of Directors, with one or more individual securities or with a surety company satisfactory

to the Board of Directors.

(E) In general, perform or cause to be performed 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 these Bylaws generally, by the President, by the Board of Directors, or by law.

4.09 ASSISTANT SECRETARY AND ASSISTANT TREASURER

The Assistant Secretary and Assistant Treasurer shall have such powers and perform such duties as the Secretary or Treasurer, respectively, or as the President or

Board of Directors may prescribe. In the absence of the Secretary or Treasurer, the Assistant Secretary or Assistant Treasurer, respectively, may perform all the functions of the Secretary or Treasurer as agreed by the Board of Directors.

ARTICLE FIVE-AUTHORITY TO EXECUTE INSTRUMENTS

5.01 NO AUTHORITY ABSENT SPECIFIC AUTHORIZATION

These Bylaws provide certain authority for the execution of ~~instruments~~instruments. The Board of Directors, 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 Corporation. Such authority may be general or confined to specific instances. Unless expressly authorized by these Bylaws or the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement nor to pledge its credit nor to render it liable pecuniarily for any purpose or in any amount.

5.02 EXECUTION OF CERTAIN INSTRUMENTS

Formal contracts, promissory notes, deeds, deeds of trust, mortgages, pledges, and other evidences of indebtedness of the Corporation, other corporate documents, and certificates of ownership of liquid assets held by the Corporation shall be signed or endorsed by the President ~~or any Vice President and by the Secretary or the Treasurer~~, unless otherwise specifically determined by the Board of Directors or otherwise required by law.

As a general rule, unless for any reason an additional member of the Board is unavailable to sign, two Members of the Board of Directors shall be required to must sign any such document as defined above. The Board, by majority vote, may by Resolution, revoke or amend this provision at any time.

ARTICLE SIX-CORPORATE RECORDS AND ADMINISTRATION

6.01 MINUTES OF CORPORATE MEETINGS

The Corporation shall keep at the principal office, or such other place as the Board of Directors may order, a Corporate Record Book containing minutes of all meetings of the Corporation'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 shall further show the proceedings and the names of those present. Minutes of Member meetings shall also show the number of votes present or represented. Confidential or personal information identifying a member by name or in a manner that discloses the member's identity directly shall not [SW22][CK23] be disclosed in minutes of the meeting, including Executive Sessions of a meeting. Use of account numbers or partial account numbers shall be an acceptable means of identification for the purpose of vote by the Board or conducting enforcement actions against a member.

6.02 BOOKS OF ACCOUNT AND ANNUAL REPORTS

The Corporation shall maintain current, true and accurate financial records with full and ~~emTect~~correct entries made with respect to all financial transactions, including all income and expenditures, in accordance with generally accepted accounting (GAAP) practices. Such financial records shall be in unaudited form at the time of presentation. Based on these records, the Board of Directors shall annually prepare or approve a report of the Corporation's financial activity for the preceding year and the Board, may from time to time and in its sole discretion order an annual audit of the Association's financial records when deemed in the best interest of the Association. The report must conform to accounting standards as promulgated by the American Institute of Certified

Public Accountants and must include a statement of support, revenue, expenses, and changes in fund balances, a statement of functional expenses, and balance sheets for all funds. All records, books, and annual reports of the financial activity of the Corporation shall be kept at its principal office for at least three years after the closing of each fiscal year or as required by Texas Property Code statutes and shall be available to the public for inspection and copying ~~—there~~ during normal business hours, notwithstanding, the requestor shall be subject to the Records Retention, Copying, and Production rules set forth by the Association in its Covenants or Policy. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

6.03 MEMBERSHIP REGISTER

The Corporation ~~shall keep~~shall keep at the principal office, a membership register showing the names of the Members, their addresses, the date they became a Member, and the date any former Member's membership terminated. The above-specified information may be kept on an information storage device, such as electronic data processing equipment, provided that the equipment is capable of reproducing the information in clearly legible form for the purposes of inspection by any Member, Director, officer, or agent of the Corporation during regular business hours. Such membership register or a form thereof shall also be made available to members during an election or occasion when a membership vote is taken. This membership roster shall only be posted to the Association's website and may be removed by the Board or Managing Agent to maintain confidentiality of its members after the conclusion of such election or meeting of the members.

6.04 CORPORATE SEAL

The Board of Directors may at any time adopt, prescribe the use of, or discontinue the use of, such corporate seal as it deems desirable, and the appropriate officers shall cause such seal to be affixed to such documents as the Board of Directors may direct.

6.05 FISCAL YEAR

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

6.06 MANAGEMENT OF FUNDS

All institutional and endowment funds shall be handled pursuant to the Uniform Management of Institutional Funds Act. (Texas Property Code Sections 163.001 et seq.) or any amendment thereto as may be applicable.

6.07 LOANS TO OFFICERS AND DIRECTORS

The Corporation shall not loan money to any of its Directors, officers or members. ~~Loans to officers may be made if the loans can reasonably be expected to~~

~~benefit the Corporation, directly or indirectly, and are made to finance the officer's principal residence or do not exceed 50% of the officer's annual salary (100% if the loan is to be made during the officer's first year of employment).~~

6.08 WAIVER OF NOTICE AND CONSENT TO ACTION

Meetings provided for in these Bylaws shall not be invalid for lack of notice if all persons entitled to notice either waive notice, ~~or~~ consent to the meeting, ~~in writing,~~ or are present and do not object to the notice given. Furthermore, meeting will not be considered invalid if proper notice is not received because owner fails to keep current mailing address and e-mail address on file with the Association. Waiver or consent may be given either before or after the meeting.

Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE SEVEN-DUES

7.01 ANNUAL DUES

The Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the Corporation by each class of Members. Fees for delinquencies -as well as fines or other charges levied to an Owner's account shall not be considered as part of the annual assessment owed by each Owner of a lot or property.-

7.02 PAYMENT OF DUES

Dues shall be payable in advance on the date specified by the Board of Directors. Dues of a new Member may be prorated from the first day of the month in which such new a person or persons becomes a Member by way of purchase of any lot or property within the Association -is elected to membership, for the remainder of the fiscal year in which the purchase was made of the Corporation.

7.03 ~~DEFAULT AND TERMINATION OF MEMBERSHIP~~ RESERVED

~~When any Member shall be in default in the payment of dues or fines, as determined by the Board of Directors, his or her membership right to vote may be terminated-suspended by the Board of Directors in the manner provided in Article 3[CK24]-03 of these Bylaws.~~

ARTICLE EIGHT-ADOPTION OF ~~INITIAL~~ Updated BYLAWS

The foregoing bylaws were adopted by the Board of Directors on

~~Mehrdad Moayed~~Steven Weiss, Director and
President of the Board

~~David Keener~~Ed Hadfield, Director and Vice
President of the Board

~~Brad Biber~~Josh Shelman, Director and
Secretary and Treasurer of the Board

Attested to, and certified by:

Corporate
Seal

~~Brad Biber~~Josh Shelman,
Secretary

Dated:

