

ROYAL HIGHLANDS VILLAGE NEIGHBORHOOD ASSOCIATION

BYLAWS

Revised 2017¹

ARTICLE A	Meetings of Members
ARTICLE B	Board of Directors
ARTICLE C	Powers of the Board of Directors
ARTICLE D	Officers of the Associations
ARTICLE E	Committees
ARTICLE F	Assessments
ARTICLE G	Amendments
ARTICLE H	Owner Approval for Certain Acts
ARTICLE I	Books and Records
ARTICLE J	Miscellaneous

¹ The 2014 Version of the Bylaws of the Royal Highlands Village Neighborhood Association were revised in 2017.

**ROYAL HIGHLANDS VILLAGE NEIGHBORHOOD ASSOCIATION
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ARTICLE A

Meetings of Members

Section A.1. The name of the corporation is Royal Highlands Village Neighborhood Association, Inc., hereafter referred to as the "Association", with principal address at P. O. Box 550832, Dallas, Texas 75355-0832. These Bylaws are subordinate to the Articles of Incorporation (Articles) and to the Restrictive Covenants (Covenants).

Section A.2. Member meetings, either annual or special, shall be held at the Clubhouse at 9640 Highland View Drive, Dallas, Texas 75238. However, if it is not practicable to do so because of damage to the building or other emergency, the place shall be set for the annual meeting by the Board of Directors, and for special meetings, by the person or persons calling the meeting

Section A.3. An annual meeting of members shall be held at 7:00 p.m. on the third Tuesday of January in each year, unless such day is a legal holiday, in which case such meeting shall be held at the specified time on the first day thereafter, which is not a legal holiday. At such meeting, the members entitled to vote shall elect by a majority vote a Board of Directors and may transact such other business as may properly be brought before the meeting.

Section A.4. Special meetings of the members may be called by the President, the Vice President, the Secretary, the Treasurer, or not less than one-tenth (1/10) of all memberships entitled to vote at the meeting. Business transacted at any special meeting shall be confined to the purposes stated in the notice thereof.

Section A.5. 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 not less than thirty (30) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of any officer or person calling the meeting, to each member entitled to vote at such meeting.

Section A.6. At any meetings of the Association the presence at the meeting of Persons holding Memberships aggregating at least sixty per cent (60%) of all the Memberships, whether represented in person or by proxy, of the Association, shall constitute a quorum. If sufficient Memberships necessary to constitute a quorum shall not be present at such meeting, the meeting may be adjourned with no further notice than announcement at such meeting, of the time and place of an adjourned meeting, at which adjourned meeting forty percent (40%) of all Memberships shall constitute a quorum.

Section A.7. The vote of a majority of the membership entitled to vote and represented at a meeting at which a quorum is present shall be the act of the members' meeting, unless the vote of a greater number is required by law, or the Covenants

Section A.8. Each membership in good standing shall be entitled to one (1) vote for each Lot held subject to the jurisdiction of the Association on each matter submitted to a vote at a meeting of members. At each election for Directors, every membership entitled to vote at such election shall have the right to vote, in person or by proxy, for as many persons as there are Directors to be elected.

Section A.9. A membership may vote either in person or by proxy executed in writing by the membership or by his duly authorized representative. No proxy shall be valid after one (1) month from the date of its execution.

ARTICLE B

Board of Directors

Section B.1. The business and affairs of the Association shall be managed by its Board of Directors, who may exercise all such powers of the Association and do all such lawful acts as permitted by statute or by the Articles or by these Bylaws.

Section B.2. There shall be held, immediately following the annual meeting of members, an annual meeting of the Board of Directors. At this meeting, officers shall be elected, committee chairpersons appointed, and any other business conducted, as required.

Section B.3. Special Meeting. Special meetings of the Board of Directors may be called by the President, Vice President or any two Directors, after not less than three days' notice to each Director, by telephone or otherwise. Notice may be waived in writing by those Directors not attending any such special meeting.

Section B.4. The Board of Directors shall meet monthly at 9640 Highland View Drive, Dallas, Texas 75238. In case it is not possible to hold the meeting at this address due to damage to the building or other emergency, the place of the meeting shall be determined by the Board of Directors.

Section B.5. At all meetings of the Board of Directors the presence of a majority of the Directors (minimally 4) shall be necessary and sufficient to constitute a quorum for the transaction of business. A majority of the Directors present (minimally 3) at any meeting at which there is a quorum shall act as the Board of Directors. Proxies may not be used at Board of Directors meetings.

Section B.6. The number of Directors of the Association shall be seven (7). A vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section B.7. Any Director may be removed by the vote of a majority of the entire Board of Directors or by a vote of a majority of the memberships present at any duly constituted meeting of the members.

Section B.8. The term of office of a Director shall be two (2) years, with three (3) new Directors being elected in odd years and four (4) new Directors being elected in even years.

Section B.9. Compensation will not be allowed to a Director for services performed for the Association but may be reimbursed for actual expenses incurred in the performance of duties as a Director, after approval by the Board.

Section B.10. All Board of Directors meetings shall be open to members or representatives, and such persons shall be given the opportunity to address the Board.

Section B.11. The Association shall obtain a Fidelity bond on members of the Board of Directors and officers of the Association.

ARTICLE C
Powers of the Board of Directors

Section C.1. The Board of Directors shall exercise all powers, duties and authority vested in or delegated to the Association and not reserved to members by provisions of the Covenants and of these Bylaws.

Section C.2. The Board of Directors shall (1) publish the RHVNA Restrictive Covenants document; (2) adopt and publish the RHVNA Policies and Procedures document; and/or (3) adopt and publish the RHVNA Rules and Regulations document_governing the use of the Common Areas, the facilities, and conduct of persons thereon, in addition to restriction on Lots as outlined in Article V of the Restrictive Covenants Penalties may be established for any

infraction of such rules. The published RHVNA Rules and Regulations document shall be subject to revocation and/or amendment by the members at annual or special member meetings. Infractions of such Rules and Regulations may result in the suspension of member rights or privileges as stated in Section 3.2.3 of the Restrictive Covenants.

Section C.3. The Board of Directors may enter into contracts with firms or individuals for required projects.

Section C.4. The Board of Directors may appoint or eliminate committees as required.

Section C.5. The Board of Directors is authorized to open and close bank accounts and appoint check signers who shall be members of the Board of Directors. All checks shall require two signatures.

ARTICLE D

Officers of the Association

Section D.1. Officers of the Association shall be a President, Vice- President, Treasurer, Secretary and such other Officers as the Board of Directors may by resolution create, i.e., Recording Secretary, etc.

Section D.2. Officers shall serve for a period of one (1) year. Officers may serve consecutive terms. No officer shall hold more than one office simultaneously.

Section D.3. A majority of directors may remove any officer, with or without cause, at any regular meeting of the board or at any special meeting of the board called for that purpose. A successor may be elected at any regular or special meeting of the board called for that purpose. An officer may resign at any time by giving written notice to the board. Unless the notice of resignation states otherwise, it is effective when received by the board and does not require acceptance by the board. The

resignation or removal of an Officer who is also a Director does not constitute resignation or removal from the Board.

Section D.4. Any Officer may resign by notice to the Board of Directors, orally or in writing. Acceptance by the Board of Directors shall not be required for the resignation to be effective.

Section D.5. The following are the Duties of the Officers:

Section D.5.1. President. The President shall be the principal executive officer of the Association and shall supervise and coordinate all of the business of the Association. The President shall preside at all meetings of the members and of the Board of Directors and shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors.

Section D.5.2. Vice President. In the absence of the President, or in event of his inability to act, the Vice President shall perform the duties of the President, and when so acting shall have the powers of and be subject to all the restrictions of the President. The Vice President shall perform such other duties as may be assigned by The President or by the Board of Directors.

Section D.5.3. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Association records; maintain a roster of the addresses of each Member and Tenant; and perform duties incident to the Office of Secretary and such other duties as may be assigned by the President or by the Board of Directors.

Section D.5.A. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse such funds as directed by the Board of Directors; keep proper books of account; prepare an annual budget and a statement of income and expenditures to be presented to the members at the annual meeting, and provide a copy to each member.

ARTICLE E

Committees

Section E.1. The Board of Directors shall appoint annually the following standing committees having the duties set forth below. The Board of Directors may, at its discretion, combine two or more standing committees into one led by a single Chairperson.

Section E.1.1. Architectural. Responsible for administering Article VIII and XI of the Covenants and acting on other matters pertaining to the exterior appearance of the Property.

Section E.1.2. Audit. Responsible for reviewing the books of the Association on at an annual basis.

Section E.1.3. Clubhouse. Responsible for maintaining the clubhouse and scheduling its use.

Section E.1.4. Common Grounds Responsible for preserving and maintaining all landscaping and lawns in the Common Areas.

Section E.1.5. Fences and Gates. Responsible for repairing and replacing all fences and gates of the Association, which border the Common Areas.

Section E.1.6. Insurance. Responsible for recommending to the Board of Directors that insurance necessary for the Association, including but not limited to that insurance set forth in Article VII and Article IV, section 4.2.5 of the Covenants.

Section E.1.7. Newsletter. Responsible for periodically preparing and distributing the Association newsletter.

Section E.1.8. Nominating. Responsible for reviewing, selecting and nominating candidates for Board of Director positions. In addition, responsible for

recommending committee chairpersons to the Board of Directors.

Section E.1.9. Paint. Responsible for painting all exterior wall surfaces, including garage doors, gutters and front doors that are visible from the street.

Section E.1.10. Pool. Responsible for repairing, maintaining and operating the pool and its related equipment.

Section E.1.11. Security. Responsible for coordinating the safeguarding efforts of the Association.

Section E.1.12. Social. Responsible for planning and coordinating social events and activities for the Members of the Association

Section 3.1.13. Irrigation/Sprinkler. Responsible for repairing, maintaining, and operating the sprinkler system of the Association.

Section E.1.14. Welcoming. Responsible for greeting and providing new residents with information pertaining to the Association, including copies of the RHVNA Restrictive Covenants, Bylaws, Policies and Procedures and Rules and Regulations

Section E.2. Other Committees. The Board of Directors may appoint other committees as required.

Section E.3. Committee Membership. Each committee shall consist of not less than two members. Additionally, the President of the Association shall be an ex-officio, member of all committees, but shall not vote except to break a tie.

Section E.4. Meetings. Each committee shall meet on call by the chairperson or President.

Section E.5. Rules and Regulations. The Board and each committee shall write rules and regulations pertaining to the committee's activities and shall submit them

to the Board of Directors for formalization as published rules and regulations of the Association.

Section E.6. Each committee is authorized to spend, within limits established by the Board of Directors, amounts not to exceed its approved budget. Proposed expenditures exceeding the approved operation budget require pre-approval by the Board of Directors.

Section E.7. Each committee shall assist the Treasurer in preparing the annual Association budget and in forecasting long-range expenditures for its area of responsibility.

Section E.8. Each committee chairperson shall submit a report of the committee's activities to the Board of Directors, as requested.

ARTICLE F

Assessments

Section F.1. Assessments. Assessments shall be as determined by Article IV of the Covenants.

Section F.2 Any assessment which is more than five (5) days past due will be subject to a late charge penalty not to exceed twenty percent (20%) of the past due amount.

ARTICLE G

Amendments

Section G.1. These Bylaws may be altered, amended or repealed and new Bylaws adopted, any or all of which hereafter shall be called a change, at the annual or special meeting of the Members by a majority of the Memberships.

Section G.2. Proposed changes originating with a Member shall be submitted to the Board of Directors not less than thirty (30) before the Members' meeting considering the change.

Section G.3. All proposed changes shall be submitted to the Members, in writing, by the Board of Directors, not less than thirty (30) days before the Members meeting considering the change.

ARTICLE H

Owner Approval for Certain Acts

Section H.1. The Association shall not be entitled to take the following actions without approval of at least sixty-seven (67%) of the Memberships:

Section H.1.1. By act or omission seek to abandon, partition, subdivide, encumber, sell or transfer real estate or improvements thereon which are owned, directly or indirectly by the Association. The granting of easements or public utilities or for other public purposes consistent with the intended use of the Property shall not be deemed a transfer within the meaning of this clause.

Section H.1.2. Use insurance proceeds from losses to any Common Area for other than the repair, replacement or reconstruction of the Common Area.

ARTICLE I

Books and Records

Section I.1. The books, records and papers of the Association shall be subject to inspection by any Members his agent or attorney, within thirty (30) days following the receipt of a written request to any Member of the Board of Directors. Association documents must remain in the possession of a member of the Board of Directors at all times.

ARTICLE J

Miscellaneous

Section J.1. The fiscal year of the Association shall begin on January first and end on December thirty-first of each year.

Section J.2. Parliamentary Procedure. Robert's Rules of Order Revised shall be used to govern all proceedings of Member meeting and Board meetings. Executive (secret) sessions will not be allowed. Committee meetings shall not use Robert's Rules of Order Revised unless in the opinion of the chairperson they are required to maintain an orderly meeting.