BY LAWS

of

CENTRE ESTATES HOMEOWNERS ASSOCIATION

As Adopted on _____, 1995

BYLAWS

ARTICLE I - NAME

The name of this organization shall be the Centre Estates Homeowners Association.

ARTICLE II - OFFICE

The office of the association shall be designated with the president of the Association and may be changed from time to time as necessary.

ARTICLE III - OBJECTIVES

- Section I. Purposes. The purposes for which the Association is organized are to act as agent for the active members of Centre Estates Homeowners Association, and for any and all other property which is accepted by this Association for similar purposes, those purposes being as follows:
 - A. To promote neighborhood beautification and enhance the general appearance of the properties through property and lawn maintenance.
 - B. To maintain the safety and well being of our community by improving and maintaining the neighborhood crime watch program.
 - To promote good will and understanding between the Association and the entire City of DeSoto, Texas.
 - D. To engage and participate in non-profit/charitable community projects.
 - E. To keep apprised and current on city and county laws, zoning ordinances, proposals and other activities which may impact property values and the overall safety and security of the Centre Estates neighborhood.
 - F. To provide activities and opportunities for members to exchange views and discuss matters of mutual interest within the community of Centre Estates and the City of DeSoto, Texas.
 - G. To disseminate information to the membership.

ARTICLE IV -- MEMBERSHIP

Section I. Membership.

A. MEMBER: A membership may be held by any individual or party who is a homeowner in good standing (i.e. paid membershie) within that certain property known as Centre Estates, an addition to the City of DeSoto, as recorded by that certain Plat in Volume 84194, Page 2153, of the Deed Records of Dallas County, Texas, or a tenant of such property if such right to membership is delegated by the homeowner. All members in good standing shall be entitled to all benefits and privileges of the organization including holding office.

Section II. Voting.

- A. The Association shall have one class of voting membership which shall consist of all homeowners with a residential dwelling. Each voting member shall be entitled to one (1) vote for each household. Where more than one person or entity holds an interest in any property, all such persons collectively shall be a single member. The vote for such property shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any one household.
- B. Voting by proxy is expressly prohibited. All voting shall be done in person. In the event that a member is unable to vote at the regular scheduled voting time, an absentee vote may be cast with the president.

ARTICLE V - MEETINGS OF MEMBERS

Section I. Annual. There shall be an Annual meeting of Centre Estates Homeowners Association between May 1st and May 31st for the election of officers and for receiving annual reports and the transaction of other business. Notice of such meeting and proposed agenda shall be published at least thirty (30) days before the time appointed for such meeting.

Section II. Place of Meetings. The location, date, and time of meetings shall be determined by the Board of Directors. In the event of an emergency of major importance, the Board of Directors may postpone the Annual Meeting upon a two-thirds vote of the Board.

Section III. Special. Special meetings of Centre Estates Homeowners Association may be called by the President for any purpose or purposes whatsoever. Notice for any Special Meetings shall be given at least ten (10) days prior to the appointed date and time. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business except as stated in the notice shall be transacted at a special meeting.

Section IV. Notice of Meetings. Written notice of meetings shall be delivered to each residence.

Section V. Order of Business. The order of business for Regular, Annual, or Special Meetings shall be provided by the Board of Directors. Where no order is so provided and when not otherwise expressly provided for in these Bylaws, meetings shall be governed by the latest edition of "Robert's Rule of Order."

Section VI. Quorum. Twenty-five percent (25%) of the members in good standing, in attendance, shall constitute a quorum at any Regular, Annual, or Special Meeting.

Section VII. Majority. As used in these Bylaws, the term "majority" shall mean 51% of the votes cast by eligible voting members constituting a quorum.

ARTICLE VI - OFFICERS/EXECUTIVE COMMITTEE

Section I. Designation. The officers of Centre Estates Homeowners Association shall be President, Vice-President, Secretary, Assistant Secretary, Treasurer, and Parliamentarian (hereinafter "Executive Committee"). Members of the Executive Committee shall be elected by a majority of votes cast by eligible members. No two (2) or more offices may be held by the same person.

Section II. Qualifications. Any member in good standing in residence is eligible for nomination to any elective office of Centre Estates Homeowners Association. Where more than one person or entity holds an interest in any household, all such persons collectively shall be a single member. As such, this single member may only hold one office. If one office is held by this single member, no other office may be held by any other portion of the single membership. In no event shall more than one office be held with respect to any one household.

Section III. Term of Office. The officers of the Association shall be elected annually. The term of office shall commence with the close of the annual meeting and shall continue until the close of the succeeding annual meeting. The officers shall be limited to two successive terms of the same office.

Section IV. Compensation. All elected officers shall serve without compensation, monetary or otherwise.

Section V. Removal from Office. The Board of Directors, by a two-third (2/3) vote, may remove any officer or director for failure to perform or for any other sufficient cause.

Section VI. Resignation from Office. Any officer may resign at any time giving written notice to the Board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section VII. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

ARTICLE VII -- DUTIES OF OFFICERS/EXECUTIVE COMMITTEE

Section I. President. The President shall serve as chief executive officer of the association, preside at all meetings, appoint all standing and special committees, serve as ex officio member of all committees and perform such other duties and functions as are necessary to the office as required by the Board of Directors.

Section II. Vice-President. The Vice-President shall have all the powers and authority and perform all the functions and duties of the President, in the absence of the President, or his/her inability for any reason to exercise such powers and functions or perform such duties, and also perform any duties he/she is directed to perform by the President or the Board of Directors.

Section III. Secretary. The Secretary shall attend and keep minutes of all meetings of the Association. He/she shall have charge of such books and papers as the Board of Directors may direct, and shall in general execute all the duties incident to the office of Secretary and as are provided in the Bylaws. The Secretary may obtain assistance as needed from the membership. The Secretary shall maintain a current list of all homeowners and their last known addresses at the office of the Association. Such list shall be open to inspection during reasonable hours.

Section IV. Assistant Secretary. The Assistant Secretary shall assume the duties of the secretary in his/her absence and perform duties he/she is directed to perform by the Board of Directors.

Section V. Treasurer. The Treasurer shall have responsibility for Association funds and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He/she shall be responsible for the deposit of all monies and other valuables in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Treasurer shall be bonded at the expense of the Association.

Section VI. Parliamentarian. The Parliamentarian shall advise the presiding officer concerning points of parliamentary procedure and shall chair the Bylaws Committee.

Section VII. Immediate Past President. The Immediate Past President shall serve as an advisor to the Executive Committee for the year immediately following his/her term of office as President.

Section VIII. Executive Committee. There shall be an Executive Committee composed of the officers of this Association, which shall have all the powers of the Board of Directors between meetings. Any action taken by the Executive Committee shall be submitted to the Board of Directors for ratification at its next meeting.

ARTICLE VIII -- BOARD OF DIRECTORS

Section I. Designation. The Board of Directors shall consist of President, Vice-President, Secretary, Assistant Secretary, Treasurer, Parliament, and the Immediate Past President, the ten Area Representatives and the ten Assistant Area Representatives. No member of the Board shall hold more than one (1) voting position.

Section II. Qualifications. Any regular member in residence is eligible to hold a position on the Board of Directors. Where more than one person or entity holds an interest in any household, all such persons collectively shall be a single member. As such, this single member may only hold one place on the Board of Directors. If one position is held by this single member, no other position may be held by any other portion of the single membership. In no event shall more than one position be held with respect to any one household.

Section III. Authority and Responsibility. The governing body of Centre Estates Homeowners Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of Centre Estates Homeowners Association, its committees and publications; shall determine its policies or changes herein; shall actively prosecute its objectives and supervise the disbursements of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section IV. Term of Office. The term of office shall commence with the close of the annual meeting and shall continue until the close of the succeeding annual meeting or until such time as specified in the other sections of these Bylaws.

Section V. Compensation. All members of the Board of Directors shall serve without compensation, monetary or otherwise.

Section VI. Removal from Board. A member of the Board of Directors shall be removed from the Board by a two-thirds (2/3) vote of the remaining members, for cause.

Section VII. Vacancies. Vacancies of the Officers of the Board may be filled by appointment by the Executive Committee.

ARTICLE IX -- AREA REPRESENTATIVES AND ASSISTANT AREA REPRESENTATIVES

- Section I. Designation. An Area Representative and Assistant Area Representative shall be responsible for a designated area, numbered 1 through 10, as defined by the attached map herein made a part of the Bylaws. Each representative shall be elected annually by the voting membership residing in that area.
- Section II. Qualifications. Any regular member residing within the designated area is eligible to hold the elected position of Area Representative. An Area Representative or Assistant Area Representative may not simultaneously hold an officer's position.
- Section III. Duties. The Area Representatives shall distribute written materials in his/her designated area. The Assistant Area Representatives shall be responsible for the Telephone Hotline in his/her designated area and shall assist the Area Representatives as needed.
- Section IV. Term of Office. The Area Representatives and Assistant Area Representatives shall be elected annually.
- Section V. Compensation. All Area Representatives and Assistant Area Representatives shall serve without compensation, monetary or otherwise.
- Section VI. Removal. An Area Representative or Assistant Area Representative shall be removed from this position by a two-thirds (2/3) vote of the Board of Directors, for cause.
- Section VII. Vacancies. In the event of a vacancy in the position of an Area Representative or Assistant Area Representative, the members of the designated area shall hold a special election to elect a new Area Representative or Assistant Area Representative.

ARTICLE X - COMMITTEES

Section I. Name and Purpose. The Committees of Centre Estates Homeowners Association shall be established and their general duties defined by the Board of Directors as needed.

ARTICLE XI - MISCELLANEOUS

Section I. Books and Records. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Bylaws of the Association and membership list shall be available for inspection by any member at the principal office of the Association. Members may purchase copies at a reasonable cost.

Section II. Conflicting or Invalid Provisions. Notwithstanding anything contained herein to the contrary, should all or parts of any Article of these Bylaws be in conflict with any Texas law, such 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.

Section III. Nondiscrimination. The members, officers, directors, committee members and persons who represent this Association shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion and national origin.

Section IV. Resignation. Any elected official may resign at any time by giving written notice to the Board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE XII -- AMENDMENTS

Section I. Proposal. The Bylaws shall not be altered, amended or repealed, except under the following conditions: The proposed amendment, alteration or repeal shall be approved by a majority of votes cast by members constituting a quorum at a duly constituted meeting. The Amendment shall be provided to the president who shall see that it is published in written notice not less than thirty (30) days prior to the date of any annual or special meeting of Centre Estates Homeowners Association.

Section II. Adoption. By adoption of the amendments to the Bylaws at an annual meeting, all previous sections of the Bylaws which are in conflict with and replaced by these amendments shall be rendered null and void and of no effect.

ARTICLE XIII -- DISSOLUTION OF CENTRE ESTATES HOMEOWNERS ASSOCIATION

Section I. Vote. A vote to dissolve Centre Estates Homeowners Association shall require an affirmative majority of votes cast by members constituting a quorum at a duly constituted meeting. Those entitled may vote in person or absentee.

Section II. Distribution. In case of dissolution of Centre Estates Homeowners Association, the Board of Directors shall authorize the payment of all indebtedness of Centre Estates Homeowners Association and any remaining monies shall be used exclusively for the betterment of the Centre Estates neighborhood as determined by the Board of Directors.

ARTICLE XIV -- FINANCE

Section I. Fiscal Period. The fiscal year of Centre Estates Homeowners Association shall begin on May 1 and end on April 30.

Section II. Dues and Contributions. The Board of Directors shall recommend dues annually and contributions as needs or projects arise.

Section III. Budget. With recommendations of the Treasurer, the Board shall adopt an annual operating budget covering all activities of Centre Estates Homeowners Association. The Treasurer shall furnish the membership a financial report thirty (30) days following the annual audit.

Section IV. Expenditures. Any expenditures of the Centre Estates Homeowners Association must be fully funded prior to their execution. This is without exception.

ARTICLE XV -- DURATION

The period during which this association is to continue as an association is perpetual.

ARTICLE XVI -- INDEMNIFICATION

Nothing contained in these Bylaws shall constitute members of Centre Estates Homeowners Association in any classification whatsoever as partners for any purpose. No member, officer, agent, or employee of Centre Estates Homeowners Association shall be liable for the acts or failure to act on any part of any other member, officer, agent or employee for his acts or failure to act under these Bylaws, excepting only acts or omission to act out of negligence or misconduct in performance of duty.

ARTICLE XVII -- CONTRACTORS

All outside contractors and laborers shall be fully bonded and insured.