

COPY

BYLAWS OF

KELSEY PARK HOMEOWNERS ASSOCIATION, INC.

I. OFFICES

Section 1.1. The registered office of the Association shall be 17103 Preston Road, Suite 225, Dallas, Texas 75248.

Section 1.2. The Association may also have offices at such other places, both within and without the State of Texas, as the Board of Directors may from time to time determine or the purposes of the Association may require.

II. MEETING OF MEMBERS

Section 2.1. Meetings of the members shall be held at 17103 Preston Road, Suite 225, Dallas, Texas 75248, or at such other place as shall be designated in the notice of meeting.

Section 2.2. An annual meeting of members, commencing in the year 2012 shall be held on the first Tuesday of April 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 there shall elect by a plurality vote a Board of Directors and may transact such other business as may properly be brought before the meeting.

Section 2.3. Special meetings of the members may be called by the President, the Vice President, the Secretary-Treasurer, or not less than one-tenth of all votes entitled to be cast at the meeting.

Section 2.4. Written or printed notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either in person or by mail, may or at the direction of the President, the Secretary-Treasurer or the officer of person calling the meeting, to each member entitled to vote at such meeting and to each holder of a first mortgage on any "lot" as described in the hereinafter referred to Declaration. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member or the mortgagee at this address as it appears on the books of the Association, with postage thereon prepaid.

Section 2.5. The members holding one-third of the total votes entitled to be cast, represented in person or by proxy, shall constitute a quorum at meetings of members except as otherwise provided in the Certificate of Formation, the Declaration of Covenants, Conditions Restrictions and Easements, Easements, (the original "Declaration") filed as Document No. 2012032280, of the Deed Records of Lubbock County, Texas, as may be amended from time to time. If, however, a quorum shall not be present or represented at any meeting of the members, the

members present in person or represented by proxy shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2.6. The vote of a majority of the memberships entitled to vote and thus 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, the Declaration or the Articles of Incorporation.

Section 2.7. Each Class A Member (as defined in the Declarations and in Article VI hereof) in good standing, shall be entitled to one (1) vote for each lot owned subject to the jurisdiction of the Association on each matter submitted to a vote at a meeting of members. The Class B Member (as defined in the Declarations and in Article VI hereof) shall be entitled to ten (10) votes for each lot owned 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 member entitled to vote at such election shall have the right to vote, in person or by proxy, the total number of votes such member is entitled to vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote.

Section 2.8. A member may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for a period of more than eleven (11) months.

Section 2.9. Any action required by the statutes to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

III. DIRECTORS

Section 3.1. 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 and things as are permitted by statute or by the Articles of Incorporation or by these Bylaws.

Section 3.2. (a) Annual Meetings. There shall be held annually, immediately following the annual meeting of members, an annual meeting of the Board of Directors. At such meeting, officers shall be elected, annual reports considered and acted upon, and such other business as shall come before the meeting shall be transacted.

(b) Special Meetings. A special meeting of the Board of Directors may be held upon the call of the President and shall be held upon the request of any two (2) members of the Board of Directors, for the transaction of any business of the Board of Directors.

Section 3.3. The Directors of the Association may hold their meetings, both regular and special, either within or without the State of Texas.

Section 3.4. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board.

Section 3.5. At all meetings of the Board of Directors the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may otherwise specific any be provided by statute, the Articles of Incorporation or these Bylaws. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum be present.

Section 3.6. The Board of Directors by resolution adopted by a majority of the Directors in office may designate one or more committees of Directors, each of which committee shall consist of two or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law.

Section 3.7. The number of Directors of the Association shall be three (3). The Directors shall be elected at an annual meeting of the members except as provided elsewhere herein and in the Declaration and each Director elected shall hold office for a period of two years or until his successor is elected and qualified. Any vacancy occurring in the Board of Directors maybe filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled in accordance with the Declaration or if no provision is made therein by election at an annual meeting or at a special meeting of the members entitled to vote called for that purpose.

Section 3.8. Any Director may be removed upon good cause shown by the vote of a majority of the entire Board of Directors or by a vote of a majority of the class of members that initially elected such Director and are present at any duly constituted meeting of the members. Any Director may be removed without cause by a vote of a majority of the class of members electing such Director at any duly constituted meeting of the members.

IV. NOTICES

Section 4.1. Whenever under the provisions of the statutes, the Articles of Incorporation or these Bylaws, notice is required to be given to any Director and no provision is made as to how such

notice shall be given, it shall not be construed to mean personal notice but such notice may be given in writing by mail, postage prepaid, addressed to such Director at such address as appears on the books of the Association. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same shall be thus deposited in the United States mails, as aforesaid.

Section 4.2. Whenever any notice is required to be given to any Director or member of the Association under the provisions of the statutes, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of such notice.

Section 4.3. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director 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.

V. OFFICERS

Section 5.1 The officers of the Association shall be a President, a Vice President, and a Secretary-Treasurer, who shall be members of, and chosen by, the Board of Directors at its annual meeting, and shall serve for and during the period, until the next annual meeting of such Board, or until their successors shall have been chosen and qualified. Any person chosen as one of these officers may be eligible for re-election.

Section 5.2. Such other officers and assistant officers and agents as may be deemed necessary maybe elected or appointed by the Board of Directors.

Section 5.3. President. The President shall be the chief executive officer of the Association, shall preside at all meetings of the Board, shall have the responsibility for the execution and accomplishment of all orders and resolutions of the Board, and shall be primarily responsible for the accomplishment of the purposes and discharge of the duties and responsibilities imposed upon the Board of Directors. He may also execute bonds, mortgages, notes, securities, and such other documents on behalf of the Association where required by law or otherwise to be signed and executed by all members of the Board, and except in instances where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Board.

Section 5.4. Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe from time to time.

Section 5.5. Secretary-Treasurer. The Secretary-Treasurer shall keep the minutes of all meetings of the Board of Directors and shall be the custodian of all books and records of the Board and shall be the custodian of all funds and properties of the Association. The Secretary Treasurer shall prepare an annual financial report prior to each annual meeting of the Board of Directors relating to the fiscal affairs of the Board of Directors, in such form and containing such

information as may be from time to time directed by the Board of Directors. The Treasurer shall also prepare such other financial records and reports as may be requested by the Board of Directors. He shall keep and retain all funds and properties of the Association in such depositories as may be designated by the Board of Directors.

VI. **MEMBERS**

Section 6.1. Every person who is the record owner of any "lot" as described in the Declaration shall own one (1) membership in the Association for each lot he owns, regardless of the number of persons who hold an interest in said lot (in other words, if two or more persons are the owner of one lot, then such persons shall in any case own only one membership in the Association). Persons who hold a vendor's lien, trust lien, or other security in a lot shall not be deemed an "Owner" within the meaning of this Section until such persons become the fee owner of such lot. The membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment of the Association and the transfer of any membership not made as part of a transfer of a lot shall be null and void.

Section 6.2. The Association shall have two (2) classes of memberships:

Class A. The Class A members shall be all lot owners who are not otherwise Class B members and shall be entitled to one vote for each lot owned.

Class B. The Class B member shall be Kelsey Park ("Declarant") and any successors and assigns of Declarant Class B members shall be entitled to ten (10) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the date that the Class B Member no longer owns a lot or lots as referenced in Section 6.1 above.

Section 6.3. Whenever more than one person whether an individual, corporation partnership, association, trust, or other legal entity, owns an interest in any lot referred to in Section 6.1 above, he shall be considered a member but only one (1) membership may be voted for each lot.

VII. **ASSESSMENTS AGAINST MEMBERS**

Section 7.1. The Association may, subject to the provisions of the Declaration, impose assessments upon its members, such assessments to be paid at such times as the Board of Directors may set.

Section 7.2. Whenever the Declaration shall provide a maximum annual assessment, assessments shall not be made for a figure exceeding that amount, except if specifically authorized by the Board of Directors in accordance with the Declarations and these Bylaws.

VIII.
ARCHITECTURAL COMMITTEE

Section 8.1. At or upon the date that Declarant is no longer a Class B Member, or in the event of death, incapacity or resignation of any member of the Architectural Control Committee, the Board of Directors of the Association shall appoint and replace the membership of the Architectural Control Committee (as such term is defined in the Declaration).

IX.
GENERAL PROVISIONS

Section 9.1. All checks or demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 9.2. The corporate seal shall have inscribed around the circumference thereof "KELSEY PARK HOMEOWNERS ASSOCIATION, INC." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise to be reproduced.

Section 9.3. Any action required by law, the Certificate of Formation or these Bylaws to be taken at a meeting of the members or Directors of the Association, or any action which may be taken at a meeting of the members or Directors or of any committee, may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all the members entitled to vote with respect to the subject matter thereof or all of the Directors, or all of the members, of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or documents filed with the Secretary of State or any other governmental agency.

Section 9.4. The Board of Directors shall determine what shall be the fiscal year of the Association consistent with the Declaration.

Section 9.5. The members of the Board of Directors, officers of the Association and the Declarant shall not be liable to any owner or any person claiming by or through any owner for any act or omission of such Director or officer in the performance of his duties except if such act or omission shall involve gross negligence, bad faith or reckless disregard of his duties, and the Association shall have the power to, and does hereby, indemnify all such Directors and officers from all claims, demands, actions and proceeding and any expenses in connection therewith, except if such Director or officer be judicially declared to have acted in a grossly negligent manner, with bad faith, or in reckless disregard of his duties.

Section 9.6. The Board of Directors shall have full authority to prescribe rules and regulations relating to the use of the Association's facilities by members and/or their guests and relating to the conduct of members and/or guests while in or on the facilities or property of the Association.

X.
AMENDMENTS

Section, 10.1. The members, by a majority vote of each class of membership, shall have the sole power to amend these Bylaws by vote of a majority of the memberships; provided, any requirements created by the Certificate of Formation, the Declaration or these Bylaws any specified vote or approval of first mortgagees of the lots shall govern in those instances specified in the Certificate of Formation, the Declaration, or Bylaws.

I, the undersigned, being the Secretary of Kelsey Park Homeowners Association, Inc., hereby certify that the foregoing are the Bylaws of the said Corporation as accepted and approved by the Board of Directors, effective this 11th day of April, 2012.



Secretary, Board of Directors