



200900268194

BY-LAWS 1/19

STATE OF TEXAS  
COUNTY OF DALLAS

§  
§  
§

**GOVERNING INSTRUMENTS AFFECTING  
IMPERIAL HOUSE CONDOMINIUMS COMMUNITY  
and its Property Owners Association**

Pursuant to Texas Property Code §202.006, the undersigned President of the Imperial House Condominium Association (the "Association"), regarding a condominium regime originally established by the Declaration and Master Deed for Imperial House Condominium, recorded in Volume 77095, Page 1815 of the Condominium Records of Dallas County, Texas, does hereby state that, to his knowledge:

A copy of the most recent text of the Association Bylaws is attached hereto and is incorporated herein by reference for all purposes.

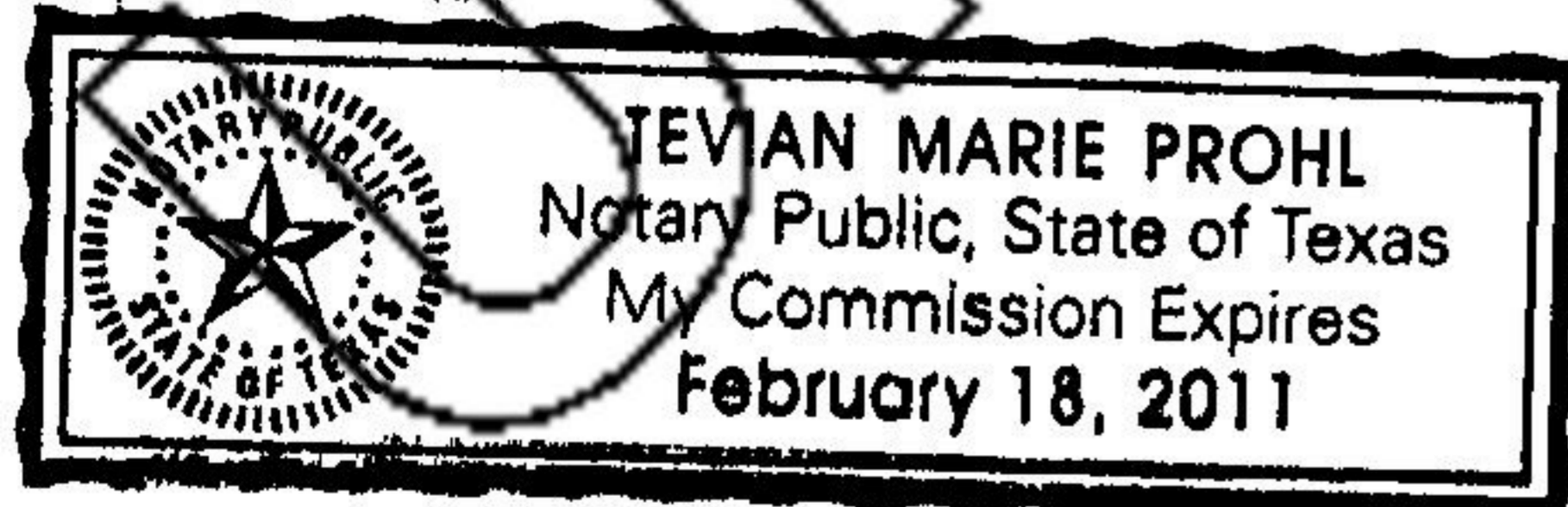
EXECUTED and EFFECTIVE as of this 1<sup>st</sup> day of September, 2009.

**IMPERIAL HOUSE CONDOMINIUM  
ASSOCIATION**

By: [Signature]  
Dan Healy, President

THE STATE OF TEXAS  
COUNTY OF DALLAS

This instrument was acknowledged before me on this the 1<sup>st</sup> day of September, 2009, by Dan Healy, President of IMPERIAL HOUSE CONDOMINIUM ASSOCIATION, a Texas non-profit corporation, on behalf of said corporation.



[Signature]  
Notary Public, State of Texas

**After Recording, Return To:**  
Law Office of J. Christopher Bird, P.C.  
6060 N. Central Expressway, Suite 650  
Dallas, Texas 75206

BY-LAWS OF IMPERIAL HOUSE CONDOMINIUM ASSOCIATION

" AS AMENDED MARCH 21, 1985 "

Unofficial Copy

BY-LAWS  
OF  
IMPERIAL HOUSE CONDOMINIUM ASSOCIATION  
As Amended March 21, 1985

ARTICLE I  
DEFINITIONS

Certain terms as used in these By-Laws shall be defined as follows:

1. The "Act" shall mean and refer to the Texas Condominium Act, Article 1301a of the Texas Revised Civil Statutes.
2. "Declaration and Master Deed" shall mean and refer to the instrument dated April 1, 1977, recorded in the Condominium Records of Dallas County, Texas, establishing Imperial House Condominium as a Condominium Project.
3. Imperial House Condominium consists of four (4) residential buildings containing a total of forty-three (43) units therein and certain other improvements located thereon all as more particularly described in the Declaration and Master Deed.
4. "Condominium Project" shall mean and refer to Imperial House Condominium as a condominium project established by the Declaration and Master Deed in conformance with the provisions of the Act.
5. "Unit" shall mean and refer to an enclosed space consisting of one or more rooms occupying all or part of a

floor in a building in the Condominium Project having direct access to a thoroughfare as such space may be further described and delimited in the Declaration and Master Deed.

6. "Owner" shall mean and refer to a person, firm, corporation, partnership, association, trust or other legal entity or any combination thereof, who or which is the record owner of fee simple title to one or more Units in the Condominium Project.

7. "Condominium By-Laws" shall mean and refer to the by-laws attached to the Declaration and Master Deed as Exhibit A.

8. "Corporation" as used herein shall refer to this condominium association.

## ARTICLE II

### OFFICES

Section 1. The registered office of the corporation shall be at 6126 Averill Way, Dallas, Texas 75225.

(REGISTERED AGENT IS EDNA K. FLAXMAN)  
Section 2. The corporation 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 business of the corporation may require.

## ARTICLE III

### MEMBERS

Each Owner shall be a member of the corporation and no other person or entity shall be entitled to membership. No

member shall be required to pay any consideration whatsoever for his membership in the corporation.

#### ARTICLE IV

##### MEETING OF MEMBERS

###### Place

Section 1. Meetings of the members of the corporation may be held at such time and place, within Dallas County, Texas, as shall be stated in the notice of the meeting or in a duly, executed waiver of notice thereof.

###### Time

Section 2. An annual meeting of the members of the corporation shall be held in each year on a date prior to the end of the fiscal/calendar year at such time as shall be designated by the Board of Directors and at which time the members may select a Board of Directors, and shall transact such other business as may properly be brought before the meeting.

###### Special Meetings

Section 3. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, the Articles of Incorporation, these By-Laws, the Declaration and Master Deed or the Condominium By-Laws, may be called by the President, the Board of Directors, or by members having not less than ten percent (10%) of the total percentage of values assigned to those members whose vote is entitled to be cast at such meeting. Business transacted at all special

meetings shall be confined to the subjects stated in the notice of such meeting.

#### Notice

Section 4. Written or printed notice of the annual meeting shall state the place, day and hour of the meeting and shall be delivered not less than twenty (20) nor more than sixty (60) days before the date of the meeting. The proposed annual budget shall accompany the notice for the annual meeting.

Written or printed notice for a special meeting will state the place, day and hour of the meeting, the purpose or purposes for which the meeting is called, and shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting.

Notice of the annual meeting or a special meeting may be served on owner by delivering a copy of the notice either in person to the member, by placing the notice in the mail slot of the member if he is a resident of the Condominium or by United States Mail to his last known address. Service by mail shall be complete upon deposit of the notice, enclosed in a post paid, properly addressed wrapper, in a post office or official depository under the care and custody of the United States Postal Service. These notices may be given by direction of the president, the secretary, or the officer or person calling the meeting, to each member of the corporation entitled to vote at such meeting.

#### Quorum

Section 5. Except as provided by statute, the Declaration

and Master Deed or the Condominium By-Laws, the presence in person or by proxy, of sixty percent (60%) of the percentage values assigned to the members shall constitute a quorum at all meetings of the members for the transaction of business. If, however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have 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.

#### Voting

Section 6. When a quorum is present at any meeting, the vote of the holders of fifty-one percent (51%) or more of the percentage of values assigned to those members qualified to vote and present in person or by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of any statute, the Articles of Incorporation of the corporation, these By-Laws, the Declaration and Master Deed or the Condominium By-Laws, a different vote is required, in which case such express provision shall govern and control the decision of such question. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the

withdrawal of enough members to leave less than a quorum.

Each member shall be entitled to a vote, the value of which shall equal the total of the percentage of value assigned to the Units owned by such member as set forth in the Declaration and Master Deed. No member, other than Developer, shall be entitled to vote at any meeting of the corporation until such member has presented evidence of ownership of a Unit in the Condominium Project to the Board of Directors. The vote of each member may only be cast by such member or by a proxy given by such member to his or her spouse or to another member or to his or her duly authorized representative bearing a date not more than eleven months prior to such meeting. Such proxy shall be filed with the secretary of the corporation prior to or at the time of the meeting. If title to a Unit shall be in the name of two or more persons as Owners, all of such persons shall be members of the corporation and are referred to herein as "Joint-Owners". Any one of such Joint-Owners may vote at any meeting of the members of the corporation and such vote shall be binding upon such other Joint-Owners who are not present at such meeting until written notice to the contrary has been received by the Board of Directors in which case the unanimous vote of all such Joint-Owners (in person or by proxy) shall be required to cast their vote as members. If two or more of such Joint-Owners are present at any meeting, their unanimous action shall also be required to cast their vote as members of the corporation.

## Cumulative Voting

Section 8. At all meetings of the members of the corporation cumulative voting shall not be permitted.

## Roberts Rules of Order

Section 9. All questions of procedure for the meetings, if not specifically provided in the By-Laws of the Association, shall be determined by Roberts Rules of Order.

## ARTICLE V

### DIRECTORS

Section 1. The business and affairs of the corporation shall be managed by its Board of Directors who may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute, the Articles of Incorporation, these By-Laws, the Declaration and Master Deed or the Condominium By-Laws directed or required to be exercised or done by the members.

Section 2. The Board of Directors shall consist of five members of the corporation. They shall serve for a period of two years or until their respective successors shall be duly elected and qualified; provided, however, that the Board shall be constituted of no more than four (4) members who are residents of the same residential building of the Condominium Project.

A director who has served one term may be re-elected for another term, but no director who has served two terms in succession shall be eligible for re-election until one year has elapsed from the expiration of his last term. The directors shall serve

without compensation, and maintain their permanent residences in the Condominium Project.

Section 3. Any director may be removed either for or without cause at any special meeting of the members of the corporation by the affirmative vote of at least fifty-one percent (51%) of the percentage values represented in person or by proxy at such meeting and entitled to vote, if notice of the intention to act upon such matter shall be given in the notice calling such a meeting. If any vacancy occurs in the Board of Directors, caused by the death, resignation, retirement, disqualification or removal from office of any director or otherwise, a successor or successors may be chosen by the affirmative vote of a majority of the remaining directors, and each successor director so chosen 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 by election at an annual meeting of members or at a special meeting of members called for that purpose.

#### Meetings of the Board of Directors

Section 4. The directors of the corporation shall hold their meetings, both regular and special, within Dallas County, Texas.

Section 5. The first meeting of each newly elected board shall be held without further notice immediately following the annual meeting of members of the corporation, and at the same place, unless by unanimous consent of the directors then

elected and serving such time or place shall be changed.

Section 6. Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by the board, but not less than three times per calendar year.

Section 7. Special meetings of the Board of Directors may be called by the president on three (3) days notice to each director, either personally or by mail or by telegram; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of three directors. Except as may be otherwise expressly provided by statute, the Articles of Incorporation, these By-Laws, the Declaration and Master Deed or the Condominium By-Laws, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice or waiver of notice.

Section 8. 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, when present at any meeting at which there is a quorum, shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, the Articles of Incorporation, these By-Laws, the Declaration and Master Deed or the Condominium By-Laws. 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 shall be present.

## Committees and Managing Agents

Section 9. Committees not having and exercising the authority of the Board of Directors in the management of the affairs of the corporation may be designated and appointed by a resolution adopted by a majority of the directors at a meeting at which a quorum is present, or by the president thereunder authorized by a like resolution of the Board of Directors. Membership on such committees shall be limited to residents or members of the corporation.

Section 10. All committees shall make reports to the board of their proceedings when requested to do so.

Section 11. The Board of Directors may employ for the corporation a management agent or agents at a compensation established by the Board of Directors and such management agent shall perform such duties and services with respect to the Condominium Project as the Board of Directors shall authorize, and the Board of Directors may delegate to such management agent or agents such duties with respect to management, repair and maintenance of the Condominium Project which are not by statute, the Articles of Incorporation, these By-Laws, the Declaration and Master Deed or the Condominium By-Laws required to be performed by or have the approval of the Board of Directors or the members of the corporation.

Section 12. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a prior consent in writing, setting forth the action so taken, is signed by all the

members of the Board of Directors. Such written consent shall have the same force and effect as a unanimous vote at a meeting and shall be included as a part of the minutes of the Association.

Section 13. Subject to the provisions required or permitted by statute or the Articles of Incorporation for notice of meetings, members of the Board of Directors, or members of any committee designated by the board, may participate in and hold a meeting of the board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the 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 VI

#### NOTICES

Section 1. Whenever under the provisions of any statute, the Articles of Incorporation, these By-Laws, the Declaration and Master Deed or the Condominium By-Laws, notice is required to be given to any director or member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, addressed to such director or member at such address as appears on the records of the corporation. Any notice required or permitted

to be given by mail shall be deemed to be given at the time when the same shall be deposited in the United States Mail.

Section 2. Whenever any notice is required to be given to any member or director of the corporation under the provisions of any statute, the Articles of Incorporation, these By-Laws, the Declaration and Master Deed or the Condominium By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice.

#### ARTICLE VII

#### OFFICERS

Section 1. The officers of the corporation shall be elected by the directors from among the directors and shall be a president, vice-president, a secretary and a treasurer.

Section 2. The Board of Directors at its first meeting, immediately after each annual meeting of the members, shall choose a president, vice-president, a secretary and a treasurer.

Section 3. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall be appointed for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 4. Each elected officer of the corporation shall hold office until the annual meeting of the Board of Directors next following his election and thereafter until his successor is chosen. Any officer or agent elected or appointed by the

Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

#### The President

Section 5. The president shall be the chief executive officer of the corporation. He shall preside at all meetings of the members and the Board of Directors, shall have general and active management of the business and affairs of the corporation, shall see that all orders and resolutions of the board are carried into effect, and shall perform such other duties as the Board of Directors shall prescribe.

#### The Vice-President

Section 6. The vice-president shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the president may from time to time delegate to him.

#### The Secretary

Section 7. The secretary shall attend all sessions of the Board of Directors and all annual and special meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose. A copy of said minutes shall be distributed within a reasonable time to all members of record. He shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president,

under whose supervision he shall be.

#### The Treasurer

Section 9. The treasurer shall have the constructive custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements of the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

Section 10. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation, and shall perform such other duties as the Board of Directors may prescribe.

11. If required by the Board of Directors, he shall give the corporation a bond in such form, in such sum, and with such surety or sureties as shall be satisfactory to the board for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

#### ARTICLE VIII

#### MISCELLANEOUS

#### Reserves

Section 1. There may be created by resolution of the

Board of Directors such reserve or reserves as the directors from time to time, in their discretion, think proper to provide for contingencies, or to repair or maintain any portion of the Condominium Project, or for such other purposes as the directors shall think beneficial to the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

#### Checks

Section 2. All checks or demands for money and notes of the corporation 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.

#### Fiscal Year

Section 3. The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

#### Seal

Section 4. The corporate seal shall be in such form as may be determined by the Board of Directors. Said seal may, but need not, be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

#### Indemnification

Section 5. The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the corporation, against expenses actually and necessarily incurred by him and any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he is made a party by reason of

being or having been such a director, officer, or employee (whether or not a director, officer or employee at the time such costs of expenses are incurred by or imposed upon him) except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceedings, if it shall be found by a majority of a committee of the directors not involved in the matter in controversy, whether or not a quorum, that it was to the interest of the corporation that such settlement be made and that such director, officer or employee was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive or any other rights to which such director, officer, or employee may be entitled by law or under any by-law, agreement, vote of members or otherwise.

#### Construction

Section 6. In the event these By-Laws shall be inconsistent with the Declaration and Master Deed or the Condominium By-Laws, then the Declaration and Master Deed or the Condominium By-Laws shall be controlling. A copy of the Declaration and Master Deed and annexed Condominium By-Laws is attached hereto as an appendix to these Association By-Laws.

#### Amendments

Section 7. These By-Laws may not be altered, amended or

repealed except by the affirmative vote of a fifty-one percent (51%) of the percentage of values assigned to the members of the corporation.

Unofficial Copy

Filed and Recorded  
Official Public Records  
John F. Warren, County Clerk  
Dallas County, TEXAS  
09/21/2009 08:22:41 AM  
\$88.00



A handwritten signature in black ink, appearing to be "JFW".

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