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BY-LAWS 1/18

**BYLAWS  
OF THE  
Park Ninety-Two Owners Association**

**BYLAWS**  
*of*  
**Park Ninety-Two Owners Association**

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## **Article I. Name, Definitions and Membership**

### Section 1. Name.

The name of the Association is Park Ninety-Two Owners Association (hereinafter referred to as the "**Association**").

### Section 2. Definitions/Gender.

Capitalized terms used in these Bylaws shall have the same meaning as that ascribed to them in the Declaration of Condominium for Park Ninety-Two Owners Association Condominium (the "**Declaration**"). Pronouns, wherever used in these Bylaws, shall include all persons regardless of gender.

### Section 3. Membership.

Initially, the Association shall have no Members. However, when the Declaration is recorded in the Condominium Records of Dallas County, Texas, the Association shall have one (1) class of membership. Each Owner of a Unit shall be a Member of the Association. Upon becoming an Owner of a Unit, the Owner shall automatically become a Member of the Association and shall continue to be a Member until such person no longer owns a Unit, at which time membership in the Association shall automatically cease. Membership in the Association shall be appurtenant to the ownership of a Unit.

## **Article II. Association: Meetings, Quorum, Voting, and Proxies**

### Section 1. Place of Meetings.

Meetings of the Association shall be held at the principal office of the Association or at such other suitable place as may be designated by the Board of Directors as convenient to the Members as possible and practical.

### Section 2. Annual Meetings.

The annual meeting of the Association shall be each year, on a date and at a time designated by the Board of Directors.

### Section 3. Special Meetings.

The President may call special meetings. In addition, it shall be the duty of the President to call a special meeting of the Association if so directed by resolution of a majority of a quorum of the Board of Directors or upon a petition signed by Members representing at least twenty percent (20%) of the total votes of the Association. The notice of any special meeting shall state the date,

time, and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

#### Section 4. Notice of Meetings.

It shall be the duty of the Secretary to send to each Member written notice of each annual or special meeting of the Association stating the purpose of the meeting, as well as the time and place where it is to be held. Such notice may be delivered personally, by mail, by facsimile, and to the extent expressly authorized by statute, by electronic message. If a Member desires that notice be given at an address other than the Unit, the Member shall provide the alternative address for the purpose of receiving notice in writing to the Secretary. Notice by facsimile or electronic mail must be sent to the facsimile number or electronic mail address provided to the Association in writing by that Member. Notice shall be served not less than ten (10) nor more than sixty (60) days before a meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, first class postage pre-paid, addressed to the Member. If faxed, the notice shall be deemed to be delivered as of the date and time shown on a written confirmation that the facsimile was successfully transmitted. If sent by electronic message, the notice shall be deemed to be delivered as provided by applicable statute. The Board of Directors may use any other means to deliver a notice of a meeting that may become available with advancements in technology, provided that notice by such means is authorized by statute.

#### Section 5. Waiver of Notice.

Waiver of notice of meeting of the Members shall be deemed the equivalent of proper notice. Any Member may, in writing, waive notice of any meeting of the Members, either before or after such meeting. Attendance at a meeting by a Member, whether in person or by proxy, shall be deemed waiver by such Member of notice of the time, date, and place thereof, unless such Member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting shall also be deemed waiver of notice of all business transacted at such meeting unless objection to the calling or convening of the meeting is raised before the business (of which proper notice was not given) is put to a vote.

#### Section 6. Adjournment of Meetings.

If any meeting of the Association cannot be held because a quorum is not present, either in person or by proxy, the presiding officer may adjourn the meeting and reconvene at a time not less than five (5) days and not more than thirty (30) days from the time the original meeting was called. If a time and place for reconvening the meeting is not fixed by those in attendance at such an adjourned meeting, or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting shall be given to Members in the manner prescribed herein for a first called meeting. At such reconvened meeting, whether or not a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice provided that (a) at least twenty percent (20%) of the total votes of

the Members as of the date of the meeting is present in person and/or by proxy; and, (ii) any action taken shall be approved by at least a majority of all of the Members present, in person and/or by proxy, at such reconvened meeting.

#### Section 7. Voting.

All Members shall be entitled to one (1) vote for each Unit in which they hold an ownership interest of record, weighted in accordance with the Allocated Interest in the Common Elements appurtenant to the Unit, on all issues to be voted upon by the Members. When more than one (1) person holds an ownership interest in a Unit, the vote for such Unit shall be exercised as those Owners determine, but in no event shall more than one (1) vote be cast for each Unit. Such Owners shall appoint one of them as the Member who shall be entitled to exercise the vote for such Unit at any meeting of the Members. Such designation shall be made in writing to the Board of Directors and shall be revocable at any time by written notice to the Board. In the event that more than one (1) person holds an ownership interest in a Unit and no single Member is designated to vote on behalf of the Members having ownership interests in the Unit, then the first Member exercising the vote for such Unit shall be deemed to be designated to vote on behalf of all Members having ownership interests in the Unit. All Members shall have the right to vote in the election of Directors and on any matter concerning the rights or responsibilities of Members, unless a Member's voting rights have been suspended due to the failure to pay assessments. Members may vote in person or by proxy.

#### Section 8. Proxies.

All proxies shall be in writing and filed with the Secretary before the appointed time of each meeting. Every proxy shall be revocable and shall automatically cease upon (i) conveyance by the Member of the Member's interest in a Unit; (ii) receipt of notice by the Secretary of the death or judicially declared incompetence of a Member; (iii) receipt of written revocation; or, (iv) expiration of eleven (11) months from the day of the proxy. In the event a Member executes more than one (1) proxy, the proxy with the most current date shall be valid. Proxies not delivered prior to the start of any meeting shall not be valid.

#### Section 9. Majority of Members.

As used in these Bylaws, the term "**majority of Members**" shall mean those votes, Members, totaling more than fifty percent (50%) of the total number of votes based on Allocated Interests.

#### Section 10. Quorum.

Except as otherwise provided in these Bylaws, the presence in person or by proxy of more than forty percent (40%) of the total votes of the Members as of the time of the meeting shall constitute a quorum at all meetings of the Association.

Section 11. Conduct of Meetings.

The President shall preside over all meetings of the Association and the Secretary, or another person designated by the Secretary, shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring at the meeting.

**Article III. Board of Directors: Number, Powers, and Meetings**

Section 1. Governing Body: Composition.

The affairs of the Association shall be governed by a Board of Directors. With the exception of Declarant, not more than one (1) representative of a particular corporation or other entity that is a Member may serve on the Board at any given time.

Section 2. Directors Qualifications.

Persons appointed by Declarant to serve on the Board of Directors are not required to be Members. All persons elected or appointed to serve on the Board of Directors after the end of the Declarant Control Period must be Members of the Association.

Section 3. Number of Directors.

During the Declarant Control Period, the Association shall be governed by a Board of Directors consisting of three (3) persons. Upon the expiration of the Declarant Control Period, the number of positions on the Board of Directors may be increased to a maximum of five (5) or subsequently decreased upon a majority vote of the Directors then holding office at a meeting of the Directors duly called and held. Provided that, the number of positions on the Board of Directors shall never be less than three (3) and no reduction in the number of positions on the Board of Directors shall shorten the term of any incumbent Director.

Not later than the 120<sup>th</sup> day after conveyance of fifty percent (50%) of the Units that may be created to Unit Owners other than Declarant, not less than one member of the Board must be elected by Unit Owners other than Declarant. The term of such Director shall expire as of the meeting of the Members held after seventy-five percent (75%) of the Units that may be created is held. Not later than the 120<sup>th</sup> day after conveyance of seventy-five percent (75%) of the Units that may be created, all positions on the Board shall be filled by election by the Members.

Section 4. Candidates for Election to the Board.

After the Declarant Control Period expires, all Members have the right to run for a position on the Board of Directors. Nominations for election to the Board shall be made by a Nominating Committee approved by the Board or from the floor at the annual meeting; provided that, a person

nominated for election to the Board from the floor at the annual meeting must be present, consent to the nomination, and agree to serve if elected.

#### Section 5. Election and Term of Office.

Not later than the 120<sup>th</sup> day after conveyance of seventy-five percent (75%) of the Units that may be created, a meeting of the Members shall be held to elect Directors. One (1) Director shall be elected for a term of one (1) year and two (2) Directors shall be elected for a term of two (2) years each. With respect to all positions on the Board of Directors to be filled by the vote of the Members, the candidates receiving the highest number of votes shall be elected to fill such positions. At each annual meeting thereafter, Members shall elect persons to fill the number of positions on the Board whose terms expire as of the annual meeting, each to serve a term of two (2) years. If the number of positions on the Board is increased, the initial terms of the new positions shall be such that the staggering of the terms of the Directors is preserved. The above notwithstanding, Directors shall continue to serve until a successor Director is elected or appointed, as applicable.

#### Section 6. Removal of Directors.

With the exception of a Director appointed by Declarant, any Director elected by the Members or appointed to serve on the Board may be removed from the Board, with or without cause, by the affirmative vote of a majority of the Members. The vote to remove a Director must be taken at a special meeting called for that purpose or at an annual meeting. In the event of the removal of a Director, a successor for the removed Director shall be elected by a majority vote of those Members voting at the meeting at which the Director was removed. A Director whose removal is proposed shall be given at least ten (10) days written notice of the call of the meeting and the purpose of the meeting; the Director whose removal is proposed shall be given the opportunity to be heard at the meeting. Notwithstanding the foregoing, with the exception of Directors appointed by Declarant, any Director may be removed by a vote of a majority of the remaining Directors as the result of the Director's failure, without just cause, to attend three (3) consecutive, regularly scheduled meetings of the Board of Directors. "**Just cause**" means any event that, in the reasonable, good faith judgment of the Board, prevents a Director from attending a meeting and includes, without limitation, death or serious injury to a member of the Director's family or other person with whom the Director has a long-term relationship, a mental or physical ailment or impairment that prevents the Director from attending a meeting, and any mandatory business engagement related to the Director's livelihood and/or employment. Vacancies on the Board caused by reasons other than removal by a vote the Member shall be filled by the remaining Directors. A Director elected or appointed to fill a vacancy on the Board shall serve the unexpired term of his predecessor.

### Section 7. Regular Meeting.

Regular meetings of the Board of Directors may be held at such time, date, and place as shall be determined from time to time by a majority of the Directors, but at least two (2) such meetings shall be held during each calendar year (after the year the Association was incorporated). The Board of Directors may participate in and hold a regular or special meeting by means of:

- (a) conference telephone or similar communication equipment by which all persons participating in the meeting can hear each other; or
- (b) another suitable electronic communications system, including video conferencing technology or the Internet, only if:
  - i. each Director entitled to participate in the meeting consents to the meeting being held by means of that system; and
  - ii. the system provides access to the meeting in a manner or using a method by which each Director participating in the meeting can communicate concurrently with each other participant.

Participation in a meeting by conference telephone or similar communication or video conferencing technology or the Internet shall constitute presence in person at such meeting except where a Director participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

### Section 8. Special Meeting.

Special meetings of the Board of Directors shall be held when called by the President of the Association or any two (2) Directors. The notice shall specify the date, time, and place of the meeting and the nature of any special business to be considered. The notice shall be given to each Director by anyone of the following methods: (a) by personal delivery; (b) written notice by first class mail, postage prepaid; (c) by facsimile, or (d) if authorized by statute, by electronic mail. All such notices shall be given or sent to the Director's address, electronic mail address, or facsimile number as shown on the records of the Association. Notices sent by first class mail shall be deposited into a United States mailbox, at least four (4) days before the time set for the meeting. Notices given by personal delivery, electronic mail, or facsimile shall be delivered or given at least four (4) days before the time set for the meeting.

### Section 9. Waiver of Notice.

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The

waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice thereof.

Section 10. Quorum of Board of Directors.

At all meetings of the Board of Directors, a majority of the current number of Directors shall constitute a quorum for the transaction of business, and, except as otherwise provided in these Bylaws, the vote of a majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors. A meeting at which a quorum is initially present may continue and business may be transacted, notwithstanding the withdrawal of Directors during the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 11. Compensation.

No Director shall receive any compensation from the Association for acting in such capacity. However, Directors may be reimbursed for out-of-pocket expenses incurred on Association business. Directors may receive compensation from the Association when taking action at the request of the Association other than in the capacity of Director.

Section 12. Conduct of Meetings.

A chairperson shall preside over all meetings of the Board of Directors and the Secretary shall keep a minute book of the Board of Directors, recording therein all resolutions adopted by the Board of Directors and a record of all transactions and proceedings occurring at such meetings.

Section 13. Open Meetings.

All meetings of the Board of Directors shall be open to all Members, but Members other than Directors may not participate in any discussion or deliberation unless expressly so authorized by the presiding officer at the meeting. Provided that, if a Member unreasonably disrupts a meeting of the Board of Directors or repeatedly interrupts the discussion between Directors, the Board of Directors shall have the authority, after an initial warning, to cause that Member to be removed from the meeting.

Section 14. Executive Session.

The Board of Directors may adjourn a regular or special meeting and reconvene in a closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the Association's attorney, matters involving the invasion of privacy of individual Members, and matters that are to remain confidential by request of the affected parties and agreement of the Board.

Section 15. Action Without a Formal Meeting.

Any action may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of Directors necessary to take that action at a meeting at which all of the Directors are present and voting. The consent must state the date of each Director's signature. Such action shall be documented in the minutes of the next regular or special Board meeting.

Section 16. Powers.

The Board of Directors shall be responsible for the affairs of the Association and shall have all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things as are not by the Declaration, the Association's Certificate of Formation of the Association, or these Bylaws directed to be done and exercised exclusively by the Members.

In addition to the duties imposed by these Bylaws or by any resolution of the Association that may hereafter be adopted, the Board of Directors shall have the power to, and shall be responsible for, the following (by way of explanation, but not limitation):

- (a) Preparing and adopting an annual budget.
- (b) Levying assessments to defray the common expenses.
- (c) Providing for the operation, care, upkeep, and maintenance of all of the Common Elements.
- (d) Designating, hiring, and dismissing the personnel necessary for the maintenance, operation, repair, and replacement of the Association, its property, and the Common Elements and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and material to be used by such personnel in the performance of their duties.
- (e) Collecting the assessments, depositing the proceeds thereof in a bank depository, which it shall approve, and using the proceeds to administer the Association.
- (f) Making and amending Rules and Regulations for the Association.
- (g) Opening bank accounts on behalf of the Association and designating the signatories required.
- (h) Making, or contracting for the making of, repairs, additions, and improvements to, or alterations of the Common Elements after damage or destruction by fire or other casualty.

(i) Enforcing, by legal means, the provisions of the Declaration, these Bylaws, and the Rules and Regulations adopted by it, and bringing any proceedings, which may be instituted on behalf of or against the Members concerning the Association.

(j) Obtaining and carrying insurance against casualties and liabilities, including directors' and officers' liability insurance, and paying the premium cost thereof.

(k) Paying the cost of all services rendered to the Association or its Members and not directly chargeable to Members.

(l) Keeping books with detailed accounts of the receipts and expenditures affecting the Association and its administration, specifying the maintenance and repair expenses and any other expenses incurred. All books and records shall be kept in accordance with generally accepted accounting practices, and shall be available as required by Texas law.

(m) Providing, upon request, information to Members, mortgagees and prospective purchasers of Units concerning, by way of example and not in limitation, the status of the Association, the status of payment of assessments and related charges on a Unit and the status of compliance with the provisions of the Declaration, and charging a reasonable fee sufficient to cover the expense associated with providing such information.

(n) Charging a reasonable fee sufficient to cover the expense associated with changing the records of the Association upon the transfer of title to a Unit.

(o) Adopting policies and procedures deemed necessary and appropriate for the administration of the Association and the conduct of the Directors and officers of the Association, the employees of the Association, if any, and persons serving on behalf of the Association in volunteer capacities.

#### **Article IV. Officers**

##### **Section 1. Officers.**

The officers of the Association shall be the President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may select, appoint and/or remove such other officers, as it shall deem appropriate, such officers to have the authority and to perform the duties prescribed from time to time by the Board of Directors.

##### **Section 2. Election Term of Office and Vacancies.**

The officers of the Association shall be elected annually from within and by the Board of Directors (except for the initial Officers appointed after incorporation of the Association) at the first meeting

of the Board of Directors held after the annual meeting of the Members. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

### Section 3. Removal.

Any officer may be removed by a majority vote of the Board of Directors, at a duly called meeting of the Board, at which a quorum is present, whenever in its judgment the best interests of the Association will be served thereby.

### Section 4. Powers and Duties.

The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board of Directors. The Chief Executive Officer of the Association shall be the President. The Treasurer shall have primary responsibility for the preparation of the budget, as provided for in the Declaration, and, with the approval of the Board of Directors, may delegate all or part of the preparation and notification duties to a finance committee, or a management agent.

### Section 5. Resignation.

Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### Section 6. Agreements, Contracts, Deeds, Leases, Etc.

All agreements, contracts, deeds, leases, and other instruments of the Association shall be executed by at least one (1) officer or by such other person or persons as may be designated by resolution of the Board of Directors.

### Section 7. Compensation.

No officer shall receive any compensation from the Association for acting in such capacity.

## **Article V. Committees**

Committees are hereby authorized to perform such tasks and to serve for such periods as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Such committees shall perform such duties and have such powers as may be provided in the resolution creating same. Each committee shall be composed and shall operate in

accordance with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

## **Article VI. Miscellaneous**

### **Section 1. Fiscal Year.**

The fiscal year of the Association shall be set by resolution of the Board of Directors.

### **Section 2. Conflicts.**

If there are conflicts or inconsistencies among the provisions of Texas law, the Declaration, the Certificate of Formation, these Bylaws, and/or any Rules and Regulations of the Association, the provisions of Texas law, the Declaration, the Certificate of Formation, the Bylaws, and the Rules and Regulations of the Association (in that order) shall prevail.

### **Section 3. Books and Records.**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Association may be inspected by and at the expense of any Member, or his agent or attorney, at a reasonable time upon the submission of a written request stating a proper purpose of the request. Only the books and records relevant to the stated purpose of the request need be made available for inspection.

### **Section 4. Audit.**

An audit of the accounts of the Association shall be performed annually by a qualified, independent certified public accountant. Each annual audit shall be in accordance with generally accepted audit standards to obtain reasonable assurance that the Association's financial statements are free of material misstatements, to assess accounting principles used, and to evaluate the overall financial statement presentation. A more comprehensive audit may be performed in any given year as deemed necessary or appropriate by the Board.

### **Section 5. Indemnification.**

The Association shall indemnify a director, officer or committee member who was, is or is threatened to be named as a defendant or respondent in a proceeding to the extent indemnification is consistent with the Texas Business Organizations Code, as it now exists or may hereafter be amended.

Section 6. Amendment.

So long as the Association has no Members, these Bylaws may be amended by a majority vote of the Board of Directors at a meeting duly called and held pursuant to Section 82.102(a)(1) of the Texas Property Code. Further, until such time that fifty percent (50%) of the Units that may be created have been conveyed by Declarant, these Bylaws may be amended only by a majority vote of the Board of Directors at a meeting duly called and held. When fifty percent (50%) of the Units have been sold and conveyed by Declarant, these Bylaws may be amended by the affirmative vote of a majority of the Members present, in person or by proxy, and voting at a meeting of the Members at which a quorum is present, or by a majority vote of the Board of Directors at a meeting duly called and held. Notice of a proposed Bylaws amendment must be included in the notice of meeting. However, the percentage of voting power necessary to amend a specific provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that provision.

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**CERTIFICATE & ACKNOWLEDGEMENT**

*of*  
Park Ninety-Two Owners Association

The foregoing Bylaws of Park Ninety-Two Owners Association were adopted for the benefit of Park Ninety-Two Owners Association by Declarant and by the Declarant-appointed Board of Directors of Park Ninety-Two Owners Association, and that these Bylaws are one of the initial Governing Documents of Park Ninety-Two Homeowners Association.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 14 day of Feb., 2016. 2017 NF

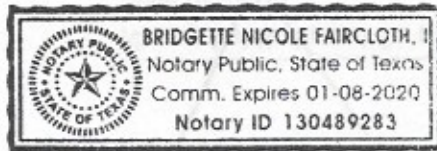
2127 Clark Street Partners, LLC

By: Jacob Moss  
Representative

STATE OF TEXAS

§  
§  
§

COUNTY OF DALLAS



BEFORE ME, on this day personally appeared Jacob Moss, the Manager of 2127 Clark Street Partners, LLC (Declarant) known by me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that s/he executed the same for the purposes herein expressed, in the capacity herein stated, and as the act and deed of said corporation.

Given under my hand and seal of office, this 14 day of Feb, 2016. 2017 NF

Bridgette Faircloth  
Notary Public - State of Texas

Filed and Recorded  
Official Public Records  
John F. Warren, County Clerk  
Dallas County, TEXAS  
02/16/2017 11:51:38 AM  
\$90.00



A handwritten signature in black ink, appearing to be "JFW", is written over the seal.

201700047670