

**BYLAWS
OF
MILLBROOK ADDITION HOME OWNERS ASSOCIATION
A TEXAS NON-PROFIT CORPORATION
(Updated and approved by more than a 2/3 majority vote
of the membership effective 1/26/2023)**

**Article I
Name and Location**

Section 1.01 Name and Purpose. The name of the association is Millbrook Addition Home Owners Association (the “Association”). The Association is a non-profit corporation organized under the Texas Non-Profit Corporation Act. The purpose of the Association is to maintain, preserve and promote the beautification and utility of the lake system.

Section 1.02 Principal Office. The principal office of the Association shall be located in the City of Arlington, County of Tarrant, and State of Texas. The mailing address shall be PO Box 121204, Arlington Texas, 76012. The current physical address shall be the address noted on the website at www.millbrookhoa.com.

Section 1.03 Registered Office and Agent. The corporation shall have a registered agent in the State of Texas and a registered office as required by the Texas Non-Profit Corporation Act. The current registered agent and registered office may be changed from time to time by the Board of Directors and the current agent and office shall be noted on the website at www.millbrookhoa.com.

**Article II
Membership and Voting Rights**

Section 2.01 Definitions. The following words, when used in these Bylaws, shall have the following meanings:

- a) “Association” shall mean and refer to the Millbrook Addition Home Owners Association, a non-profit corporation.
- b) “Millbrook Addition” shall mean and refer to the property described in Exhibit “A” attached hereto and made a part hereof for all purposes.
- c) “Lake System” shall mean and refer to the system of lakes shown over a portion of the Millbrook #1 Plat to the City of Arlington.
- d) “Lot” shall mean and refer to any residential lot described in Exhibit “A” hereto and in any Declaration supplemental hereto as provided in Declaration of Covenants and Restrictions Section 2.02.
- e) “Owner” shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot; but notwithstanding any applicable theory of the mortgage, shall not mean or refer to the mortgagee unless and until such mortgagee has acquired title pursuant to foreclosure or other proceeding in lieu of foreclosure.

Section 2.02 Requirements for Membership. Every person or entity that is or becomes the record owner of a fee interest in any lot located in the Millbrook Addition shall automatically be and become a member of the Association; provided, however, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member; and provided, further, that any member who sells or otherwise disposes of (by operation of law or otherwise) such interest required for membership shall automatically cease to be a member of the Association. No person or entity shall be a member by reason of ownership of an easement, right-of-way, or mineral interest.

Section 2.03 Transfer. Membership may not be severed from the lots nor may it be in any way transferred, pledged, mortgaged or alienated except upon the sale or assignment of the Owner's interest in the lot and then only to the new Owner of the lot. Any transfer of the fee title to a lot in the Association shall automatically transfer membership to the new owner.

Section 2.04 Voting. A member shall be entitled to one vote for each lot in which they hold the interest required for membership as noted in **Section 2.02**. All votes must be in writing and signed by the member with two exceptions:

- (a) In an association-wide election, written and signed ballots are not required for uncontested races.
- (b) Electronic votes that meet the State of Texas requirements.

The vote may be given in person or by proxy at a meeting of the Association, by an absentee ballot that meets the requirements of **Section 2.06** or by an electronic ballot that meets the requirements of **Section 2.07**. All absentee or electronic ballots may be counted as an owner present and voting for the purpose of establishing a quorum only for the items appearing on the ballot. The absentee or electronic ballot may not be counted if the owner attends any meeting to vote in person as the vote cast at the meeting supersedes any vote submitted by an absentee or electronic ballot. The absentee or electronic ballot may not be counted on the final vote of a proposal if the motion was amended at the meeting to be different from the exact language on the absentee or electronic ballot and will not be counted for the purpose of establishing a quorum for the vote on that proposal.

Section 2.05 Renters. A person or entity that is renting or leasing a lot in the Millbrook Addition is not a member of the Association and may not vote in the affairs of the Association unless they have a Power of Attorney from the owner of the lot, properly filed with the Secretary of the Association. The owner of the lot is responsible for the Renters complying with the Protective Covenants of Article VI of the Declaration of Covenants and Restrictions.

Section 2.06 Multiple Owner Voting. Where there are multiple Owners of a lot it is not intended each owner receive one vote or that fractional votes may be cast. When more than one person or entity owns the interest in any lot, they shall designate one person to cast the vote or execute a written consent, as applicable. The Owners of such lot will notify the Association, in writing, of the person so designated. Such notice will not be valid unless signed by all Owners of the lot. The Association will recognize only the vote or written assent of the Owner designated in writing by all the multiple Owners and delivered to the Association in the event of a voting conflict among the Owners.

If the Owners are unable to agree among themselves as to how the one vote per lot shall be cast, they shall forfeit the right to vote on the matter in question. If more than one vote per lot is made and the Owners have not notified the Association of the designated voter for the lot, the votes will be bound together and none of the votes shall be counted in tabulating the vote on such matter and such votes shall be deemed void; provided unless such multiple voting for one lot was an oversight error and the Owners are in current agreement as to how the one vote should have been cast. In that case, all owners of the lot need to sign the voting ballot to validate it.

In the absence of a notice being filed with the Association, any owner of a lot may vote representing that lot and the remedies of this section will not apply unless there is a voting conflict among the owners.

Section 2.07 Absentee Ballots. A solicitation for votes by absentee ballot must include the following information:

- (a) Name and membership address lot of the voter.
- (b) Each proposal or voting action listed separately with provision for a “for” or “against” vote on each item.
- (c) Delivery instructions for the completed ballot.
- (d) The exact statement “*By casting your vote via absentee ballot you will forgo the opportunity to consider and vote on any action from the floor on these proposals, if a meeting is held. This means that if there are amendments to these proposals your votes will not be counted on the final vote on these measures. If you desire to retain this ability, please attend any meeting in person. You may submit an absentee ballot and later choose to attend any meeting in person, in which case any in-person vote will prevail*” must be on the ballot.

Section 2.08 Electronic Ballot. An electronic ballot may be given by e-mail or posting on an internet website if the identity of the property owner submitting the ballot can be confirmed and the website provides a receipt back to the owner confirming receipt of the transmission and ballot and the website’s system adequately controls and summarizes the votes.

Section 2.09 Proxy. At any meeting a member entitled to vote may vote by a proxy executed in writing by the member and received by the Secretary of the Association at least twenty-four (24) hours before the time of the meeting. A proxy is valid only for a specific meeting unless a representative of the member has a general power-of-attorney that has been previously submitted to the Secretary of the Association at least twenty-four (24) hours before the time of the meeting.

Article III Meetings

Section 3.01 Annual Meeting. An annual meeting of the members shall be held in January of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors does not take place at the annual meeting or at any adjournment thereof, the election shall take place at a special meeting of the members as soon as is convenient.

Section 3.02 Special Meetings. Special meeting of the members may be called by the President, the Board of Directors, or at least twenty-five (25) percent of the members of the Association.

Section 3.03 Place of Meeting. The Board of Directors may designate any place within fifteen (15) miles of the lake system (as defined in **Section 2.01 Definitions**) as the place of meeting for any annual meeting or for any special meeting of the Association.

Section 3.04 Notice of Meetings. A written or printed notice stating the place, day and hour of any meeting of the members shall be delivered, either personally by a member of the Board of

Directors, their representative(s), by mail, or by e-mail to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the day of the meeting. E-mail can only be used to notify members who have previously authorized e-mail communication. In the case of a special meeting or when required by statute, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited with the proper postage in the United States mail, addressed to the member at the address as it appears on the records of the Association. If e-mailed, it shall be deemed to have been delivered when sent to the member approved e-mail address as it appears on the records of the Association.

Section 3.05 Quorum. A quorum for a meeting shall consist of fifty (50) percent of the Association members. If a quorum is not present at any meeting of the members, then said meeting shall be adjourned until such further time as designated by at least two-thirds of the members present at said meeting or by the Board of Directors.

Section 3.06 Action Without Meetings. Any action which may be taken by the members at a regular or special meeting may be taken without a meeting if done in compliance with the relevant provision of the Texas Non-Profit Corporations Act and these Bylaws.

Section 3.07 Recount of Votes. Any member may, not later than fifteen (15) calendar days after the date of the meeting at which the election was held, require a recount of the votes. A demand for a recount must be submitted in writing by certified mail, return receipt requested or in person to their area representative or an officer of the Association.

- (a) The Association shall at the expense of the member requesting the recount retain the services of a qualified individual that not a member of the Association or related to a member of the Association. This individual should be a current or former (1) county judge, (2) county elections administrator, (3) justice of the peace, (4) county voter registrar, or (5) a person agreed on by the Association and the member requesting the recount.
- (b) Any recount must be held before thirty (30) calendar days after receipt of the recount request and receipt of the payment for the recount services from the requesting member.
- (c) The Association shall- timely provide the results of the recount to the member who requested the recount.
- (d) If the recount changes the results of the election, the Association shall reimburse the requesting owner for the cost of the recount.
- (e) Any good faith action taken by the board in the period between the initial election vote and the completion of the recount is not affected by the recount.

Section 3.08 Failure to Call Annual Meeting. If the Board of Directors does not call a regular meeting, any member of the Association may demand such meeting be made within thirty (30) days after the date of the demand. The demand must be in writing and sent by certified mail, return receipt requested, to the registered agent of the Association with a copy by regular mail to each member of the Association. If the Board does not call a meeting within thirty (30) days, three or more members may form an election committee. This committee shall follow the current Texas law in calling a meeting of members of the Association for the purpose of electing a new Board of Directors.

Article IV

Board of Directors

Section 4.01 General Powers. The affairs of the Association shall be managed by its Board of Directors. The Directors must be resident members of the Association.

Section 4.02 Number and Term of Office. The number of directors shall be six (6). Each member of the Board will reside in a lake lot in the Millbrook Addition and act as an area representative for the area in which they reside. Exhibit "B" attached shows the lots within each area. There will be only one (1) member of the Board of Directors for each of the designated areas.

- (a) Each member elected shall serve for a term of two (2) years. Three of the six will be elected each year so that the terms will be staggered to provide continuity to the Board of Directors. The areas with odd numbers will stand for election in odd years and the areas with even numbers will stand for election in even years.
- (b) While a quorum is required for the meeting electing the directors, only the members of the Association that reside in the area of the Director being elected are allowed to vote. A simple majority of those present and eligible to vote determines the winner.
- (c) If no member in an area is willing to serve on the Board, any member of the Association may serve as that area's director; provided, however, only members of the Association that reside in the area of the Director being elected are allowed to vote.
- (d) There are no term limits for the Board of Directors.
- (e) By their third Board of Directors meeting, each new Board Member shall attest to and have such testament recorded in the minutes of the Board that they have read and understood the Declaration of Covenants and Restrictions as well as the Bylaws of the Association.

Section 4.03 Regular and Special Meetings. Regular and Special meetings of the Board of Directors may be called by the President or any two (2) Directors other than the President. A regular meeting of the Board of Directors shall be held immediately after and in the same place as the annual meeting of the Association.

- (a) All meetings of the Board of Directors are open to all members, subject to the right of the board to adjourn and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, attorney communications, matters involving invasion of privacy of individual members, or matters that are to remain confidential by request of the affected parties and agreement of the board. Following an executive session, any decision made in the executive session must be summarized orally and place in the minutes, in general terms, without breaching the privacy of individual members, violating any privilege, or disclosing confidential information. The oral summary must include a general explanation of any expenditure(s) approved in executive session.
- (b) Except for a meeting held by electronic or telephonic means under **Section 4.04(d)**, any regular or special meeting must be held within fifteen (15) miles of the lake system as defined in **Section 2.01 Definitions**.
- (c) Any member attending a board meeting will be given an opportunity to make a presentation or ask a question, but they must be recognized before speaking so as not to disrupt the meeting. The members other than the directors at the meeting may not participate in any discussion or deliberation unless expressly so authorized by a majority of a quorum of the Board. Any disruptive behavior will not be tolerated and the member will be asked to leave if it does not cease after being warned.
- (d) The board shall keep a written record of each regular or special meeting.
- (e) The board shall make meeting records available to any member for inspection.

Section 4.04 Notice of Meetings. All members of the Association shall be given notice of the date, hour, place and general subject of a regular or special board meeting including a general description of any matter to be brought up for deliberation in executive session.

(a) The notice of the regular meeting shall be mailed to each member not later than the tenth (10th) day or earlier than the sixtieth (60th) day before the date of the meeting; or provided at least six (6) days notice by personal delivery of the notice to the member or to the e-mail address of any member who has registered an e-mail address with the Association. For a special meeting, this notice must be provided at least three (3) days before the meeting by personal delivery or e-mail.

(b) If the board recesses a regular or special board meeting to continue the following regular day, the board is not required to post notice of the continued meeting if the recess is taken in good faith.

(c) No notice of a meeting for a reasonably unforeseen emergency or urgent necessity that requires immediate board action need be given by the board to the members; provided, however, any action taken without notice to the members must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting and documented in the minutes of the next regular or special board meeting; provided, however, no meeting can be held without notice to the members to consider or vote on the following: fines, damage assessments, initiation of foreclosure actions, initiation of enforcement actions excluding temporary restraining orders or violations involving a threat to health or safety, increases in assessments, levying of special assessments, appeals for a denial of architectural control approval, lending or borrowing money, changes to the covenants or bylaws, approval of annual budget, filling a vacancy on the board, new capital improvements, election of officer(s).

(d) A meeting for a reasonably unforeseen emergency or urgent necessity that requires immediate board action may be held by telephone or electronic communication if each director may hear and be heard by every other director.

(e) All board members must be notified of a meeting for a reasonably unforeseen emergency or urgent necessity that requires immediate board action or else that meeting is not a valid meeting; provided, however, if good faith efforts to contact a Director fail for a valid reason and the lack of contact is not meant to circumvent the notification requirement, the meeting will be valid.

Section 4.05 Vacancies. Vacancies on the Board shall be filled subject to the following provisions:

(a) If the vacancy is by death or resignation, a successor director shall be selected by a majority of the remaining members of the Board and serve for the unexpired term of such director.

(b) If the vacancy is created by the removal of a director, it shall be filled only by a vote of Members holding a majority of the votes. Such director serves for the unexpired term of the removed director.

Section 4.06 Removal. The entire Board may be removed from office, with or without cause, by a vote of Members holding a majority of the votes. Any individual director may be removed from the Board, with or without cause, prior to the expiration of their term of office only by a vote of Members in that Director's area holding a majority of the votes.

(a) The Board of Directors may remove any director who has three (3) consecutive absences from the regularly scheduled Board meetings; provided, however, a Director will be considered present if they give a proxy to a nondirector owner to represent them at the board meeting.

(b) If the board is presented with written, documented evidence from a database or other record maintained by a law enforcement authority that a board member has been convicted of a felony or a crime involving moral turpitude, the board member is immediately ineligible to serve on the board, automatically considered removed, and prohibited from future service on the board.

Section 4.07 Quorum. A majority of the total number of eligible Directors shall constitute a quorum for transacting business. Normally this would be four directors, but if there are vacancies on the Board, the number required for a quorum shall be adjusted accordingly. Every act performed or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. Proxies are allowed as noted in **Section 4.06 Removal** to meet the quorum requirement.

Section 4.08 Compensation and Loans. Directors may be reimbursed for expenses incurred in the performance of their duties of office and any labor charges for copy costs collected by **Covenants And Restrictions Section 8.03** shall be paid to the individual performing the labor. No director shall receive any other compensation for any service such director may render to the Association. No loans may be made by the Association.

Section 4.09 Indemnification of Officers and Directors. Except in cases of violation of these bylaws, fraud, willful malfeasance, gross negligence, or bad faith of a director, officer, or member of the Architectural Control Committee in the performance of their duties, and subject to the provisions of applicable Texas law, each director and officer shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, other reasonable expenses incurred by or imposed by judgment or settlement in connection with any proceeding to which they may become involved by reason of being or having been a Director, Officer, or member of the Architectural Control Committee of the Association. The Association may purchase insurance to indemnify their directors, officers, and members of the Architectural Control Committee.

Section 4.10 Construction Contracts. For any contract involving the removal of dirt from the lake system, repairs to or replacement of the dam, or any addition to or expansion of the lake system, the current AIA (American Institute of Architects) contract shall be used unless the contractor's contract has been reviewed and approved in writing by an attorney specializing in construction law. Violation of this section invalidates Section 4.09.

- (a) Any subcontractor used by the contractor shall have a written contract with a copy given to the Association before work commences. All subcontracts given by the contractor shall reference and be bound to the terms and conditions of the contract with the Association.
- (b) A current certificate of insurance shall be received directly from the contractor's insurance company showing adequate coverage for general liability, workmen's compensation, and automotive insurance before work commences. The certificate will also name the Association as an additional insured.

Section 4.11 Bid Solicitations. For any contract for services in excess of fifty thousand dollars (\$50,000), the Association must solicit bids or proposals.

Article V Officers

Section 5.01 Enumeration of Officers. The officers of the Association shall all be resident members of the Association. There shall be a President, Vice-President, Secretary and Treasurer. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed by the Board of Directors. While the officers have specific listed duties and responsibilities, they all report to the Board of Directors which may change or modify the duties and responsibilities of any officer at their discretion.

Section 5.02 Multiple Offices. The offices of President and Secretary may not be held by the same person.

Section 5.03 Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the first regular annual meeting of the new board or as soon thereafter as may be conveniently done. New offices may be created and filled by the Board of Directors at any meeting. Officers elected by the Board of Directors may be any resident member of the Association, including the members who are also on the Board of Directors.

Section 5.04 Term of Office. The officers shall hold office for one (1) year unless an officer shall sooner resign, be removed, or otherwise become disqualified to serve; provided, however, each officer that has not resigned, been removed, or otherwise became disqualified to serve, shall hold their office until their successor has been duly elected.

Section 5.05 Resignation and Removal. Any officer may be removed from office by the Board with or without cause. Any officer 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 at any later time specified in the resignation. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.06 Vacancies. A vacancy in any office may be filled by appointment by the Board at any meeting. The individual appointed to such vacancy shall serve for the remainder of the term of the replaced officer or until the next annual meeting of the members if not a Director.

Section 5.07 Duties. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Members and the Board of Directors. The President shall also (i) supervise and direct the daily business and affairs of the Association; (ii) oversee and coordinate the execution of all orders and resolutions of the Board of Directors unless the Directors specify otherwise; (iii) sign any instruments which the Board of Directors has authorized to be executed; and (iv) perform such other duties as may be required by the Board of Directors; (v) be the custodian of the corporate records of the Association.

(b) Vice President. The Vice President shall act in the place of the President in the event of the President's absence or inability to act. When so acting, the Vice President shall (i) have all the duties and responsibilities of the Office of President but retain the title of Vice President; (ii) oversee the maintenance of the website; (iii) perform such other duties as may be required by the Board of Directors.

(c) Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation. The Treasurer shall also (i) disburse the funds as directed by the Board of Directors; (ii) determine that any nonrecurring disbursements have been properly approved by a resolution by the Board of Directors and are not in conflict with these Bylaws; (iii) maintain the financial records of the Association; (iv) prepare a cash flow report of income and expenditures prior to each monthly Board Meeting; (v) timely report to the Board any members with assessments in arrears; (vi) Prepare a financial report for the Annual Meeting; (vii) prepare a budget for the coming year; (viii) prepare and mail the annual assessment to the members in coordination with the Secretary; (ix) perform such other duties as may be required by the Board of Directors. If required by the Board of Directors, the Treasurer shall obtain a Fiduciary Bond from a surety rated B+ or better with the bond premium and any fees paid by the Association.

(d) Secretary. The Secretary shall keep the minutes of the meetings of the members and the Board of Directors. The Secretary shall also (i) record the votes at the annual meeting; (ii) keep a register

of the postal address of each member and their e-mail address, if applicable; (iii) annually confirm the ownership of each lot before the annual assessment is mailed; (iv) confirm all notices are given in accordance with the provisions of these Bylaws or required by law; (v) oversee the issuance of a newsletter that shall be delivered to all members; (vi) oversee the issuance of a phone directory for the Millbrook Addition for delivery to all members of the Association; (vii) perform such other duties as may be required by the Board of Directors.

(e) Other Officers. The Board may appoint other officers to assist in transacting the business of the Association. A title will be given to reflect the duties of the office. These officers will perform such duties as shall be assigned to them by the Board of Directors and these duties will be clearly defined in the minutes of the Board of Directors.

Section 5.08 Compensation and Loans. Officers may be reimbursed for expenses incurred in the performance of their duties of office and any labor charges for copy costs collected by **Covenants And Restrictions Section 8.03** shall be paid to the individual performing the labor. No officer shall receive any other compensation for any service such officer may render to the Association. No loans may be made by the Association.

Article VI Committees

Section 6.01 Architectural Control Committee. The Board of Directors shall appoint an Architectural Control Committee as provided in the Declaration of Covenants and Restrictions. The provisions of **Declaration of Covenants and Restrictions Article V** specifically set forth the rights, duties, obligations, responsibilities and liabilities of the committee and its members and those provisions are incorporated herein by reference for all purposes.

6.02 Beautification Committee. A Beautification Committee may be formed. The purpose of this committee is to promote the beauty of the Millbrook #1 Addition including the lake system. However, in no instance will the Association assessment funds be used by the Beautification Committee for any purpose other than to preserve and promote the beautification and utility of the lake system.

Section 6.03 Other Committees. The Board shall appoint other committees as deemed appropriate to meet a resolution of the Board or to carry out the business of the Association.

Section 6.04 Term of Office. Each member of a committee shall continue as such until his successor is appointed unless they shall sooner resign, be removed, or otherwise become disqualified to serve.

Section 6.05 Committee Authority. All policies, procedures, rules, actions and members of any Committee are subject to approval by the Board of Directors. All committee members serve at the pleasure of the Board of Directors and may be removed at anytime, with or without cause. The delegation of any authority by the Board of Directors to a committee shall not relieve the Board of Directors or any individual Director of any responsibility imposed upon them by law.

Article VII Books and Records

Section 7.01 Association Records. All books and records of the association including financial records and minutes of all meetings of the Board of Directors that are within the record retention

policy of **Declaration Of Covenants And Restrictions Section 7.04**, are open to inspection by any member or any person designated in a writing signed by the member. The provisions of **Article VII** of the **Declaration of Covenants and Restrictions** specifically set forth the procedures for record inspection, copying, and retention policies.

Section 7.02 Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Association.

Article VIII Banking

Section 8.01 Deposits. All funds received by the Association will be timely deposited in the Bank selected by the Board of Directors.

Section 8.02 Disbursements. All disbursements will be made by check or electronic transfer. All disbursements must be supported by an invoice, be of a recurring nature approved by the Board of Directors, or approved by a resolution of the Board with a copy of the resolution supporting the disbursement. No petty cash funds shall be established. Any previously authorized cash expenditures made by a director or member are to be timely reimbursed; provided, however, they provide adequate documented support for the expenditure.

Section 8.03 Check Signing. All officers may be signatories on the account. However the individual preparing the check must not sign the check unless the accounting records are being kept by an Assistant Treasurer that is not a signatory on the account. If in an emergency, a Treasurer not having an Assistant Treasurer, prepares and also signs a check, such action shall be noted in the minutes of the next board meeting as to the check number, date, amount, payee, and the reason none of the other signatories were available.

Section 8.04 Bank Statements. The Association shall have the bank include electronic copies of the disbursements with the bank statement for auditing purposes.

Article IX Assessments

The provisions of **Article IV** of the **Declaration of Covenants and Restrictions** specifically set forth the rights, obligations, and liabilities of the Association and its Members as to the levy, collection and use of assessments and those provisions are incorporated herein by reference for all purposes.

Article X Protective Covenants

The provisions of **Article VI** of the **Declaration of Covenants and Restrictions** specifically set forth the protective covenants and restrictions on the use of each lot.

Article XI Dissolution

The provisions of **Article IX** of the **Declaration of Covenants and Restrictions** specifically set forth the procedure for dissolving the corporation.

Article XII Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the members present at any regular meeting or special meeting of the members; provided, however, there is no conflict with the laws of the State of Texas governing nonprofit corporations or homeowners associations and there is no conflict with the Declaration of Covenants and Restrictions.

Article XIII Miscellaneous

Section 13.01 Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December every year.

Section 13.02 Liability Insurance. The Association shall purchase and maintain general liability insurance to insure against claims that might arise from the Lake System.

Section 13.03 Interpretation. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control. In the case of any conflict between the Declaration Of Covenants And Restrictions and these Bylaws, the Declaration Of Covenants And Restrictions shall control. In the case of any conflict between the Declaration Of Covenants And Restrictions and the laws of the State of Texas governing nonprofit corporations or homeowners associations, the laws of the State of Texas shall control.

EXHIBIT A

Lots 12 through 66, Block 1; Lots 1 through 30 and 34, 35, 36, 38,39 and 40, Block 3; MILLBROOK #1, an Addition to the City of Arlington, Tarrant County, Texas, according to the plat thereof, recorded in Volume 388-75, Page 56, Plat Records of Tarrant County, Texas.

Lots 12 through 66, Block 1:

Waltham Court: 1523, 1521, 1519 1517, 1515, 1511, 1509, 1507, 1505, 1503, 1501,

Postbridge Court: 1500, 1502, 1503, 1504, 1505, 1507, 1508, 1509, 1510, 1511, 1512, 1514, 1515, 1516, 1517.

Westwood Drive: 2601, 2605, 2701, 2703, 2705, 2707, 2709, 2711, 2805.

Millbrook Drive: 1300, 1304, 1308, 1312, 1400, 1402, 1404, 1406, 1408, 1410, 1412, 1500, 1502, 1504, 1506, 1508, 1510, 1512, 1514, 1516

Lots 1 through 30 and 34, 35, 36, 38, 39 and 40, Block 3:

Creekford Drive: 1400, 1404, 1406, 1408, 1412, 1414, 1416, 1418 1500 1502, 1504, 1506, 1508, 1510.

Augusta Lane: 2800, 2804, 2806, 2808, 2810, 2814, 2816.

Millbrook Drive: 1511, 1509, 1415, 1413, 1411, 1407, 1405, 1403.

Millbrook Court: 2811, 2809, 2805, 2801, 2800, 2802, 2804.