

BYLAWS OF
GRACE ACRES HOA LONGVIEW, INC.

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SECTION 1: DEFINITIONS AND APPLICABILITY

1.01 DEFINITIONS. "Act" means the Texas Residential Property Owners Protection Act, Texas Property Code Chapter 209, as hereafter amended. "Declaration" means the Declaration of Restrictive Covenants dated **August 21, 2025** and recorded as Document No. **202511757** in the official public records of **Gregg County, Texas**, including any amendments that may be made from time to time in accordance with its terms. The other defined terms in these Bylaws have the meanings given below or in the Declaration, which is incorporated herein by reference.

1.02 APPLICABILITY. These Bylaws govern the **Grace Acres HOA Longview, Inc.**, a Texas nonprofit corporation ("Association"). A person accepting a property interest in or coming onto a Lot or any other portion of the Property in the Subdivision thereby agrees to be bound by these Bylaws.

SECTION 2: OFFICES

2.01 PRINCIPAL OFFICE. The principal office of the Association is **101 Business Park Drive, Whitehouse, TX 75791**. The Board may change the location of the principal office from time to time.

2.02 REGISTERED OFFICE AND REGISTERED AGENT. The Association will maintain on file with the Texas Secretary of State a registered office and a registered agent at such registered office in Texas. The registered office may or may not be the same as the principal office. The Board may change the registered office and registered agent from time to time.

SECTION 3: MEMBERSHIP

3.01 QUALIFICATIONS. Every Owner of a Lot is automatically a Member of the Association. Membership is appurtenant to and may not be separated from ownership of a Lot. Membership of a Member in the Association will automatically terminate when the Member ceases to be an Owner. The termination, however, will not release or relieve the Member from any liability or obligation under the Declaration that was incurred during the Member's period of ownership of a Lot.

3.02 PROOF. A person may not exercise the rights of membership until the person has furnished satisfactory proof to the Secretary of the Association that the person is an Owner and therefore qualifies as a Member. This proof may consist of a copy

of a duly executed and acknowledged deed or title-insurance policy evidencing ownership of a Lot. A deed or policy will be deemed conclusive in the absence of a conflicting claim based on a later deed or policy.

- 3.03 MEMBERSHIP CERTIFICATES.** The Board may issue certificates evidencing membership in the Association in such form as it may determine.

SECTION 4: MEETINGS OF MEMBERS

- 4.01 ANNUAL AND SPECIAL MEETINGS.** The first meeting of the Members of the Association will be held within one hundred twenty days after the end of the Control Period of Declarant as set forth in the Declaration. After the first meeting, the annual meeting of the Members of the Association will be held once per year on the date and at the time set by the Board. The President of the Association, the Board, or Members representing at least twenty percent of the total voting power of the Association may call a special meeting of the Members unless otherwise provided by law.

- 4.02 PLACE.** Meetings of the Members will be held within the Subdivision or at a meeting place as close to the Subdivision as possible, as permitted by law and as specified by the Board in writing.

- 4.03 NOTICE OF MEETINGS.** Notice of each meeting of the Members must be given to the Members as provided in the Act and by law.

- 4.04 QUORUM.** Except as otherwise specifically provided in the Declaration or the Certificate of Formation, the presence, either in person, by proxy, by absentee ballot, or by electronic ballot, at any meeting of Members entitled to cast at least **fifteen percent** of the total voting power of the Association will constitute a quorum for any action. An absentee or electronic ballot may be counted as a Member present and voting for the purpose of establishing a quorum only for items appearing on the ballot. In the absence of a quorum at a meeting of Members, a majority of those Members present in person or by proxy may adjourn the meeting to a time no less than five days or more than thirty days from the meeting date and seek the presence of a quorum at the resumption of the meeting.

- 4.05 VOTING RIGHTS OF MEMBERS.** Each Member is entitled to cast one vote for each Lot owned with respect to any matter on which members of the Association are entitled to vote. If more than one person owns a fee interest in a Lot, all such persons must arrange among themselves for one of them to exercise the voting

rights attributable to their Lot. In the notice of a Members' meeting, the Board will designate whether voting will occur in person, by written ballot, by electronic ballot, or by a combination of those methods. All proxies must be in writing and filed with the Association before any Member may vote by proxy. Every proxy is revocable and will automatically cease upon the termination of the Member's membership. No proxy will be valid more than thirty days after its execution.

4.06 REQUIRED VOTE. The vote of the majority of the votes entitled to be cast by the Members present, or represented by proxy, by absentee ballot, or by electronic ballot, at a meeting at which a quorum is present will be the act of the Members, unless the vote of a greater number is required by law, the Declaration, or the Certificate of Formation. An absentee or electronic ballot may not be counted, even if properly delivered, if the Member actually attends the meeting to vote in person and does so cast a vote at the meeting, and 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. A nomination taken from the floor in a board member election is not considered an amendment to the proposal for the election.

4.07 ABSENTEE BALLOTS. A solicitation for votes by absentee ballot must include (1) an absentee ballot that contains each proposed action and provides an opportunity to vote for or against each proposed action, (2) instructions for delivery of the completed absentee ballot, including the delivery location, and (3) the following language: "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."

4.08 ELECTRONIC BALLOTS. An electronic ballot is one (1) given by email, fax, or posting on a website, (2) for which the identity of the Member submitting the ballot can be confirmed, and (3) for which the Member may receive a receipt of the electronic transmission and receipt of the Member's ballot. If an electronic ballot is posted on a website, a notice of the posting will be sent to each Member with instructions on obtaining access to the posting on the website.

4.09 ACTION WITHOUT MEETING. Any action that must or may be taken at a meeting of the Members, other than the election of Directors, may be taken

without a meeting if a consent in writing, setting forth the action to be taken, is signed by the requisite number or voting power of the Members and filed with the Secretary of the Association. A Member can consent to an action to be taken by email. Any photographic, fax, or similarly reliable reproduction of a consent in writing signed by a Member or by email may be substituted or used instead of the original writing for any purpose for which the original writing could be used, if the reproduction is a complete reproduction of the entire original writing.

- 4.10 ORDER OF BUSINESS.** The order of business at an annual meeting of the Members may include the following: (a) roll call, (b) proof of notice of meetings or waiver of notice, (c) reading of minutes of preceding meeting, (d) election of Directors, (e) reports of officers, (f) reports of committees, (g) unfinished business, and (h) new business.

SECTION 5: BOARD OF DIRECTORS

- 5.01 GOVERNING BODY.** A Board of Directors will govern the affairs of the Association ("Board"). The Board has the powers and duties as set forth in the Declaration and by law. Each Director will have one equal vote.

- 5.02 NUMBER.** The number of Directors of the Association will be at least three and not more than five. The number of Directors will be the same as the number of members of the initial Board as set forth in the Certificate of Formation until the Board sets a different number. No decrease in the number of Directors can shorten the term of any incumbent Director.

- 5.03 TERM.** The Certificate of Formation identifies the initial Directors and their initial terms of office, which will be staggered for terms of one year, two years, and three years in order to establish an election pattern minimizing the annual turnover of Directors. Each directorship thereafter will have a term of two years and a Member may serve an unlimited number of consecutive terms. Notwithstanding the foregoing, each Director will hold office until the Director's successor is elected and qualified.

- 5.04 QUALIFICATION.** Only Members may be nominated and elected or appointed to the Board. A person may not serve on the Board if the person cohabits at the same primary residence with another Director. If the Member is not a natural person, any owner, employee, or fiduciary of such Member may serve as a Director. If the Board is presented with an official, public record that a person was convicted of a felony or crime involving moral turpitude not more than twenty

years before the date the Board is presented with the evidence, the person is immediately ineligible to serve on the Board, and if on the Board, will be deemed removed from the Board on the date the Board receives such evidence. A majority of the Directors must reside in the Subdivision.

5.05 NOMINATION OF DIRECTORS. At least ten days before the Association disseminates any ballots to Members for voting in an election of a Director, the Association may provide Members a notice soliciting candidates interested in running for a position on the Board and containing instructions and deadlines for an eligible candidate to notify the Association of the candidate's request to be placed on the ballot. The Board may appoint a nomination committee to solicit Members to serve as Directors and present a slate of such nominated Members to all the Members before the annual meeting.

5.06 ELECTION OF DIRECTORS. After the Control Period as defined in the Declaration, the Members will elect Directors at the annual meeting of Members. Each Member may cast only one vote for each vacant directorship position on the Board; cumulative voting is prohibited. The nominee receiving the highest number of votes for a vacant directorship will be elected to fill that directorship.

5.07 REGULAR AND SPECIAL MEETINGS. The Board will hold regular meetings at the times and places designated by the Board. The President or any two Directors may call a special meeting.

5.08 NOTICES TO DIRECTORS AND MEMBERS. Except for actions taken by the Board without a meeting under Section 5.11, notices of Board Meetings must be provided to Directors and Members as required by the Act.

5.09 QUORUM. A quorum for the transaction of business by the Board will be a majority of the number of Directors constituting the Board.

5.10 VOTING REQUIREMENT. The act of a majority of Directors present in person or by proxy at a meeting at which a quorum is present at the time of the act will be the act of the Board unless the Declaration requires otherwise.

5.11 ACTION WITHOUT MEETING. Any action involving routine or administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate action that may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by the requisite number or voting power of the Directors and filed with the

Secretary of the Association. A Director may consent to an action to be taken by email.

5.12 OPEN MEETINGS. Regular and special meetings of the Board will be open to all Members, but only Directors may participate in any deliberation or discussion unless the Board by majority vote of a quorum expressly authorizes such Members to do so.

5.13 EXECUTIVE SESSION. The Board may, with the approval of a majority of a quorum, adjourn a meeting and reconvene in executive session to discuss and vote on personnel matters, litigation in which the Association is or may become involved, contract negotiations, enforcement actions, confidential communications with the Association's attorneys, matters involving the invasion of privacy of individual Members, other business of a confidential nature involving a Member, and matters requested by the involved parties to remain confidential. The nature of any business to be considered in executive session will first be announced in open session. Any decision made in the executive session must be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual owners, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary must include a general explanation of expenditures approved in the executive session.

5.14 MEETING MINUTES. The Board will keep a record of each regular or special meeting of the Board in the form of written minutes of the meeting. The Board will make meeting records, including approved minutes, available to the Members for inspection and copying on written request.

5.15 REMOVAL. The Members may remove any Director with or without cause by a vote at a special meeting of the Members duly called for that purpose. Notice of the meeting must be given to all Directors.

5.16 VACANCIES. If the office of any Director becomes vacant for any reason, the remaining Directors will choose a successor to fill the unexpired term of the vacant directorship at a special meeting of the Board called for that purpose. The Members at an annual meeting or at a special meeting called for that purpose will elect each directorship created by an increase in the number of Directors.

5.17 COMPENSATION. With the prior approval of the Members, a Director may receive compensation in a reasonable amount for services rendered to the

Association as a Director. The Association may reimburse a Director for actual expenses incurred in the performance of the Director's duties. The Association may reasonably compensate a person serving as Director for the person's services provided to the Association in the ordinary course of the person's business or profession.

5.18 STANDARD OF CARE. Each Director must exercise reasonable, good-faith judgment and is liable as a fiduciary of the Owners for the Director's acts or omissions, except as otherwise provided in the Certificate of Formation, these Bylaws, or the Declaration.

5.19 RULES. The Board may establish, make, amend, and enforce compliance with rules that are consistent with the Declaration as the Board deems necessary for the operation, use, and occupancy of the Subdivision. The Board must furnish a copy of such rules to each Member before the date they become effective.

5.20 MANAGER. If the Board determines it is in the Association's best interest to hire a manager for the Subdivision to facilitate management of the Subdivision or the administration of the Association, the Board may delegate to such manager responsibility for matters of a routine nature, renewable by agreement of the parties for successive one-year periods only. The manager will be subject to termination by either party with or without cause and without payment of a termination fee on no more than thirty days' written notice. After a manager has been appointed, no decision by the Association to manage its own affairs without a manager will be effective unless and until approved by the Members.

SECTION 6: OFFICERS

6.01 POSITIONS. The Officers of the Association are President, Vice President, Secretary, and Treasurer. The Board may create any other offices it deems necessary.

6.02 QUALIFICATION. Only Directors may serve as Officers of the Association, except for the Secretary, who need not be a Director. A person may hold any two or more offices except President and Secretary.

6.03 TERM. The Board will elect the Officers of the Association annually. Each Officer will hold office for one year, unless the Officer resigns, is removed, or is otherwise disqualified to serve, and until his or her successor is elected and qualified.

6.04 RESIGNATION AND REMOVAL. Any Officer may resign at any time by giving written notice to the Board. A resignation will take effect on the date notice is received or at any later time specified in the notice. The Board may remove any Officer when in the Board's judgment the Association's best interests would be served by the removal, except the Board cannot remove any Officer appointed by Declarant during the Control Period set forth in the Declaration.

6.05 PRESIDENT. The President of the Association will perform the following duties:

- a. Preside over all meetings of the Members and of the Board.
- b. Sign as President all deeds, contracts, and other instruments in writing that have been first approved by the Board, unless the Board, by duly adopted resolution, has additionally authorized the signature of another Officer.
- c. Call meetings of the Board whenever he deems it necessary in accordance with the Declaration and these Bylaws.
- d. Have, subject to the advice of the Board, general supervision, direction, and control of the affairs of the Association and discharge any other duties as may be required of him by the Board.

6.06 VICE PRESIDENT. The Vice President of the Association will perform the following duties:

- a. Act in the place of the President in the event of the President's absence, inability, or refusal to act.
- b. Exercise and discharge any other duties as may be required of the Vice President by the Board, and in connection with any additional duties, the Vice President will be responsible to the President.

6.07 SECRETARY. The Secretary of the Association will perform the following duties:

- a. Keep a record of all meetings and proceedings of the Board and of the Members.
- b. Keep any seal of the Association and affix it on all papers requiring the seal.

- c. Serve notices of meetings of the Board and the Members required either by law or by these Bylaws.
- d. Keep appropriate current records showing the Members together with their addresses.
- e. Sign as Secretary all deeds, contracts, and other instruments in writing that have been first approved by the Board if the instruments require a second signature by the Association, unless the Board has authorized another Officer to sign in the place and stead of the Secretary by duly adopted resolution.

6.08 TREASURER. The Treasurer of the Association will perform the following duties:

- a. Receive and deposit in a bank or banks, as the Board may from time to time direct, all funds of the Association.
- b. Be responsible for and supervise the maintenance of books and records to account for the Association's funds and other Association assets.
- c. Disburse and withdraw funds as the Board may from time to time direct and in accordance with prescribed procedures.
- d. Prepare and distribute the financial statements for the Association required by the Declaration or the Board.

6.09 COMPENSATION. Officers may receive compensation for services rendered to the Association as Officer only as determined by the Board and approved by the Members.

6.10 STANDARD OF CARE. Each Officer is liable as a fiduciary of the Owners for the Officer's acts or omissions, except as otherwise provided in the Certificate of Formation, these Bylaws, or the Declaration.

SECTION 9: NO PERSONAL LIABILITY; INDEMNIFICATION

9.01 NO PERSONAL LIABILITY. A person who executes a contract in a representative capacity on behalf of the Association is not personally liable for the contract. A person will not be liable to the Association or its Members for monetary damages for any act or omission in the person's capacity as an Officer or Director

except to the extent the person engaged in:

- a. A breach of the Director's or Officer's duty of loyalty to the Association or its Owners.
- b. An act or omission that constitutes a breach of duty of the Director or Officer to the Association that constitutes bad faith, intentional misconduct, or a knowing violation of the law.
- c. A transaction from which the Director or Officer received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's or Officer's office.
- d. An act or omission for which the liability of a Director or Officer is expressly provided by law.

9.02 INDEMNIFICATION. Except for the personal liability above under Section 9.01, to the fullest extent that a corporation can indemnify a Director or Officer under the Texas Business Organizations Code, the Association must indemnify any person who was, is, or is threatened to be made a named defendant or respondent in any threatened, pending, or completed inquiry, investigation, action, suit, or other proceeding (whether civil, criminal, administrative, arbitrative, or investigative) because the person is or was acting as a Director or Officer of the Association or otherwise as directed by the Board. This includes the right to be paid or reimbursed by the Association for reasonable attorney's fees and any other expenses incurred in defending any proceeding. Upon the death of the person who has a right of indemnification under the foregoing provisions, the right will inure to the benefit of his or her heirs, executors, administrators, and personal representatives. The indemnity rights conferred herein are in addition to any indemnity rights a person has under the Certificate of Formation, under law, or otherwise.

9.03 REPEAL OR AMENDMENT. Any repeal or amendment of this Section will be prospective only and will not adversely affect any limitation on the personal liability of a Director or Officer arising from an act or omission occurring before the time of the repeal or amendment.

SECTION 10: GENERAL PROVISIONS

10.01 BOOKS AND RECORDS. The Association must maintain complete and correct financial records, minutes of meetings of Members and Directors, and a list of the

names and addresses of all Members at the Association's registered office or principal office. Any Member or Director may inspect such records and obtain copies as provided by law.

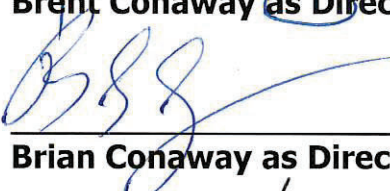
10.02 AMENDMENT OF BYLAWS. The Board may not amend these Bylaws to conflict with the Declaration. Otherwise, at a special meeting called for the purpose of amending these Bylaws, with notice to the Directors and Members as required by the Act, the Board may amend, alter, or repeal these Bylaws as allowed by law. If any proposed amendment to these Bylaws would affect less than all of the Lots, the amendment will not be effective without the consent of the Owners of those Lots adversely affected by the amendment.

10.03 MEETINGS BY TELEPHONIC OR ELECTRONIC MEANS. Directors and Members may participate in and hold a meeting by means of a telephone conference or other similar remote or electronic communication system by means of which all persons participating in the meeting can hear each other.

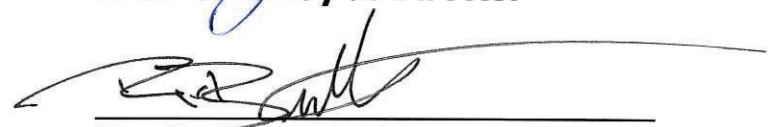
10.04 ATTESTATION. Adopted by the Board on **September 11, 2025.**



Brent Conaway as Director



Brian Conaway as Director



Rex Buttram as Director