

**Amended and Restated Bylaws of Woodcreek Property
Owners Association of Hays County, Inc.**

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Amended and Restated Bylaws of Woodcreek Property Owners Association of Hays County, Inc.

These bylaws (the “Bylaws”) govern the affairs of Woodcreek Property Owners Association of Hays County, Inc., a nonprofit corporation, (the “WPOA”) and are governed by the articles of incorporation, relevant deed restrictions, the Texas Property Code, and other laws of the State of Texas. These bylaws as approved by the Board in June 2015 and subsequently approved by the Owners completely supersede and replace all previous versions of the WPOA’s bylaws.

ARTICLE 1 - GENERAL

1.01. Principal Office. The WPOA’s Principal Office may be located at any location in the Wimberley, Texas area. The WPOA shall maintain as the mailing address: P.O. Box 1026, Wimberley, Texas 78676.

1.02. Registered Office and Registered Agent. The WPOA will maintain a Registered Agent. The Registered Agent’s office can, but need not, be identical with the WPOA’s principal office. The WPOA Board of Directors (the “Board”) can change the Registered Agent and the Registered Agent’s office. Information concerning the Registered Agent and the Registered Agent’s office will be available at the WPOA’s office.

1.03. The Subject Area. The properties affected by these Bylaws (the “Subject Area”) are part of what is generally referred to as Woodcreek North, Woodcreek Phase II, and Eagle Rock located in Hays County, Texas. The Subject Area can be more specifically described as:

- | | |
|---------------------------------------|---|
| 1. Woodcreek Section 1 | 11. Woodcreek Village Section 1 (“The Marina”) |
| 2. Woodcreek Section 8 | 12. Woodcreek Village Section 1A (“Country Cabins”) |
| 3. Woodcreek Section 9A, 9A Extension | 13. Eagle Rock Heights 1 |
| 4. Woodcreek Section 9B, 9B Replat | 14. Eagle Rock Ranchitos 1 |
| 5. Woodcreek Section 10 | 15. Eagle Rock Ranchitos 2 |
| 6. Woodcreek Sections 15 | 16. Eagle Rock Ranchitos 3 |
| 7. Woodcreek Section 18 | 17. Cypress Fairway Village (“Village 9”) |
| 8. Woodcreek Section 20 | 18. The Brook at Woodcreek (“Fallbrook”) |
| 9. Woodcreek Section 21 | 19. Village 11 |
| 10. Woodcreek Section 25 Lots 223-242 | |

1.04. Maintenance Fees. Maintenance fees means those fees required by and described in the restrictive covenants of each Section as may be amended from time to time by the owners of that section.

ARTICLE 2 - OWNERS

2.01. Eligibility. Every person or entity who is a record owner of a fee simple interest in any lot in the Subject Area as described in Article 1.03 is an “Owner”.

2.02. Voting Rights. Each Owner is entitled to one vote on each matter submitted to a vote by a show of hands. For Balloted issues and Elections, Owners will be allocated a number of votes equal to the number of whole lots they own. If a lot is owned by multiple Owners, the Owners will be collectively entitled to the single vote conferred by ownership of that lot unless otherwise governed by section specific deed restrictions.

ARTICLE 3 – MEETINGS OF OWNERS

3.01. Scheduled and Annual Meetings. Meetings of the Owners will be held at least four times per year at such times and places in the Wimberley area as designated by the Board (the “Owners Meetings”). At least one Owners Meeting shall take place in November. At least one Owners Meeting (“Annual Meeting”) will be held in January of each year, the exact time and place of which will be determined by the Board and announced at the previous November Owners meeting. An Annual Meeting can coincide with any other scheduled meeting. At the next Owners’ Meeting the Directors will present the budget for approval by the Owners.

3.02. Special Meetings. Special Meetings of the Owners can be called by any three Directors or by means of a petition signed by not less than seventy Owners.

3.03. Place of Meeting. The Board can designate any public place in the Wimberley area as the place of meeting for any Special Meeting of the Owners, the Annual Meeting, and any Owners Meeting (the “Place of Meeting”). If the Board does not designate the Place of Meeting, the meeting will be held at the WPOA’s Principal Office.

3.04. Notice of Meetings. No meeting will be called without notice (the “Notice”). The Notice will state the place, day, and time of the meeting, who called it, and the general purpose or purposes for which it is called. The Notice will be given by or at the direction of the President, Secretary, the Officers, or persons calling the meeting.

3.05. Eligibility to Vote at Owners Meetings. All Owners are entitled to vote in accordance with §2.02 at a meeting of the Owners.

3.06. Quorum. Twenty-five Owners present in person or by proxy will constitute a Quorum at a Meeting of Owners. The Owners present at a duly called Meeting at which a

Quorum is present can continue to transact business, even if enough Owners leave so that less than a Quorum remains. However, no action can be approved without the vote of at least a majority of the number of Owners required for a Quorum. If a Quorum is not present at any time during a meeting, a majority of the Owners who are present can adjourn and reconvene the Meeting one time with proper Notice.

3.07. Actions of Owners. The Owners collectively will try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of a majority of voting Owners present in person, or by proxy, and entitled to vote at a meeting at which a quorum is present, is enough to constitute the act of the Owners. Voting will be by ballot or show of hands, except that any election of Directors shall be conducted by ballot.

3.08. Proxies. An Owner entitled to vote at a Meeting of Owners can vote by Proxy, and will be considered to be present by Proxy. All Proxies must be in writing, bear the signature of the owner giving the proxy, must specify the date on which they are executed, and must be filed with the Secretary prior to the commencement of the meeting where it will be used. No proxy is valid after 45 days from the date of its execution. A proxy will be revocable by the Owner who filed it either orally or in writing prior to the time it has been voted. No vote will be invalidated by revocation of the proxy after a vote by the proxy has been cast.

3.09. Voting by Mail. The Board can authorize vote by mail, email, fax, in-person, by website, or through any other method allowed by law and approved by Board on any matter on which the Owners can vote.

ARTICLE 4 – BOARD OF DIRECTORS

4.01. Management of WPOA. The business and affairs of the WPOA will be controlled and managed by the Board of Directors to the extent authorized by law, by the Articles of Incorporation, the Bylaws, and the laws of the State of Texas.

4.02. Number, Qualifications, and Tenure. The number of Directors will be fixed at nine. Each Director will serve for a term of no more than three years. The Directors' terms will be staggered so that the terms of three Directors will terminate each year. A Director can serve only two consecutive three-year terms. If however, a person is appointed or elected to fill the unexpired term of a vacant directorship he/she can also serve for two additional three-year terms if elected.

4.03. Nominations. The President will appoint a Nominating Committee in September of each year. The Nominating Committee will consist of three Owners (two of which will be non-Board members and a third (who will serve as Chairman) who is a Board member. The Nominating Committee will be responsible for nominating candidates from the Owners to fill the expiring Board terms and for any vacancy created during the previous year. The Nominating Committee will prepare a slate of nominees in time for the

November Owners Meeting at which time additional candidates who are Owners can be nominated from the floor. No one can be nominated without their written consent. In the search for well-qualified candidates, the Nominating Committee will consider candidates' personal availability, qualifications, and interest in community service. The Nominating Committee will also give consideration to representation of the various geographic areas of Woodcreek and Eagle Rock.

4.04. Elections. Notice of the names of nominees will appear on a ballot which will be mailed or emailed to all Owners by the first day of December of each year. A candidate can submit a brief biographical statement that will be mailed with the Ballot. The ballot will include a list of all the candidates in alphabetical order. Owners will be given until the following Annual Meeting to return their ballots. At the Annual Meeting, tellers appointed by the President will open the sealed ballots, tally the votes, and announce the names of the elected Directors to serve for the ensuing term. The nominees receiving the greatest number of votes will be elected. If a tie occurs for the last place only, the nominees who are tied will cast lots to determine who is elected. All candidates must stand for election.

4.05. Vacancies. A Director appointed to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

4.06. First Meeting/Annual Meeting. The Board shall convene its first meeting ("First Meeting") of the calendar year immediately upon the conclusion of the Annual Meeting of the Owners at a time and public place in the Wimberley area determined by the Board. At the First Meeting the newly constituted Board will elect its officers. The Directors and Officers will be introduced and any business that properly can come before the meeting will be transacted.

4.07. Regular Meetings. The Board will provide for regular Board Meetings in the Wimberley area by resolution stating the time and place of such meetings.

4.08. Special Meetings. Special Meetings of the Board can be called by the President and shall be called by the President at the request of any three Directors. The person or persons calling a special meeting will inform the Secretary of the WPOA of the information to be included in the Notice of the Meeting.

4.09. Notice. Written or printed notice of any Special Meeting of the Board will be delivered to each Director not less than four, nor more than fourteen days before the date of the meeting. The notice will state the place, day, and time of the meeting, who called it, and the purpose or purposes for which it is called.

4.10. Emergency Meetings. Emergency Meetings of the Board can be held with a two-hour notice which can be done by telephone, email, posted on the WPOA's Website, or

any other means reasonably calculated to provide notice of such meeting. The Secretary will take the minutes of such meetings and publish them to the Owners.

4.11. Quorum. A majority of the number of Directors then in office constitutes a Quorum for transacting business at any Board meeting. The Directors present at the beginning of a duly called meeting at which a Quorum is present can continue to transact business even if certain Directors leave the meeting so that less than a Quorum remains. However, no action can be approved without the vote of at least a majority of the number of Directors required for a Quorum. If a Quorum is never present at any time during a Meeting, a majority of the Directors present can adjourn and reconvene the meeting one time without further notice.

4.12. Delegating Duties. Directors can select advisors and delegate duties and responsibilities to them. The Board cannot delegate any powers it does not have, nor can it delegate its power to enter into contracts or binding obligations without prior approval of the Board.

4.13. Actions of Board of Directors. The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of Directors present and voting at a meeting at which a Quorum is present is enough to constitute the act of the Board.

4.14. Proxies. A Director cannot vote by proxy at a Board Meeting.

4.15. Compensation. Directors cannot receive salaries for their services. The Board can adopt a resolution providing for reimbursing incidental expenses incurred in service to the WPOA.

4.16. Removal. The Board can vote to remove a Director at any time for good cause. Good cause for removal of a Director includes, but is not limited to, the failure to: (i) attend three consecutive Board meetings, (ii) attend three General membership meetings, (iii) comply with paragraph 4.12 above, or (iv) comply with any written agreement with the Board or WPOA. A meeting to consider removing a Director can be called and noticed following the procedures provided in these Bylaws for a special meeting of the Board of Directors. The notice of the meeting will state that the issue of possibly removing the Director will be on the agenda and the notice will state the proposed cause for removal. At the meeting, the Director can present evidence of why he or she should not be removed and can be represented by an attorney at and before the meeting. A Director can be removed by the affirmative vote of a two-thirds majority of the Board present at the meeting.

4.17. Mediation/Arbitration. Board Members agree, upon election to the Board, that any claim or cause of action that may be initiated by a Board Member (including disputes wherein a Board Member may be acting individually as an Owner) against other Board

Members and/or the WPOA, shall be submitted to mediation and, if unsuccessful, then to binding arbitration.

ARTICLE 5 - OFFICERS

5.01. Officer Positions. The WPOA's Officers will be a President, a Secretary, a Vice President, and a Treasurer. Officers must be members of the Board. The same person can hold any two or more offices, except for President and Secretary.

5.02. Election and Term of Office. The WPOA's Officers will be elected by written ballot by the Board at the Annual Meeting. If officers are not elected at that time, they will be elected as soon thereafter as possible. Officers will serve one year terms. Each Officer will hold office until a successor is duly selected and qualifies. An Officer can be appointed to succeed himself or herself in the same office, except that no person will serve as President for more than two consecutive one-year periods.

5.03. Removal. Any Officer elected or appointed by the Board can be removed by the Board with or without good cause.

5.04. Vacancies. The Board can elect a member from the Board to fill a vacancy in any office for the unexpired portion of the officer's term.

5.05. President. The President is the WPOA's Chief Executive Officer. He or she will supervise all of the WPOA's business and affairs and will preside at all meetings of the members and of the Board. The President can execute any deeds, mortgages, bonds, contracts, or other instruments that are authorized as provided in these Bylaws. However, the President cannot execute instruments on the WPOA's behalf if this power is expressly delegated to another officer of the WPOA by the Board, these Bylaws or statute. Only if deemed necessary by the Board shall the President of the Board give a bond for faithfully discharging his or her duties in a sum and with a surety as determined by the Board. If such a bond is required, the WPOA shall pay the cost of the bond.

5.06. Vice President. When the President is absent, cannot act, or refuses to act, the Vice President will perform the President's duties. When acting in the President's place, the Vice President has all the powers of, and is subject to all the restrictions on the President. If the Board requires it, the Vice President will give a bond for faithfully discharging his or her duties in a sum and with a surety as determined by the Board. If such a bond is required, the WPOA shall pay the cost of the bond.

5.07. Treasurer. The Treasurer will monitor the WPOA financial books and records. The Treasurer shall prepare or monitor the preparation of and review of the financial reports to be presented at each regularly scheduled Board or Owners Meeting and perform other duties as assigned by the President or the Board. If the Board requires, the Treasurer shall give a bond for faithfully discharging his or her duties in a sum and with a surety as

determined by the Board. If such a bond is required, the WPOA shall pay the cost of the bond.

5.08. Secretary. The Secretary will assure that all notices are given as required by the Bylaws, take minutes of the meetings of Owners and the Board and keep the minutes as part of the corporate records, and record all dedicatory instruments with the County. The Secretary will present these minutes for approval to the Board and the Owners on a timely basis and perform duties as assigned by the President or the Board.

ARTICLE 6 - COMMITTEES

6.01. Establishing Committees. The Board can adopt a resolution establishing one or more committees, having not less than three members, delegating specified authority to a committee, and appointing or removing members of the committee. A committee can include persons who are not Directors or Owners. If the Board delegates any of its management authority to a committee, the majority of the committee will consist of Directors. The Board can establish qualifications for membership on a committee. Establishing a committee or delegating authority to it will not relieve the Board, or any individual Director, of any responsibility imposed by these bylaws or otherwise imposed by law. No committee has the authority of the Board to:

- a. Amend the Articles of Incorporation.
- b. Adopt a plan or merger or consolidation with another corporation.
- c. Authorize the sale, lease, exchange, or mortgage of the WPOA's property and assets.
- d. Authorize voluntary dissolution of the WPOA.
- e. Revoke proceedings for voluntary dissolution of the WPOA.
- f. Adopt a plan for distributing the WPOA's assets.
- g. Amend, alter, or repeal these Bylaws.
- h. Elect, appoint or remove a member of a committee or a Director or Officer of the WPOA.
- i. Approve any transaction to which the WPOA is a party and that involves a potential conflict of interest.
- j. Take any action outside the scope of authority delegated to it by the Board.
- k. Obligate the WPOA through contract, binding agreement, or otherwise, or incur other expenses for the WPOA without prior approval of the Board at a regular or special Board.
- l. Take any action that the Board itself does not have the power to take.

6.02. Quorum. A majority of the number of committee members constitutes a Quorum for transacting business at any meeting of the committee.

6.03. Proxies. A committee member cannot vote by proxy at a committee meeting.

ARTICLE 7- FEES AND OTHER CHARGES

7.01. Building Permit Fee. The Board of Directors will set the fee amounts for New Building Permits and other improvements that require a permit at the next Board Meeting following the First Meeting or as soon as practicable thereafter. A schedule of all required fees will be posted on the Association's Website.

7.02. Personal Obligation. Upon written request, the WPOA will furnish to any Owner liable for any type of fee or assessment a certificate in writing issued by the WPOA setting forth whether such fee or assessment has been paid. Such certificate will be conclusive evidence of payment. The WPOA may charge a reasonable fee for this service.

7.03. Fee Reductions The Board of Directors retains the right to reduce or eliminate fees.

ARTICLE 8 - TRANSACTIONS OF WPOA

8.01. Deposits. All the WPOA's funds will be deposited to the credit of the WPOA in bank(s) that the Board selects.

8.02. Gifts. The Board can accept, on the WPOA's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the WPOA.

8.03. Potential Conflicts of Interest. The WPOA cannot make any loan to a Director or Officer of the WPOA. The WPOA cannot borrow money from, or otherwise transact business with a Director, Officer, or committee member of the WPOA without Board approval.

ARTICLE 9 – BOOKS AND RECORDS

9.01. Required Books and Records. The WPOA will keep correct and complete books and records as prescribed by law.

9.02. Inspection and Copying of Records. Inspection and copying of WPOA Records will be permitted as prescribed by law.

ARTICLE 10 –FISCAL YEAR

10.01. Fiscal Year. The WPOA’s fiscal year will end on the last day in December each year.

ARTICLE 11- INDEMNIFICATION

11.01. Indemnification. The WPOA will indemnify its Directors, employees, and committee members in defense of actions taken for or on behalf of the WPOA.

ARTICLE 12 - NOTICES

12.01. Notice. Any notice required or permitted by these Bylaws can be given by mail, email, fax, via the WPOA website, or other means authorized by law. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records with postage prepaid. If given by email, a notice is deemed delivered unless there is a notice of delivery failure. A person must change and/or maintain his or her correct address and/or email address in the WPOA records by giving written notice of any changes.

12.02. Signed Waiver of Notice. Whenever any notice is required by law or under the Articles of Incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice constitutes waiver of such notice.

12.03. Waiving Notice by Attendance. A person’s attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 13 – AMENDING BYLAWS

13.01. Amendment. The Owners can amend, alter, or repeal these Bylaws, and adopt new bylaws. Such adoption will be approved by a simple majority vote of the Owners. Owners may vote in the following ways:

1. By returning the ballot to the WPOA office by the date and time indicated on the ballot; or
2. By bringing the ballot to the meeting by the date and time indicated on the ballot.

Voting will remain open for thirty days from the date the first ballot was mailed out. This vote will be by written ballot only.

ARTICLE 14 – MISCELLANEOUS PROVISIONS

14.01. Legal Authorities Governing Construction of Bylaws. These Bylaws will be construed under Texas law. All references to these Bylaws, to statutes, regulation, or other sources of legal authority will refer to the authorities cited, or their successors, as they can be amended from time to time.

14.02. Legal Construction. To the greatest extent possible, these Bylaws will be construed to conform to all legal requirements for obtaining and maintaining all tax exemptions that can be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provisions, and the Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

14.03. Headings. The headings used in the Bylaws are for convenience and cannot be considered in construing the Bylaws.

14.04. Number. All singular words include the plural, and all plural words include the singular.

14.05. Seal. The Board of Directors can but is not required to provide for a Corporate Seal. Such a Seal would consist of two concentric circles containing the words “Woodcreek Property Owners Association of Hays County” and “Texas” in one circle and the word “Incorporated” together with the date of incorporation in the other circle.

14.06. Power of Attorney. A person can execute any instrument related to the WPOA by means of a power of attorney if any original executed copy of the power of attorney is provided to the Secretary to be kept with the corporate records.

14.07. Parliamentary Procedure. Robert’s Rules of Order, Revised Edition, will govern this Association except as provided in these Bylaws, and except in matters pertaining to proxy voting. Nothing contained in Robert’s Rules that attempts to proscribe or limit proxy voting will have any force or effect on the affairs of the WPOA. The board can, but is not required to, nominate a Parliamentarian to attend all meetings and advise on “Points of Order” and questions of Parliamentary Procedure. This will be a voluntary advisory position.

14.08. Parties Bound. The Bylaws will bind and inure to the benefit of the Owners, Directors, Officers, committee members, employees, and agents of the WPOA and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the Bylaws otherwise provide.

* * *

End