

# ITEM #2

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

These bylaws govern the affairs of Woodcreek Property Owners Association of Hays County, Inc., a nonprofit corporation, (also referred to as WPOA, the Association, or the Corporation). These bylaws completely supersede and replace all previous versions of the Corporation's bylaws. These bylaws do not supersede or replace or modify deed restrictions applicable to any property sections.

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### ARTICLE 1 - GENERAL

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

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1.02. Registered Office and Registered Agent. The Corporation will maintain a registered agent in Texas. The registered office can, but need not, be identical with the Corporation's principal office. The WPOA Board of Directors (Board or Board of Directors) can change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

1.03. Property Affected by These Bylaws:

The Subdivision is made up of property in different sections, villages, blocks, and specific lots in Section 25 all of which are part of what is generally referred to as Woodcreek, Woodcreek North, Woodcreek Phase II, and EagleRock in Hays County, Texas. The Subdivision (referred to herein as the "Subject Area") is served by the WPOA, subject to these bylaws, and more particularly described as:

a. Woodcreek Section 1, Woodcreek Village Section 1 also known as The Marina, Woodcreek Village 1A also known as The Country Cabins, Woodcreek Sections 8, 9A, 9A Extension, 9B, 9B Replat, 10, 11, (Woodcreek) Village 11 also known as Logan's Run or The Meadows, Woodcreek Sections 15, 18, ~~19~~, 20, 21, 22, and Lots 223-242 in Section 25, The Health Spa Lots, Eagle Rock Heights 1 and 2, Block 52 in Oakcrest, Eagle Rock Ranchitos 1, 2, and 3, Cypress Fairway Village also known as Village 9, Fallbrook also known as The Brook at Woodcreek, and Woodcreek Campground formally known as The Resort Park at Woodcreek.

1.04. Definitions. When used in these bylaws the following terms have the meaning set forth in this paragraph:

a. "Maintenance Fees" means the annual maintenance fees required by the restrictive covenants as may be amended from time to time and also includes, but is not limited to permit fees, property transfer fees, resale certificate fees, lien filing, legal, court, and related fees incurred by the Association in collecting such maintenance, transfer, and resale fees.

~~b. "Dues" means the annual membership dues required to be a member of the Corporation in an amount determined by the Board.~~

e. Subject Area means the property served by the WPOA and set out in paragraph 1.03 above unless such sections have been removed from the Subject Area in compliance with the deed restrictions and these

bylaws. Maintenance fees are used for operation of the WPOA, including among other things and without limitation, the construction and maintenance of roadways, rent, insurance, office supplies, staff, common areas, audits, administrative costs, maintenance of right of way, acquisition construction, repair and maintenance of parks and open spaces (i.e., greenbelts); services to members of the WPOA, and enforcement of restrictions within the Subject Area. Any deed restriction amendment for a section, or portion of a section, that eliminates, removes, or reduces the Maintenance Fees to be paid to the Association, must obtain prior approval of a majority of the members of the Association.

## ARTICLE 2 — MEMBERS

2.01. Eligibility. Every person or entity who is a record owner of a fee simple title to any lot in the Subject Area as described in Article 1.03. ~~and every person or entity who is purchasing any lot under a contract for sale or contract for deed in the Subject Area will be eligible for membership in the Corporation and will be a member upon payment of the annual dues in an amount to be specified, by the Board of Directors and upon payment of all present and past due fees required by the restrictive covenants.~~

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~~2.02. Membership Dues. The Board can set and change the amount of the annual dues payable to the Corporation by members. Dues are payable, in advance on the first day of each year. Dues are delinquent if not paid by March 30th, and a member is subject to termination of membership for non-payment at that time. New members joining the Corporation after June 30th will pay 50% of the annual dues. Dues will be set in an amount to be determined by the Board and can be changed from time to time by Board action without a vote of membership.~~

2.0~~2~~3. Voting Rights. Each member is entitled to one vote on each matter submitted to a vote of the membership. Provided, that in case of joint ownership of any lot or tract by members, only one vote on any issue will be permitted, as determined by the joint owner members of such lot or tract. Further, provided no member will be entitled to more than one vote, even if the member owns multiple lots or tracts on matters submitted to the membership.

~~2.04. Terminating Memberships. Any member who has not paid required dues by March 30th will be removed as a member of the Corporation. A member can be reinstated upon such terms and conditions as determined by the Board. A property owner who is not a member of the Corporation is not relieved of the property owner's obligations with respect to Maintenance Fees and compliance with other restrictive covenants.~~

2.0~~3~~5. Transferring Membership. Membership in the Corporation is not transferable or assignable except in connection with the transfer of the lot to which the membership is attributable.

## ARTICLE 3 - MEETINGS OF MEMBERS

3.01. Scheduled and Annual Meetings. ~~Membership's meetings will be held a minimum of twice a year. The board at its discretion may call additional membership meetings as needed, held at least four times per year at such times and places in the Wimberley area as designated by the Board. Annual meetings will be held in January and one membership meeting at a time designated by the Board each year, the exact time and place of which will be determined by the Board, and announced at the previous November meeting. The annual meeting may coincide with a scheduled Board meeting. At the annual 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~~

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~~will be transacted. At the annual meeting the Directors will also present the budget for approval by the membership.~~

3.02. Special Meetings. Special meetings of the members can be called by the president or by any three members of the Board or not less than seventy ~~(70)~~ members by signed petition.

3.03. Place of Meeting. The board can designate any place in the Wimberley area as the place of meeting\* for an scheduled or annual meeting or for any special meeting called by the Board. ~~If the Board does not designate the place of meeting, the meeting will be held at the Corporation's principal office.~~

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3.04. Notice of Meetings. No meeting will be called without a ten day 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. Notice of the meeting will be by mail or registered email and posted close to the entrances of the Association as possible and at the WPOA Office. Additional notice may be posted on the website or in a newspaper. Notice will be given by or at the direction of the President or Secretary or the Officers or persons calling the meeting. Notice of any scheduled or annual meeting or of any special meeting can be given by: publication in a newsletter by the Corporation and mailed and/or emailed and/or by publication on the Woodcreek Property Owners Association webpage.

3.05. Eligibility to Vote at Member's Meetings. A member in good standing is entitled to vote at a meeting of the members of the Corporation. ~~A member in good standing is one who has fully paid the Maintenance Fees for all property owned by the member and is not delinquent as of the commencement of the meeting and who is in compliance with applicable restrictive covenants. A member in good standing must have paid dues prior to the commencement of the meeting.~~

3.06. Quorum. Twenty five ~~(25)~~ members in good standing present in person or by proxy will constitute a quorum at a meeting of members. The members present at a duly called or held meeting at which a quorum is present can continue to transact business, even if enough members 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 members required for a quorum. If a quorum is not present at any time during a meeting, a majority of the members who are present can adjourn and reconvene the meeting once without further notice.

3.07. Actions of Membership. The Membership 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 members in good standing, 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 membership except when law or the bylaws require a greater number. Voting will be by written ballot. ~~except that any election of Directors will be by mail with a ballot. An election is not necessary~~ when the number of persons running for an election is the same as the number of directors to be elected, a quorum of members at an annual meeting will confirm the elections of such person as directors.

3.08. Proxies. A member entitled to vote at a meeting of members of the Corporation can vote by proxy, unless otherwise physically present, and will be considered to be present by proxy. Additionally an absentee or electronic ballot may be counted as an owner present for the purpose of a quorum. All proxies must be in writing, specify the date of the meeting to be used, specify the action to be voted on and bear the signature of the member giving the proxy, must specify the date on which they are executed, and must be filed with the secretary 24 hours 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. All proxies will be revocable by the person who granted 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.~~ Voting may be ~~The Board can authorize vote~~ by mail, electronic ballot, absentee ballot, i ~~person or by proxy~~ on any matter that the members can vote on. In all cases regarding ~~mail-in~~ voting, the Board will establish voting procedures and their decision on all such matters will be final.

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~~3.10. Road Maintenance Plans. At the next regularly scheduled members meeting following the annual election of board members, or sooner if a special meeting for that purpose is called, the Board will present to the membership its program for road maintenance and improvements for the ensuing year. The report will detail the Board's priority of road resurfacing projects as to street and section location with estimated costs.~~

#### ARTICLE 4 - BOARD OF DIRECTORS

4.01. Management of Corporation. The business and affairs of the Corporation will be controlled and managed by ~~the~~ the Board of Directors to the extent authorized by law, and the governing documents for the WPOA.

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4.02. Number, Qualifications, and Tenure. The number of directors will be fixed as the Board may designate. However, the number of directors will not be less than five nine (9) and no more than nine ~~no decrease in the number of directors will shorten the term of any incumbent director.~~ Directors must be members in good standing of the Corporation. Each director will serve for a term of two three years. The Directors' terms will be staggered so that the terms of two to five three Directors will terminate each year. ~~A Director can serve only two consecutive three year terms. If however, a Director 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. The nominating committee will consist of three members, two of which will be from the membership at large who are not Board members, and the Chairman of which will be a Board member ~~whose term is expiring~~. The nominating committee will be responsible for nominating candidates from the membership 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 next general Membership meeting at which time additional candidates from the membership can be nominated from the floor with the written consent of the nominees. The nominating committee, in its search for well qualified candidates, will consider their personal availability, qualifications, and interest in community service. It will also give due consideration to representation of the various geographic areas of Woodcreek and EagleRock.

4.04. Elections. Notice of the names of nominees will appear on an original numbered verifiable ballot sent with the membership mail-out or registered email newsletter which will be mailed or emailed to all members not less than 10 days or more than 60 days before the deadline for submitting ballots ~~December 1<sup>st</sup>~~. A candidate can submit a brief biographical statement that will be printed in the newsletter ~~newsletter~~. The newsletter ~~newsletter~~ will include a list of all the candidates and will identify which candidates were nominated from the floor and which by the nominating committee. Members will be given until December 15<sup>th</sup> the January meeting to return their original numbered verifiable ballots. ~~At the January membership meeting, Qualified~~ Qualified tellers (not candidates or relatives of the candidates within the third degree of consanguinity or affinity), appointed by the President, and who will not be members of the Board, will open the sealed ballots, tally the votes and announce the names of the elected Directors to serve for the ensuing term at a time and date no later than 20 days after the voting has ended. The location, time and date for counting and announcement of election results will be posted in accordance with these Bylaws and the Texas Property Code requirements. 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. ~~Elections will be deemed necessary only if there are nominations from floor at the November Membership Meeting at which time the slate of candidates nominated by the nominating committee is presented to the membership.~~ If there are no other nominations the slate of candidates nominated by the nominating committee will be affirmed by a show of hands and a simple majority vote at the ~~November~~ membership meeting where a quorum is present.

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4.05. Vacancies. A Director appointed to fill a vacancy will serve until the next board election, for the unexpired term of his or her predecessor in office. Vacancies will be filled by the majority of the remaining members of the board even if the board membership falls below a quorum.

4.06. Annual Meeting. The annual meeting of the board and of the membership will be held at a time and place in the Wimberley area to be determined by the Board.

4.07. Regular Meetings. ~~The Board will provide for regular Board meetings by resolution stating the time and place in the Wimberley area of such meetings. No notice of regular Board meetings is required other than a Board resolution stating the time and place of the meetings which will be posted on the WPOA's website. The Board shall give notice of the date, hour, place and general subject of a meeting including executive session by posting the notice at least 72 hours before the start of the meeting within the corporations' common property in a conspicuous location and on the website maintained by the Corporation~~ and sent by email to all members who have registered an email with the WPOA. Proposed budget presentation will be at a regularly scheduled Board meeting with a minimum of a two week comment period and one additional board meeting for comment before the Board passes the following years budget.

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4.08. Special Meetings. Special Board meetings can be called by the President and shall be called by the President, at the request of any ~~two~~<sup>three (3)</sup> ~~or 1/3 of the~~ Directors whichever is greater. A person or persons authorized to call special meetings of the Board can fix any place in the Wimberley area as the place for holding a special meeting. The person or persons calling a special meeting will inform the secretary of the Corporation of the information to be included in the notice of the meeting. The secretary of the Corporation will give notice to the Directors as these bylaws require.

4.09. Notice. Written or printed notice of any special meeting of the Board will be delivered by email 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 upon two hours notice which notice can be by telephone or email as defined by the Property Owners Protection Act portion of the Texas Property Code.

4.11. Quorum. A majority of the number of Directors ~~seated then~~ in office constitutes a quorum for transacting business at any Board meeting. The Directors present at a duly called or held meeting at which a quorum is present can continue to transact business even if enough 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 within twenty-four hours once without further notice.

4.12. Duties. Directors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on Directors, Directors can, in good faith rely on information, opinions, reports, or statements including financial statements and other financial data, concerning the Corporation or another person, that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A Director is not relying in good faith if he or she has knowledge relating to a matter in question that renders reliance unwarranted; however Directors will not be deemed to have the duties of trustees of a trust. Directors will exercise their duties professionally and maintain the confidentiality of confidential information provided to them.

4.13. Delegating Duties. Directors can select advisors and delegate duties and responsibilities to them. The Directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board can remove or replace the advisor at any time and without any cause whatsoever. 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.

4.14. 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.

4.15. Proxies. A Director cannot vote by proxy at a Board meeting.

4.16. Compensation. Directors cannot receive salaries for their services. However, the Board of Directors may employ a Board member for management or maintenance services outside the realm of their Board duties. The Board can adopt a resolution providing for reimbursing expenses incurred in service to the Corporation.

4.17. Removal. ~~The removal of a board member will be in accordance with the Texas Property Code. The Board can vote to remove a Director at any time, only for good cause. Good cause for removal of a Director includes, but is not limited to, the unexcused 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 sixty seven percent (67%) of the Board present at the meeting.~~

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## ARTICLE 5 - OFFICERS

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

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5.02. Election and Term of Office. The Corporation's officers will be elected by ~~written ball~~ the Board at a Regularly Scheduled Board Meeting, ~~at the annual Board 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 re-appointed to the same office without limitation, succeed himself or herself in the same office, except that no person will serve as President for more than two consecutive one-year terms in a row.

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 board member to fill a vacancy in any office for the unexpired portion of the officer's term.

5.05. President. The president is the Corporation's chief executive officer. He or she will supervise all of the Corporation'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 Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation 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. In the event of a declared disaster either by the city, county or state for an area that is inclusive of the properties within the association. The president, if at all possible, will call an emergency meeting. If an emergency meeting is not possible then the president will make whatever decisions necessary to comply with the disaster order or to protect the property and residence of the affected area.

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.

5.07. Treasurer. The Treasurer will m:

Monitor the Corporation 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 Membership Meeting. Perform other duties as assigned by the President of the Board and if the Board requires give a bond for faithfully discharging his or her duties in a sum and with a surety as determined by the Board.

5.08. Secretary. The Secretary will a:

Assure that all notices are given as required in these bylaws. Take minutes of the meetings of Members and the Board and keep the minutes as part of the corporate records and present these minutes for approval to the Board and the Membership on a timely basis. Perform duties as assigned by the President or the Board. Perform all duties incident to the office of Secretary and if the Board requires give a bond for faithfully discharging his or duties in a sum and with a surety as determined by the Board.

## ARTICLE 6 - COMMITTEES

6.01. Establishing Committees. The Board can adopt a resolution establishing one or more committees, having no 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 members. ~~If the Board delegates any of its management authority to a committee, the majority of the committee will consist of directors.~~ The Board can also delegate to the president its power to appoint and remove members of a committee that has not been delegated any management authority of the Board. 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:

Amend the articles of incorporation.

Adopt a plan or merger or consolidation with another corporation.

Authorize the sale, lease, exchange, or mortgage of the Corporation's property and assets.

Authorize voluntary dissolution; ~~revoke proceeding for voluntary dissolution; adopt a plan for distributing assets~~ -of the Corporation.

~~Revoke proceedings for voluntary dissolution of the Corporation.~~

~~Adopt a plan for distributing the Corporation's assets.~~

Amend, alter, or repeal these bylaws.

Elect, appoint or remove a member of a committee or a director or officer of the Corporation.

Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest.

Take any action outside the scope of authority delegated to it by the Board.

Obligate the Corporation through contract, binding agreement, or otherwise, or incur other expenses for the Corporation without prior approval of the Board at a regular or special Board.

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 - ARCHITECTURAL CONTROL COMMITTEE**

7.01. ACC Committee Responsibilities. The Committee will be responsible for enforcement of deed restriction approval of proposed changes to deed restrictions, and approval of Architectural Plans. If variances are requested the ACC committee will make a recommendation to the Board of Directors of the WPOA. Only the Board of Directors of the WPOA can grant variances. The ACC Committee can adopt a resolution establishing one or more sub-committees, having not less than three members, delegating specified authority to a sub-committee, and appointing or removing members of the sub-committee. A sub-committee can include persons who are not elected members of the ACC Committee.

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7.02. ACC Committee Members will be elected to a two year term. There will be one member elected from each Section within the WPOA. The first election will be as follows:

a. The first election will be held within sixty days after these bylaws are passed by the membership.

b. Nominations will be taken by the President of the WPOA within the first thirty days after these bylaws are passed.

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c. The election will be held for a minimum of two weeks for members to respond to the mailed or registered email ballot. Ballots will only be distributed with candidate(s) names to the appropriate sections. For example, Section 20 will vote only on members from Section 20 who are on the ballot. The candidate with the highest vote count from each section will be the winner.



d. Lots will be drawn to set staggered terms. Half of the members will initially serve only one year the other half the two year term.

e. The ACC Committee will elect a Chairperson immediately after seated.

7.03. Nominations. The Chairperson of the ACC Committee will appoint a nominating committee annually. The nominating committee will consist of three members, two of which will be from the membership at large who are not ACC members, and the Chairman of which will be an ACC member. The nominating committee will be responsible for nominating candidates from the membership to fill the expiring ACC member terms and for any vacancy created during the previous year. The nominating committee will prepare a slate of nominees at least 10 days before the General Membership meeting when nominations are taken for directors of the WPOA and at which time additional candidates for the ACC Committee from the membership can be nominated from the floor with the written consent of the nominees. The nominating committee, in its search for well qualified candidates, will consider their personal availability, qualifications, and interest in community service

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7.04. Elections. Notice of the names of nominees will appear on an original numbered verifiable ballot sent in the membership mail-out or registered email which will be mailed or emailed to all members not less than 10 or more than 60 days before the deadline of submitting ballots. A candidate can submit a brief biographical statement that will be printed in the newsletter. The newsletter will include a list of all the candidates and will identify which candidates were nominated from the floor and which by the nominating committee. Members will be given until December 15<sup>th</sup> to return their ballots. Qualified tellers (not candidates or relatives of the candidates within the third degree of consanguinity or affinity), appointed by the Chairman, and who will not be members of the Committee, will open the sealed ballots, tally the votes and announce the names of the elected Members to serve for the ensuing term at a time and date no later than twenty days after the voting has ended. The location, time and date for counting and announcement of election results will be posted in accordance with these Bylaws and the Texas Property Code. The nominee receiving the greatest number of votes will be elected. If a tie occurs, the nominees who are tied will cast lots to determine who is elected. If there are no other nominations the slate of candidates nominated by the nominating committee will be affirmed by a simple majority vote at the membership meeting where a quorum is present

7.05. Vacancies. A Member appointed to fill a vacancy will serve until the next ACC election. Vacancies will be filled by the majority of the remaining members of the ACC Committee even if the ACC membership falls below a quorum.

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7.06. Election and Term of Chairperson. The Chairperson will be elected by the ACC members at a Regularly Scheduled ACC Meeting. Chairperson will serve one year term. The Chairperson will hold office until a successor is duly selected and qualified. The Chairperson can be re-appointed for no more than two consecutive one-year terms.

7.07. Chairperson Responsibilities. Chairperson is responsible for submitting a budget for approval to the Board of Directors of the WPOA, conducting committee meetings, following the Open Meetings of the Texas Government Code and calling a committee meeting at least once a quarter.

7.08. Quorum. The number of members of the committee needing to be present for a quorum of the committee will be determined annually during the January meeting.

7.9. Deed Restriction Violations. The ACC Committee may levy fines in accordance with the Texas Property Code on property owners who fail to comply with the Declarations of Covenants, Conditions, and Restrictions, as amended if applicable, in the Subject Area. The amount of any such fine will be set by the ACC Committee and can be changed from time to time by committee action. A fine may not be the first method of seeking compliance

~~from the offending party, but is contemplated as a means of enforcing the provisions of the Declarations of Covenants, Conditions, and Restrictions, as amended if applicable, in the Subject Area on those who are repeat or egregious offenders or when legal action is required for compliance.~~

7.10. Other Charges. All other charges, including fees will be in accordance with the Texas Property Code.

**ARTICLE ~~8~~ 7 - Fees and Other Charges FEES AND OTHER CHARGES**

**~~7.01 Building Permit Fee:~~**

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~~The Board of Directors will set the amount of building permit fees for new home construction and for permit fees for other improvements that require a building permit at their January Board Meeting.~~

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**~~7.02. Other Charges Including Fines:~~**

~~The WPOA will charge a reasonable transfer fee to owners upon the transfer of any property in the Subject Area. This charge will be set by Board action and can be changed from time to time by Board action without the vote of the Membership.~~

~~The WPOA can charge reasonable fees for reimbursement of administrative costs to anyone who requests services from the WPOA such as title companies, collection companies, or the like. These fees will be set by Board action and can be changed from time to time by Board action without the vote of the Membership.~~

~~The Board and the Boards committees which have specifically been delegated this authority by the Board as reflected in the minutes of the Board, can levy fines on property owners who fail to comply with the Declarations of Covenants, Conditions, and Restrictions, as amended if applicable, in the Subject Area.~~

~~The amount of any such fine will be set by Board action and can be changed from time to time by Board action without the vote of the Membership. A fine may not be the first method of seeking compliance from the offending party, but is contemplated as a means of enforcing the provisions of the Declarations of Covenants, Conditions, and Restrictions, as amended if applicable, in the Subject Area on those who are repeat or egregious offenders or when legal action is required for compliance.~~

**~~8~~7.0103. Personal Obligation:**

Each owner, by accepting a deed or entering into a recorded contract for sale or contract for deed for any lot assessed a Maintenance Fee and/or other assessment in the Subject Area is deemed to covenant and agree to pay all assessments authorized herein or in the Declarations of Covenants, Conditions, and Restrictions, as amended if applicable, in the Subject Area. All fees and assessments, together with any and all late fees and/or accumulated interest, plus costs of collection and reasonable attorneys fees, will be the personal obligation of each owner and a lien will be filed upon each lot until paid in full. Upon a transfer of title to a lot, the grantee will be jointly and severally liable ~~for a properly filed lien for maintenance fees along with the grantor for any and all fees and assessments and other charges~~ due at the time of conveyance.

Failure of the Board to fix fees or assessment amounts or to deliver or mail to each owner an assessment notice will NOT be deemed a waiver, modification, or a release of any owner from the obligation to pay fees, assessments, and all other charges. In such event, each owner will continue to pay all fees and assessments on the same basis as during the year for which an assessment was made, if any, until a new assessment is levied, at which time the WPOA can retroactively assess any shortfalls in collections.

No owner can exempt him, her, or itself from liability for fees and/or assessments by abandonment of his, hers, or its lot, or by any other means. The obligation to pay fees and/or assessments is a separate and independent covenant on the part of each owner. No diminution or abatement of fees and/or assessments or set-off will be claimed or allowed for any alleged failure of the WPOA or Board to take some action or perform some function required of it, or for inconvenience or discomfort arising from the making of repairs or improvements, or from other action it takes.

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 can require the advance payment of a reasonable processing fee for the issuance of such certificate.

#### 8.02. Other Charges:

All other charges including fines will be in accordance with the Texas Property Code.

### **ARTICLE ~~9~~8-- TRANSACTIONS OF CORPORATION**

~~9~~8.01. Deposits. All the Corporation's funds will be deposited to the credit of the Corporation in banks, trusts, companies, or other depositories that the Board selects. Formatted: Justified

~~9~~8.02. Gifts. The Board can accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. ~~With the approval of the members in the affected section, the~~ Board may make a gift to a public or government entity for the general purpose or for any special purpose of the Corporation.

~~9~~8.03. Potential Conflicts of Interest. The Corporation cannot make any loan to a Director or Officer of the Corporation. The Corporation cannot borrow money from, or otherwise transact business with a member, director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. ~~The Corporation cannot borrow money from, or otherwise transact business with a member, director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.~~

### **ARTICLE ~~10~~9-- BOOKS AND RECORDS**

~~10~~9.01. Required Books and Records. The Corporation will keep correct and complete books and records of account. The books and records include: Formatted: Justified

A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of register office or registered agent.

A copy of the bylaws, including these bylaws, and any amended versions or amendments to them.

Minutes of the proceedings of the members, Board, and committees having any of the authority of the Board.

A list of the names and addresses of the members, directors, officers, and any committee members of the Corporation.

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A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three most recent fiscal years.

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A financial statement showing the Corporation's income and expenses for the three most recent fiscal years.

All rulings, letters, and other documents relating to the Corporation's federal, state and local tax status.

The Corporation's federal, state, and local tax information or income-tax returns for each of the Corporation's three most recent tax years.

~~Board will appoint an audit committee comprised of board members or appointees of the board who will conduct an annual internal audit. This committee will report to the membership at the November membership meeting. This committee will be subject to Article 6. of these bylaws.~~

All records regarding legal or regulatory matters in which the Corporation is interested or is a party.

#### 109.02. Inspection and Copying of Records.

a. Inspection and copying of records will be in accordance with the WPOA Records Production Policy.

~~ba.~~ A written request must be submitted to the WPOA office by a Member to examine and/or receive a copy of any record of the WPOA. Such written request must state the name, address, and phone number of the requester; ~~the purpose of such examination;~~ and the particular record to be examined and/or copied.

~~cb.~~ The requester shall be notified of a date and time during which she/he may examine said records at the WPOA office. No records shall be removed from the WPOA office.

~~de.~~ Such examination will take place only during regular business hours and in the presence of a Director or the office manager of the WPOA office when she/he is not otherwise occupied by WPOA business or meetings. If the requester requires more than one hour of time in which to examine said records, additional appointments will be scheduled. In no event shall any single appointment to examine records go on longer than one hour.

~~ed.~~ Copies of records will be charged in accordance with the WPOA Records Production Policy.~~If a copy of a record is requested, the office manager will make it at her/his convenience within two weeks of the receipt of the written request. The requester will pay \$.25 cents per page.~~

~~fe.~~ Notwithstanding the foregoing, no documents protected from disclosure by any applicable privilege or by legitimate confidentiality or privacy concerns will be provided or made available for inspection, receiving, dissemination, or reading. Further, in the event of pending litigation or ongoing negotiations or other like matters of a sensitive nature where the WPOA could be prejudiced by publication of private information, the Board will have a right to prohibit the inspection, receiving, dissemination, or reading of the records in question until all such matters are finally concluded. The WPOA reserves the right to require a confidentiality agreement be signed before the inspection, receiving, dissemination, or reading of records of property owners.

**ARTICLE ~~11.10~~- FISCAL YEAR**

~~11.01.~~ The Corporation's fiscal year will end on the last day in December each year.

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**ARTICLE ~~12.11~~- INDEMNIFICATION**

~~12.01.~~ The Corporation will indemnify its directors, officers, employees, members, committee members, and agents to the fullest extent permissible under the Texas Non-Profit Corporation Act and any other applicable law of the State of Texas as it is now enacted or may be hereafter amended.

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**ARTICLE ~~13.12~~- NOTICES**

~~13.01.~~ Notice by Mail or Email. Except as otherwise provided herein or required by law, aAny notice require or permitted by these bylaws to be given to a director, officer, or member of a committee of the Corporation can be given by mail, email, or posting on the WPOA website. 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 his or her address and/or email address in the corporate records by giving written notice of the change.

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~~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 is considered the equivalent to giving the required notice. A waiver of notice is effective whether it is signed before or after the time stated in the notice being waived.~~

~~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.~~

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**~~ARTICLE 13- SPECIAL PROCEDURES CONCERNING MEETINGS~~**

~~13.01. Meeting by Telephone. The Board of Directors and any committee of the Corporation can hold a meeting by telephone conference call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other, the notice of a meeting telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice; a person's participating in a conference call meeting constitutes his or her presence at the meeting.~~

~~13.02. Decision Without Meeting. Any decision required or permitted to be made at a meeting of the Board, or any committee of the Corporation can be made without a meeting. A decision without a meeting can be made if a written consent of the decision is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.~~

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**ARTICLE ~~14.14~~- AMENDING BYLAWS**

14.01. The Members can amend, alter, or repeal these bylaws, and adopt new bylaws. Such adoption will be approved by a simple majority vote of the Members who return their ballot within the time indicated on the ballot, who are entitled to vote and who actually do vote by returning their ballot to the WPOA by the date indicated on the ballot. A ballot postmarked by the deadline will be counted in the vote. Voting will remain open for at least thirty days ~~(30)~~ from the date the ballot was mailed out.

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This vote will be by written or registered email ballot only. ~~A ballot will be mailed out to each Member entitled to vote.~~

#### ARTICLE ~~15.15.~~ MISCELLANEOUS PROVISIONS

15.01. 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.

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15.02. 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 provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

15.03. Headings. The headings used in the bylaws are for convenience and cannot be considered in construing the bylaws.

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

15.05. 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.

15.06. Power of Attorney. A person can execute any instrument related to the Corporation 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.

15.07. 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 Corporation.

Parties Bound. The bylaws will bind and inure to the benefit of the members, directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the bylaws otherwise provide.

End

10/11/2013 DRAFT