

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

**Dated March 2008**

These bylaws, dated March 2008, 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.

## **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.

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 Board 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 following list of subdivisions and sections of Woodcreek are served by the WPOA and subject to these bylaws and are hereinafter referred to as the Subject Area:

- a. Sections of Woodcreek: 1, Woodcreek Village Section 1 also known as The Marina, Village 1A also known as The Country Cabins, 8, 9A, 9A Extension, 9B, 9B Replat, 10, 11, Village 11 also known as Logan's Run of The Meadows, 12, 13, 14, 15, 18, 19, 20, 21, 22, 25,
- b. The Health Spa Lots,
- c. Eagle Rock Heights 1 and 2,
- d. Block 52 in Oakcrest,
- e. Eagle Rock Ranchitos 1, 2, and 3,
- f. Cypress Fairway Village,
- g. Fallbrook also known as The Brook at Woodcreek, and
- h. 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 in each respective subdivision.
- b. "Dues" means the annual membership dues required to be a member of the Corporation.
- c. "Subject Area" means the property served by the WPOA and set out in paragraph 1.03 above.

## **ARTICLE 2 - MEMBERS**

2.01 Eligibility. Every person or entity who is a record owner of a fee simple title to any lot in any subdivision or section as described and named in Article 1.03. of those developments known locally as Woodcreek together with the several affiliate associations in Hays County, Texas and every person or entity who is purchasing any lot under a contract for sale or contract for deed in any section of those developments in Hays County, Texas, 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 in the bylaws, and upon payment of all present and past due fees required by the restrictive covenants in each respective subdivision or association.

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.

2.03 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.

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 in its written established policy.

2.05 Transferring Membership. Membership in the Corporation is not transferable or assignable except in the course of a transfer of the lot to which the membership is attributable.

## **ARTICLE 3 - MEETINGS OF MEMBERS**

3.01 Scheduled and Annual Meetings. Member's meetings will be 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 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 can coincide with a scheduled meeting. At the annual meeting, the members will elect Directors and transact any other business that properly can come before the meeting. At the annual meeting the Directors will present the budget for approval by the membership. If, in any year, the election of Directors is not held on the day designated for the annual meeting, the Board will call a special meeting of the members, as soon as possible, to elect Directors.

3.02 Special Meetings. Special meetings of the members can be called by the president, 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 any 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. Anyone calling a special meeting will designate the place in the Wimberley area where the meeting will be held.

3.04 Notice of Meetings. No meeting will be called without a 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 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 either in a newsletter published by the Corporation and mailed to its members at their last known address as shown on the corporate records, or by email or by Woodcreek Property Owners Association webpage or by any other manner permitted by law. Any such notice will be published at least seven (7) days but not more than thirty (30) days in advance of the meeting.

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 paid all required fees and dues and is not delinquent as of the commencement of the meeting.

3.06 Quorum. Twenty five (25) members 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 ballot or show of hands, except that any election of Directors will be by mail with a ballot unless there are no nominations from the floor and the slate of candidates nominated by the nominating committee is voted on and affirmed by those present at the November Membership Meeting where a quorum is present.

3.08 Proxies. A member entitled to vote at a meeting of members of the Corporation can vote by proxy, and will be considered to be present by proxy. All proxies must be in writing, 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 prior to the commencement of the meeting where it will be used. No proxy is valid after 180 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. The Board can authorize vote by mail 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.

3.10 Road Maintenance Plans. At a regularly scheduled meeting as soon as practicable, following the annual election of board members, 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 Board of Directors to the extent authorized by law and by the Articles of Incorporation and these bylaws.

4.02 Number, Qualifications, and Tenure. The number of directors will not be less than nine (9) nor more than eleven (11). Directors will be members of the Corporation. Each director will serve for a term of three years. The Directors' terms will be staggered so that the terms of exactly three Directors will terminate each year. A Director can serve only two-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 in September. 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 three 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 General Membership meeting at which time additional candidates from the membership can be nominated from the floor with the proven 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.

4.04 Elections. Notice of the names of nominees will appear on a ballot in the membership newsletter which will be mailed to all members by December 1st. 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 the January meeting to return their ballots. At the January membership meeting, tellers, 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. 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.

4.05 Vacancies. Any vacancy in the Board and any Director position to be filled due to an increase in the number of Directors, even if it is less than a quorum of the Board or even if it is a sole remaining Director. A Director selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office, provided, however, that if the vacancy occurs in the first or second year of the term, the Director will serve only until the next general election when an election will be held to fill the remainder of the term. The appointed Director is eligible to be a candidate at that election.

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

4.07 Regular Meetings. The Board can provide for regular Board meetings by resolution stating the time and place in the Wimberley area of such meetings. The meetings will be held at the Corporation's registered office in Texas if the resolution does not specify the location of the meetings. No notice of regular Board meetings is required other than a Board resolution stating the time and place of the meetings.

4.08 Special Meetings. Special Board meetings can be called by, or at the request of any three directors. 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 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 meeting can be held upon two hours notice which notice can be by telephone, facsimile, personal, contact, and/or telegram.

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 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 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.

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 can not 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, unless the act of a greater number is required by law or by some other provision of these bylaws. A Director who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determine the Board's decision.

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

4.16 Compensation. Directors can not receive salaries for their services. The Board can adopt a resolution providing for reimbursing expenses incurred in service to the Corporation.

4.17 Removal. The Board can vote to remove a Director at any time, only for good cause. Good cause for removal of a Director includes the unexcused failure to attend three consecutive Board meetings. 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.

## **ARTICLE 5- OFFICERS**

5.01. Officer Positions. The Corporation's Officers will be a President, a Secretary, a Vice President, and a Treasurer, who 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 Corporation's officers will be elected by secret ballot by the Board 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 appointed to succeed himself or herself in the same office, except that no person will serve as President for more than two consecutive terms.

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 can not 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.

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:  
Monitor the Corporation financial books and records. Prepare the financial reports to be presented at each regularly scheduled 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:  
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 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 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 all or substantially all of the Corporation's property and assets.

Authorize voluntary dissolution 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, or binding agreement or incur other expenses for the Corporation without prior approval of the Board at a regular or special Board meeting where approval was recorded by the Secretary.

Take any action that the Board itself does not have the power to take.

6.02. Quorum. One-half of the number of committee members constitutes a quorum for transacting business at any meeting of the committee.

6.03 Proxies. A committee member can not 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 amount of building permit fees for new home construction at their January Board Meeting. The amount of the permit fee will be set at not less than \$1,000 for new home construction. The funds collected through the building permit fee will be used to maintain the roads in the Subject Area for which the WPOA is responsible except for a minimal amount which will be used for administrative costs as determined by the Board without a vote of the Membership.

Other improvements that require a building permit will be assessed a lower permit fee in an amount to be determined by the Board without a vote of the Membership.

### 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 Board's committees which have been delegated some of the Board's managing authority can levy fines on Members 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 will 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.

### 7.03 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 attorney's fees, will be the personal obligation of each owner and a lien upon each lot until paid in full. However, such a lien will be subordinate to mortgage liens and home improvement liens.

Upon a transfer of title to a lot, the grantee will be jointly and severally liable 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.

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

8.01. Deposits. All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

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.

8.03. Potential Conflicts of Interest. The Corporation can not make any loan to a director or officer of the Corporation. The Corporation can not 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 can not 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 9 - BOOKS AND RECORDS**

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

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 all 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.

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

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.

9.02. Inspection and Copying of Records.

- a. 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.
- b. 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.
- c. 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.
- d. 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.
- e. Notwithstanding the foregoing, 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.

**ARTICLE 10 -FISCAL YEAR**

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

**ARTICLE 11 - INDEMNIFICATION**

11.01. 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 can hereafter be amended.

**ARTICLE 12 - NOTICES**

12.01. Notice by Mail or email. Any notice required 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 or email. 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 when a return receipt is delivered into the WPOA email inbox. A person must change his or her address and/or email address in the corporate records by giving written notice of the change to the secretary of the Corporation.

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.

### **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 meeting 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.

13.03. Proxy Voting. A person authorized to exercise a proxy can not exercise the proxy unless it is delivered to the officer presiding at the meeting before the business of the meeting begins. The secretary or other person taking the minutes of the meeting will record in the minutes, the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting the proxy will not be effective for that meeting. A proxy filed with the secretary of the Corporation or other designated officer remains in force until the first of the following occurs:

An instrument revoking the proxy is delivered to the secretary or designated officer.

The proxy authority expires under the proxy's terms.

The proxy authority expires under the terms of these bylaws.

### **ARTICLE 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 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 thirty days (30) from the date the first ballot was mailed out.

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

### **ARTICLE 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.

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 can not 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 provide for a corporate seal. Such a seal would consist of two concentric circles containing the words "Woodcreek Property Owners Association" 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, provided, however, 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