

BYLAWS  
OF  
WOODLAKE HOME AND PROPERTY OWNERS ASSOCIATION, INC.  
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## Article 1: Office

1.01 Registered Office and Agent. The registered office and agent of the Corporation shall be as stated in the Articles of Incorporation, or as thereafter amended.

## Article 2: Definitions

2.01 "Association" shall refer to the Woodlake Home and Property Owners Association, Inc. (WHPOA), and its successors and assigns.

2.02 "Owner" shall refer to the record owner, whether one or more persons or entities of the title to any lot or Condominium Unit within the Woodlake Subdivision, but excluding those having such interest merely as security for the performance of any obligation.

2.03 "Lot" shall refer to any plot of land, with a unit number, block number, and lot number, shown upon the recorded subdivision plat of Woodlake Subdivision, Guadalupe County, Texas.

2.04 "Condominium Unit" shall refer to any Condominium Unit located on one or more Lots within Woodlake Subdivision and covered by a duly recorded Condominium Declaration under the laws of Texas.

## Article 3: Memberships

3.01 "Non-voting Memberships": Each resident and property owner shall have the right to be a member of WHPOA and to participate in all social activities.

3.02 "Assessments". Each member desiring a vote is obligated to pay to WHPOA a \$25.00 yearly assessment. The purpose of assessments is to maintain the entrance of Woodlake Subdivision, payment of electric bill and replacement of light bulbs at the entrance, purchase supplies and postage for correspondence of the association,

3.03 "Member's Rights". Every member shall have the right of easement to the boatramp, enjoyment of all social activities, and the right to attend all business meetings.

3.04 "Place of Meetings". All meetings shall be held at such time and place as shall be stated in the notice of the meeting.

3.05 "Annual Meeting". The annual meeting of the memberships shall be held during the last month of the fiscal or calendar year of the Corporation, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

3.06 "Voting Rights". Members shall be entitled to only one vote regardless of the number of lots owned. Each Condominium Unit in which a member holds interest required for membership by Section 2.04 is entitled to one vote. When more than one person holds such interest or interests in any lot or condominium unit, all such persons shall be members and the vote for such lot or condominium unit shall be exercised as they have among themselves determined, but in no event shall more than one vote be cast with respect to any such lot or condominium unit. For the purpose of determining the votes allowed under this Section, when condominium units are counted, the lot or lots upon which such condominium units are situated shall not be counted.

3.07 "Special Meetings". Special meetings of the memberships, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, or by these Bylaws, may be called by the president, the board of directors, or of not less than one-tenth of all members entitled to a vote. Business transacted at a special meeting shall be confined to the objects stated in the notice of the meeting.

3.08 "Notice". Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or

purposes for which the meeting is called, shall be delivered not less than ten nor more than thirty days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officers or persons calling the meeting, to each membership entitled to vote at the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the membership at his address as it appears on the transfer books of the corporation, with postage thereon prepaid.

3.09 "Quorum". Members holding 1/5th of the votes entitled to be cast on the matter to be voted upon, represented in person or by proxy or by absentee ballot, shall constitute a quorum. If less than a quorum are present, a majority of the members may adjourn the meeting from time to time without further notice. At such meeting at which a quorum shall be present or represented, any business may be transacted. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

3.10 "Majority Vote; Withdrawal of Quorum". When a quorum is present at any meeting, the vote of the memberships of a majority of the memberships having voting power, present in person or represented by proxy, or by absentee vote, shall decide any question brought before such meeting, unless the question is one which, by express provision of the statutes or of the Articles of Incorporation or by these Bylaws, a different vote is required in which case such express provision shall govern and control the decision of such question. The memberships present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough memberships to leave less than a quorum.

3.11 "Method of Voting". Each membership shall be entitled to one vote on each matter submitted to a vote at a meeting of memberships. At any meeting of the memberships, every membership having the right to vote may either in person, or by absentee vote, or by proxy executed in writing by the membership or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be filed with the secretary of the corporation prior to or at the time of the meeting. At all meetings of memberships, a membership may vote by absentee ballot, executed in writing by the membership or his duly appointed attorney-in-fact. Such ballot shall be filed with the secretary of the Association before or at the time of the meeting. Voting for directors shall be in accordance with Section 4.06 of the Bylaws. Any vote may be taken viva voce or by show of hands unless someone entitled to vote objects, in which case written ballots shall be used.

3.12 "Record Date; Closing Transfer Books". The board of directors may fix in advance a record date for the purpose of determining memberships entitled to notice of or to vote at a meeting of the memberships, the record date to be not less than ten nor more than thirty days prior to the meeting. In the absence of any action by the board of directors, the date upon which the notice of the meeting is mailed shall be the record date.

3.13 "Action Without Meeting". Any action required by statute to be taken at a meeting of the memberships, or any action which may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by all of the memberships entitled to vote with respect to the subject matter thereof and such consent shall have the same force and effect as an unanimous vote of the memberships. The signed consent, or a signed copy shall be placed in the minute book.

3.14 "Order of Business at Meeting". The order of business at annual meetings and so far as practicable at other meetings of memberships shall be as follows unless changed by the Board of Directors:

- (1) Call to order
- (2) Proof of due notice of meeting
- (3) Determination of quorum and examination of proxies
- (4) Announcement of availability of voting list(See bylaw 3.10)

- (5) Announcement of distribution of annual statement
- (6) Reading and disposing of minutes of last meeting of memberships
- (7) Reports of officers and committees
- (8) Appointment of voting inspectors
- (9) Unfinished business
- (10) New business
- (11) Nomination of Directors
- (12) Opening of polls for voting
- (13) Recess
- (14) Reconvening: closing of polls
- (15) Report of voting inspectors
- (16) Other business
- (17) Adjournment

#### Article 4: Directors

4.01 "General Powers". The affairs of the corporation shall be managed by its Board of Directors. Directors will be resident members of the association and constitute the association's officers.

4.02 "Number, Tenure, and Qualifications". The initial number of directors is three (3). Directors shall be elected at the association organizational meeting and subsequent directors will be elected at each annual meeting unless vacancies on the board need to be filled. (see 7.03) The elected number of directors shall not be less than five (5). Each director shall hold office until the next annual meeting of memberships and until his successor shall have been elected and qualified. All directors will be a voting resident member.

4.03 "Change in Number". The number of directors may be increased or decreased from time to time by amendment to these Bylaws but no decrease shall have the effect of shortening the term of any incumbent director. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of the memberships called for that purpose.

4.04 "Removal". Any director may be removed either for or without cause at any special or annual meeting of memberships by the affirmative vote of a majority in number of memberships of the memberships present in person or by proxy, or by absentee vote, at such meeting and entitled to vote for the election of such director if notice of intention to act upon such matter shall have been given in the notice calling such meeting.

4.05 "Vacancies". Any vacancy occurring in the Board of Directors (by death, resignation, removal, or otherwise) may be filled by an affirmative vote of a majority of the voting memberships. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

4.06 "Election of Directors". Directors shall be elected by plurality vote. Cumulative voting shall not be permitted.

4.07 "Place of Meetings". Meetings of the Board of Directors, regular or special, will be held in Guadalupe County, Texas.

4.08 "First Meeting". The first meeting of each newly elected board shall be held without further notice immediately following the annual meeting of memberships, and at the same place, unless (by unanimous consent of the directors then elected and serving) such time or place shall be changed.

4.09 "Regular Meetings". Regular meetings of the board of directors may be held without notice at such time and place as shall from time to time be determined by the board.

4.10 "Special Meetings". Special meetings of the Board of Directors