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may be called by the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place in Guadalupe County, Texas as the place for holding any special meeting of the board called by them.

4.11 "Quorum". A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board. If less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

4.12 "Compensation". No compensation shall be paid to the officers for their services.

4.13 "Procedure". The board of directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the corporation.

4.14 "Action Without Meeting". Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the board of directors. Such consent shall have the same force and effect as an unanimous vote of a meeting. The signed consent, or a signed copy, shall be placed in the minute book.

Article 5: Committees

5.01 "Committees". Committees will be appointed by the board of directors to serve in such capacity as needed. However no committee shall have the authority of the board of directors in reference to electing, appointing, or removing any member of any such committee or office.

5.02 "Chairman". One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

5.03 "Action Without Meeting". Any action required or permitted to be taken at a meeting of any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the committee. Such consent shall have the same force and effect as unanimous vote at a meeting. The signed consent, or a signed copy, shall be placed in the minute book.

5.04 "Vacancies". Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5.05 "Quorum". Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

5.06 "Responsibility". The designation of any committee and the delegation of authority to it shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed upon it or him by law.

Article 6: Notice

6.01 "Method". Whenever by statute or the articles of incorporation or these bylaws, notice is required to be given to director or membership, and no provision is made as to how the notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, addressed to the director or membership at the address appearing on the books of the corporation,

or in any other method permitted to be given by mail shall be deemed given at time when the same is thus deposited in the United States mails.

6.02 "Waiver". Whenever, by statute or the Articles of Incorporation or by these bylaws, notice is required to be given to memberships or director, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Article 7: Officers and Agents

7.01 "Number; Qualification; Election; Term".

(a) The Corporation shall have:

- (1) A President, 1st Vice President, a Secretary, Assistant Secretary, and a Treasurer.
- (2) Such other officers (including a chairman of the board and additional vice presidents) and assistant officers and agents as the board of directors may deem necessary.

(b) All officers will be a voting resident member.

(c) Officers shall be elected by voting memberships on the expiration of an officer's term or whenever a vacancy exists. Officers may be elected by voting memberships at any meeting.

(d) Unless otherwise specified by the board at the time of election or appointments or in an employment contract approved by the board, each officer's and agent's term shall end at the first meeting of directors after the next annual meeting of memberships. He shall serve until the end of his term or, if earlier, his death, resignation or removal.

(e) No two or more offices may be held by the same person.

7.02 "Removal". Any officer elected may be removed by the voting memberships whenever in its judgement the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

7.03 "Vacancies". Any vacancies occurring in any office of the corporation (by death, resignation, removal or otherwise) may be filled by the voting memberships.

7.04 "Authority". Officers shall have such authority and perform such duties in the management of the corporation as are provided in these bylaws or as may be determined by resolution of the board of directors not inconsistent with these bylaws.

7.05 "Compensation". There will be no compensation for officers.

7.06 "President". The president shall be the chief Executive Officer of the Corporation; he shall preside at all meetings of the memberships and the board of directors, shall have general and active management of the business and affairs of the corporation, shall see that all orders and resolutions of the board are carried into effect. He shall perform such other duties and have such other authority and powers as the board of directors may from time to time prescribe.

7.07 "Vice President". The vice presidents in the order of their seniority, unless otherwise determined by the board of directors, shall in the absence or disability of the president, perform the duties and have the authority and exercise the powers of the president. They shall perform such other duties and have such other authority and powers as the board of directors may from time to time prescribe or as the president may from time to time delegate.

7.08 "Secretary".

(a) The secretary shall attend all meetings of the board of directors and all meetings of the memberships and record all

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votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive committee when required.

(b) He shall give or cause to be given, notice of all meetings of the memberships and special meetings of the board of directors.

(c) He shall keep in safe custody the seal of the corporation if a seal shall have been adopted, and when authorized by the executive committee, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of the treasurer or an assistant secretary.

(d) He shall be under the supervision of the president. He shall perform such other duties and have such other authority and powers as the board of directors may from time to time prescribe or as the president may from time to time delegate.

7.09 "Assistant Secretary". The assistant secretaries in the order of seniority, unless otherwise determined by the board of directors, shall, in the absence or disability of the secretary, perform the duties and have the authority and exercise the powers of the secretary. They shall perform such other duties and have such other powers as the board of directors may from time to time prescribe or as the president may from time to time delegate.

7.10 "Treasurer".

(a) The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all moneys and other valuable effects in the name of and to the credit of the corporation in such depositories as may be designated by the board of directors.

(b) He shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation.

(c) If required by the board of directors, he shall give the corporation a bond in such form, in such sum, and with such surety or sureties as shall be satisfactory to the board for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his possession or under his control belonging to the corporation.

(d) He shall perform such other duties and have such other authority and powers as the board of directors may from time to time prescribe or as the president may from time to time delegate.

7.11 "Assistant Treasurer". The assistant treasurers in the order of their seniority, unless otherwise determined by the board of directors, shall, in the absence or disability of the treasurer, perform the duties and have the authority and exercise the powers of the treasurer. They shall perform such other duties and have such other powers as the board of directors may from time to time prescribe or the president may from time to time delegate.

Article 8: General Provisions

8.01 "Books and Records". The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its memberships and board of directors, and shall keep at the office of its transfer agent or registrar, a record of its memberships, giving names and addresses of all memberships and the voting standing of each.

8.02 "Annual Statement". The board of directors upon request shall mail to each requesting membership of record, prior to each annual meeting a full and clear statement of the business and condition of the corporation, including a reasonably detailed balance sheet, income statement, and surplus statement.

8.03 "Checks and Notes". All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

8.04 "Fiscal Year". The fiscal year of the corporation shall be fixed by resolution of the board of directors.

8.05 "Seal". The corporation may adopt a seal. If a seal is adopted, it shall contain the name of the corporation and the name of the state of incorporation. The seal may be used by impressing it or reproducing a facsimile of it, or otherwise.

8.06 "Resignation". Any director, officer or agent may resign by giving written notice to the president or the secretary. The resignation shall take effect at the time specified therein, or immediately; if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.07 "Ammendment of Bylaws". These bylaws may be altered, amended or repealed at any meeting of the voting membership at which a quorum is present at such meeting, provided notice of the proposed alteration, amendment, or repeal is contained in the notice of such meeting.

8.08 "Construction". Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then so far as is reasonable and possible:

(a) The remainder of these bylaws shall be considered valid and operatable; and

(b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

8.09 "Table of Contents; Headings". The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

(Effective the 12th day of March, 1989)

Article 9

The name and address of the incorporator is: Margaret Martin, 84 Woodlake Drive, McQueeney, Texas 78123.

Approved by the Board of Directors at the first meeting
of the Board of Directors on March 12, 1989.

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WOODLAKE HOME AND PROPERTY OWNERS ASSOCIATION, INC.
ADDITIONS TO BY-LAWS

Article Two: Definitions

2.05 "Resident Homeowner" shall refer to a property owner residing in Woodlake subdivision the majority of the year. (six months or more)

Article Ten: Architectural Control Board

10.01 "Board". The Architectural Control Board will be appointed by the WHPOA Board of Directors to serve in such capacity as needed.

10.02 "Number". The Architectural Control Board membership will be composed of five (5) resident homeowners in Woodlake subdivision in McQueeney, Texas.

10.03 "Chairman". One member of the Architectural Control Board will be appointed chairman by the WHPOA Board of Directors.

10.04 "Action Without Meeting". Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Board. Such consent shall have the same force and effect as unanimous vote at a meeting. The signed consent, or a signed copy, shall be placed in the minute book.

10.05 "Vacancies". Vacancies in the Board may be filled by appointments made in the same manner as provided in the case of the original appointments.

10.06 "Quorum". Unless otherwise provided in the resolution of the Board of Directors designating a Board, a majority of the whole Board shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board.

10.07 "Responsibility". The Architectural Control Board will to the best of their ability and in the best interest of Woodlake subdivision enforce the Declaration of Covenants, Conditions, and Restrictions as recorded in volume 634 page 862, Guadalupe County Courthouse, Seguin, Texas.

10.08 "Right of Waiver". No waiver will be granted by the Architectural Control Board without the whole consent of the Board of Directors and the majority of the vote of the voting membership.

10.09 "Removal". Any Architectural Control Board member maybe removed either for or without cause at any meeting of the Board of Directors by a majority vote of the Board members present in person or by proxy, or by absentee vote, if notice of intention to act upon such matter shall have been given in the notice calling the meeting.

The above additions were approved by the WHPOA Board of Directors on April 3, 1989
