

**BY-LAWS
OF
WESTERN OAKS PROPERTY
OWNERS ASSOCIATION, INC.**

**ARTICLE ONE
NAME AND LOCATION**

Section 1.01. The name of the corporation is Western Oaks Property Owners Association, Inc., hereinafter referred to as the "Association".

Section 1.02. The initial registered office of the corporation shall be located at 4638 South Lamar Blvd., Austin, Texas, but meetings of members and directors may be held at such places within the State of Texas, County of Travis, as may be designated by the Board of Directors.

**ARTICLE TWO
DEFINITIONS**

Section 2.01. "Association" shall mean and refer to Western Oaks Property Owners Association, Inc., its successors and assigns.

Section 2.02. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 2.03. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 2.04. "Lot" shall mean and refer to any parcel of real property designated as a lot on any recorded subdivision plat within J. W. Smith's Western Oaks with the exception of the Common Area. The term "Lot" shall include a condominium where such may occur, (a condominium for this purpose being defined as an apartment and all general and limited common elements in a Condominium Regime established pursuant to the Texas Condominium Act.)

Section 2.05. "Owner(s)" shall mean and refer to the record owner, whether one or more persons or entities, of equitable title (or legal title if same has merged) of any Lot, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation. Except as stated otherwise herein, the term "Owner(s)" shall not include a lessee or tenant of an apartment condominium or single family residence.

Section 2.06. "Declarant" shall mean and refer to Woodside Development Co., Inc., its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 2.07. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties, together with any and all Section Declarations which may be recorded in the Deed Records of Travis County, Texas.

Section 2.08. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE THREE MEETING OF MEMBERS

* **Section 3.01. Annual Meetings.** The annual meeting of the members shall be held on the first Monday in April of each year. Provided, however, that should said date in any year fall upon a legal holiday, then the annual meeting for that particular year shall be held on the next succeeding day which is not a holiday.

Section 3.02. Special Meetings. Special meetings of the members may be called at any time by the president, by the Board of Directors, or upon written request of the members who are entitled to vote one-tenth (1/10) of all the votes of the Class A membership.

Section 3.03. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days, but not more than 50 days, before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting, and shall be deemed delivered when deposited in the United States Mail addressed to the member at his address as set out above.

Section 3.04. Quorum. The presence of the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 3.05. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE FOUR BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

* **Section 4.01. Number.** The affairs of this Association shall be managed by a Board of six (6) directors, who need not be members of the Association.

Section 4.02. Term of Office. At the first annual meeting the members shall elect three directors for a term of one year and three directors for a term of two years; and at each annual meeting thereafter the members shall elect three directors for a term of two years.

* amended

Section 4.03. Removal. Any director may be removed from the Board with or without cause, by a majority vote of the members of the Association.

Section 4.04. Vacancies. In the event a vacancy occurs on the Board by virtue of the death, resignation or removal of a director, or for any other reason, the remaining members of the Board shall appoint a successor who shall serve until the next annual members meeting, at which time the members shall elect a successor who shall fill out the unexpired term of his predecessor.

Section 4.05. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses in the performance of his duties.

Section 4.06. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE FIVE NOMINATION AND ELECTION OF DIRECTORS

Section 5.01. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting subject to procedural rules adopted by the Board. Such rules shall not be established so as to exclude any member desiring to be a candidate or desiring to submit the name of a candidate from so doing. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 5.02. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE SIX MEETINGS OF DIRECTORS

Section 6.01. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly without notice at such place and hour as may be fixed from time to time by resolution of the Board. Should said

meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 6.02. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association or by any two directors, after not less than three (3) days' notice to each director.

Section 6.03. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which quorum is present shall be regarded as the act of the Board.

ARTICLE SEVEN POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 7.01. Powers. The Board of Directors shall have power to:

7.0101. adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

7.0102. suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

7.0103. exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

7.0104. declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings to the Board of Directors; and,

7.0105. employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 7.02. Duties. It shall be the duty of the Board of Directors to:

7.0201. cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

7.0202. supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

7.0203. as more fully provided in the Declaration, to:

(a) fix the amount of the annual assessments against each Lot at least thirty (30) days in advance of each annual assessment period;

(b) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(c) foreclose the lien against any property for which assessments are

not paid within thirty (30) days after due date to bring an action at law against the owner personally obligated to pay the same.

7.0204. issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

7.0205. procure and maintain adequate liability and hazard insurance on property owned by the Association;

7.0206. cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

7.0207. cause the Common Area to be maintained.

ARTICLE EIGHT OFFICERS AND THEIR DUTIES

Section 8.01. Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary and a treasurer, and such other officers as the Board of Directors may from time to time by resolution create.

Section 8.02. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 8.03. Term. The officers of this Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 8.04. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 8.05. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.06. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 8.07. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 8.04 of this Article.

Section 8.08. Duties. The duties of the officers are as follows:

President

8.0801. The president shall preside at all meetings of the Board of Directors; shall see the order and resolutions of the Board are carried out; shall sign all leases, mortgages, deed and other written instruments and shall co-sign all promissory notes, and checks from such accounts as the Board may from time to time determine.

Vice-President

8.0802. The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise, and discharge such other duties as may be required of him by the Board.

Secretary

8.0803. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

8.0804. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall cause the disbursements of such funds as directed by resolution of the Board of Directors; shall co-sign all promissory notes and checks from such accounts as the Board may from time to time determine; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall be the chief officer responsible for the preparation of an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

**ARTICLE NINE
COMMITTEES**

The Association shall appoint an Architectural Committee, as provided in the Declaration, and a Nominating Committee, as provided in these by-laws. In addition; the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

**ARTICLE TEN
BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of

the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE ELEVEN ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of seven (7%) percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE TWELVE AMENDMENTS

* **Section 12.01.** These By-laws may be amended, at a regular or special meeting of the members, by a vote of two-thirds (2/3) of a quorum of members present in person or by proxy.

Section 12.02. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE THIRTEEN MISCELLANEOUS

The fiscal year of the Association shall be the calendar year.

IN WITNESS WHEREOF, we being all of the Directors of the Western Oaks Property Owners Association, Inc., have hereunto set our hands this 12th day of April, 1976.

Signed by Emogene Armstrong
Signed by Alex MacDougall
Signed by John Shierlow

Signed by J. W. Smith
Signed by Linda Smith
Signed by J. P. Armstrong