

WOODSTONE OF SAN ANTONIO
HOMEOWNERS ASSOCIATION, INC.
BYLAWS

REV. 1/14/2012

ARTICLE I: PURPOSE

Section 1: Name: The association name shall be Woodstone of San Antonio Homeowners Association, doing business as Woodstone-Larkspur Neighborhood Association, herein identified as the W.H.O.A.

Section 2: Location: The place of business of the W.H.O.A. shall be 13618 Dreamwood Street, San Antonio, Bexar County, Texas.

Section 3: Purpose: The W.H.O.A. is organized as a social association under section 501c(7) of the IRS code for the pleasure and recreation of its members. The W.H.O.A. is a volunteer-based organization dedicated to keeping the neighborhood safe and all common areas maintained. The W.H.O.A. is dedicated to keeping the pool and athletic facilities operating for all members of the W.H.O.A. The purpose of the W.H.O.A. is to maintain an office, serve the members, and operate facilities for swimming and recreation.

Section 4: Revenues: No part of the net earnings of the W.H.O.A. shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the W.H.O.A. shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3 hereof. Notwithstanding any other provision of these articles, the W.H.O.A. shall not carry on any other activities not permitted to be carried on by an association exempt from federal income tax under section 501(c) of the Internal Revenue Service Code. All revenues from every source shall be used for the purpose of leasing, purchasing, and operating the property and facilities of the W.H.O.A. and their repair, maintenance, and improvement, as well as for such other charitable purposes as the Board of Directors may direct.

ARTICLE II: DEFINITIONS

Section 1: "Association" shall mean and refer to Woodstone of San Antonio Homeowners Association, Inc., dba Woodstone-Larkspur Neighborhood Association.

Section 2: The "Common Area" shall mean and refer to all real property leased or owned by the Association for the common use and enjoyment of the Members and such real property as may be added by the Association in the future.

Section 3: "Member" shall mean and refer to those persons who have made application, been approved, and paid the annual membership fees and dues in full.

Section 4: "Directors" shall mean and refer to those persons who make up the Board of Directors.

Section 5: "Committee Chair" shall mean and refer to those Members who have been appointed by the Board of Directors to lead a committee.

Section 6: "Community" shall mean and refer to residents of Bexar County, including those persons who are Members of the Association and those persons who are not.

ARTICLE III: MEMBERSHIP

Section 1: Eligibility: Any person residing in the Woodstone, Larkspur, or surrounding neighborhoods shall be eligible for membership in the Association.

Section 2: Applications: Applications for membership shall be submitted in writing and in the form prescribed by the Board of Directors. Applications shall be filed with the Association office together with payment of the required fees as determined by the Board of Directors. Details are contained on the application, and a signed agreement is binding.

Section 3: Acceptance: Subject to the maximum limit imposed by the Board of Directors, each membership shall be deemed accepted upon proper completion of the application by the prospective member, approval by the Board of Directors or any person(s) appointed by the Board of Directors for said purpose, tender of the required fees (if applicable) and annual dues, and adherence to the membership rules, regulations, and these bylaws.

Section 4: Payment of dues: The payment of membership fees and dues shall be due in its entirety on or before May 31st of 2012, and transition to March 1st of each year starting March 1st of 2013. A membership in the Association is for a period commencing March 1st of each year and ending on February 28th of the following year. Membership shall not be in effect until all fees (if applicable) and dues have been paid in full. All memberships must be renewed annually with full payment of fees and dues to be allowed access to the pool. If maximum membership capacity is reached, a waiting list will be formed. Under no circumstances can the Association be held responsible for applications that are not received.

Section 5: Member Identification: Each Member may be issued identification for the use of the Member and individuals residing with the Member. Identification entitles children, grandchildren, nieces, nephews, and foster children residing with the Member and listed on the membership application to full use of the Association facilities. Members are responsible for listing members of their household on their membership application prior to submission. Members may be asked to produce identification once inside the Association facilities. The failure to produce proper identification upon demand by a Director or an authorized representative of the Association shall be grounds for removal of the Member from the premises until such time as the Member produces proper identification.

Section 6: Guests: Persons who are not Members shall have access to the properties or facilities of the Association by payment of an entrance fee determined by the Board of Directors and only when accompanied by a Member of the Association. Guests shall comply at all times with the bylaws of the Association and all rules, policies, and regulations passed by the Board of Directors.

Section 7: Denial of Facilities: A Member or guest may be denied the use of the facilities and properties of the Association for conduct which is prejudicial or injurious to the interest of or to the good order of peace and welfare of the Association. The Board of Directors shall be the sole judges of what constitutes such conduct and make final determination as to whether permanent or temporary suspension is in order.

Section 8: Termination: No Member suspended or expelled shall be entitled to the refund of dues or any other monies paid by him or her to the Association for membership in the club.

Section 9: Resignation: A Member of the Association who wishes to resign from membership shall submit his or her resignation in writing to the Board of Directors. Such resignation shall become effective on the last day of the month submitted. No refund of dues or fees shall be made.

Section 10: Voting Rights: Each Member listed on the membership application and over the age of eighteen (18) shall be entitled to one vote at the Annual Year-End, Bi-Monthly, and Special Community Meetings. No vote by proxy shall be permitted.

ARTICLE IV: MEETINGS

Section 1: Annual Year-End Community Meeting: The Annual Year-End Community meeting shall take place on the 3rd Sunday in January at a time designated by the current Board of Directors. The Annual Year-End Community Meeting Agenda must include an annual treasurer's report and elections of the next Board of Directors. The Board of Directors may add items to the agenda.

Section 2: Bi-Monthly Community Meetings: The Board of Directors shall hold Bi-Monthly Community Meetings in February, April, June, August, October, and December. An updated bi-monthly treasurer's report must be given at these meetings. The Board of Directors may increase Community Meetings if it deems necessary.

Section 3: Special Community Meetings: A Special Community Meeting of the membership to present recommendations to the Board of Directors shall be called when at least twenty-five (25) Members submit a request in writing to the Board of Directors. Upon receiving the 25th written request, a Special Community Meeting shall be called by the Board of Directors within thirty (30) days. Electronic mail may be used to submit requests.

Section 4: Conduct of Community Meetings: The Board of Directors shall have the right to determine the agenda and order of business of all Community Meetings, and such meetings shall be conducted under Robert's Rules of Order (unless specified by these bylaws) as governing the procedure in matters before the meeting. All Community Meetings must allow an open floor for Members to speak prior to adjournment of the meeting.

Section 5: Annual and Monthly Board Meetings: The first meeting of the Board of Directors shall take place after the conclusion of the Annual Year-End Community Meeting; in addition to this first meeting, the Board of Directors shall have regular monthly meetings. The Board of Directors shall have the sole discretion to determine the time and place for all monthly meetings. Any Member may be granted time on the Agenda for Monthly Board Meetings following written request. Electronic mail may be used to request time. The new Board of Directors shall receive reports of operation of the Association for the preceding year from the retiring Directors.

Section 6: Special Meeting of the Board of Directors: A Special Meeting of the Board of Directors shall be held at the call of the President or the call of two (2) Directors. Notice of regularly scheduled meetings need not be given; notice of Special Meetings shall be given in writing to each member of the Board of Directors twenty-four (24) hours in advance and shall state the time, place, and purpose of the meeting. Electronic mail may be used to give notice.

Section 7: Emergency Action Taken Without a Board Meeting: Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining written approval of a majority of the Directors. Any action so approved shall have the same effect as those taken at a Board Meeting. Verbal approval may be used if the action and approval are documented in the minutes of the next Monthly Board Meeting. Electronic mail may be used to document approval of the Directors.

Section 8: Quorum at Board Meetings: The majority of the Directors fixed by these bylaws shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE V: BOARD OF DIRECTORS

Section 1: Nomination: The Board of Directors shall select a Nominating Committee of one (1) Director and two (2) Members by no later than December 15th of each year. The Nominating Committee shall take into account future needs for the Board of Directors and then compile a list of nominees and verify that all nominees are willing and able to serve. All nominees must be Members. The Nominating Committee shall follow the Nominating Committee Guidelines, which may be revised at the discretion of the Board of Directors. Nominations for the Board of Directors may also be made from the floor at the Annual Year-End Community Meeting with the support of at least ten (10) Members, or a majority vote of the Members present, and the assent of the nominee.

Section 2: Election: Election of the Board of Directors shall be held at the Annual Year-End Community Meeting (see Article V, Section 1). The Members receiving the majority of votes shall be elected for the positions nominated for. In the event of a tie, each nominee shall be allowed the floor for a maximum of five (5) minutes to present his or her position and goals. Once both parties have spoken, a revote shall take place. In the event a tie still exists, the Board of Directors shall declare the position in question vacant and appoint one of the candidates who tied for the position.

Section 3: Term of Office: The Board of Directors shall be comprised of at least five (5) Directors: President, Vice President, 2nd Vice President, Treasurer, and Secretary, with all Directors' terms expiring each year. Directors may be reelected; however, they shall serve no more than two (2) consecutive years in one position. The number of Directors on the Board of Directors may be increased or decreased, as deemed necessary, by a unanimous vote of the Board of Directors and amendment to the bylaws; however, the Board of Directors shall remain odd in number. If the Board of Directors increases, all new Directors shall have the same voting rights as existing Directors. Only Directors shall hold voting rights on The Board of Directors. The Board of Directors' terms begin on February 1st and expire on January 31st.

Section 4: Compensation: No Director shall receive monetary compensation for any service he or she may render to the Association. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of duties with approval by the Board of Directors and proof of receipt, if applicable. The Board of Directors shall pay full price for pool membership.

Section 5: Resignation: Any Director or Committee Chair of the Association may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified. If no time is specified, the resignation shall take effect immediately upon receipt by the Board of Directors. The acceptance of the resignation shall not be necessary to make it effective.

Section 6: Vacancies: Vacancies in the office of any Director(s) or Committee Chair(s) shall be filled by the affirmative vote of the remaining Director(s), though less than a quorum. In the event a quorum is not present, the remaining Director(s) shall submit a call for volunteers to all Members of the Association. The remaining Director(s) shall then appoint new Director(s). Any Director or Committee Chair elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor.

Section 7: Removal: A Director may be removed from the Board of Directors when at least twenty-five (25) Members submit a request in writing to the Board of Directors. The Director shall be allowed a hearing at a Special Community Meeting (see Article IV, Section 3), prior to a vote determining removal; any Director shall be removed from the Board of Directors by a majority vote of the Members. Members shall receive written notice at least twenty-four (24) hours prior to the Special Community Meeting. Reasons for the requested removal and issues of concern shall be addressed and discussed at, and not prior to, the Special Community Meeting. Electronic mail may be used to submit requests.

ARTICLE VI: BOARD OF DIRECTORS' POWERS AND RESPONSIBILITIES

Section 1: Powers: The Board of Directors shall have power to:

- a. Adopt and publish rules and regulations governing committees, the use of the Common Area and facilities, and the personal conduct of the Members and their guests, as well as to establish penalties for infractions.
- b. Suspend a Member's voting rights and right to use Association facilities during any period in which the Member is in default of payment of annual fees, dues, and any assessed penalties.
- c. Suspend any Member's or any guest's right to use the Common Area and recreational facilities when his or her conduct has been deemed prejudicial or injurious to the interests of or to the good order of peace and welfare of the Association (see Article III, Section 7).
- d. Set initiation fees, dues, and all other charges made by the Association.
- e. Employ a manager, independent contractor, or such other employee as deemed necessary and prescribe their duties.
- f. Declare a Director's office to be vacant in the event that he or she is absent for three (3) consecutive meetings of the Board of Directors.
- g. Fill the vacancy of any Director positions.
- h. Revise the membership list in its entirety by March 31st of each year and enforce fees (if applicable), annual dues, and penalties.

Section 2: Responsibilities: It shall be the responsibility of the Board of Directors to:

- a. Adopt and publish rules and regulations governing committees, the use of the Common Area and facilities, and the personal conduct of the Members and their guests, as well as to establish penalties for infractions. The Board of Directors shall review these rules annually.
- b. Keep complete records of all its actions and Association affairs and present a statement to the Members at the Annual Year-End Community Meeting or any Special Community Meeting.
- c. Collect all dues and initiation fees.
- d. Supervise all Directors, agents, committees, and employees of the Association and see that their duties are properly performed.
- e. Procure and maintain adequate liability and hazard insurance on the property.
- f. Cause all Directors and employees having fiscal responsibility to be bonded as may be appropriate.
- g. Cause the Common Area to be maintained.
- h. Form a Nominating Committee (see Article V, Section 1).
- i. Form an Audit Committee. The Audit Committee shall be made up of three (3) Members; at least one (1) of these Members shall also be a Director. The Treasurer shall not be a member of the Audit Committee. The Audit Committee shall be appointed by March 1st, and the audit shall be completed within sixty (60) days of the end of each fiscal year.

ARTICLE VII: DIRECTORS AND COMMITTEE CHAIRS

Section 1: Directors: The Directors of the Association shall consist of at least a President, Vice President, 2nd Vice President, Secretary, and Treasurer. Other Directors may be added as deemed necessary by the Board of Directors. A Director shall not live in the same household as another Director, be related to another Director, or hold more than one office at a time. In the event additional Directors are appointed, they shall exercise such power and perform such duties as may be delegated to them by the Board of Directors (see Article V, Section 3). Operations important to the Association's operation include maintenance, membership, legal, operation, newsletter, and website.

Section 2: Committees: Permanent committees shall be Cellular on Patrol (C.O.P.), Graffiti Control, Signage, Social/Events, Grounds, Newsletter, and Membership. Other committees may be formed by the Board of Directors as needed.

Section 3: Appointment of Committee Chairs: Committee Chairs shall be appointed at the first meeting of the newly constituted Board of Directors. To be appointed, each candidate for Committee Chair shall receive a majority vote of the Directors present at the meeting, a quorum being present. Each Committee Chair shall be elected for a one (1) year term. A Committee Chair is responsible for overseeing the committee's roles, assigning work, and acting as its spokesperson. Committee Chairs must present all proposed projects to the Board of Directors for approval prior to implementation.

Section 4: President's Duties: The President shall be the chief executive officer of the Association. The President shall execute any such instruments and documents in the name of the Association as may be necessary and proper in the management of its affairs. The President shall preside at all meetings of the Board of Directors; see that orders and resolutions of the Board of Directors are carried out; have the authority to sign all leases, mortgages, deeds, and other written instruments; and have authority, with a majority vote from the Board of Directors, to sign checks and promissory notes.

Section 5: Vice President's Duties: The Vice President shall, in the absence or disability of the President, be approved to perform the duties and exercise all powers of the President. The Vice President shall also perform such other duties and have such other powers as the Board of Directors may, from time to time, prescribe and shall have authority, with a majority vote from the Board of Directors, to sign checks in the absence of the President.

Section 6: 2nd Vice President's Duties: The 2nd Vice President shall, in the absence or disability of the Vice President, be approved to perform the duties and exercise all powers of the Vice President. The 2nd Vice President shall also perform such other duties and have such other powers as the Board of Directors may, from time to time, prescribe.

Section 7: Secretary's Duties: The Secretary shall serve notice of meetings of the Board of Directors and of the Members, record the notes and file the minutes and proceedings of the meetings of the Board of Directors and of the Members, maintain appropriate current records of the Members of the Association and their addresses, reconcile the bank statements to the records of the Association each month, and perform such other duties as may be required by the Board of Directors.

Section 8: Treasurer's Duties: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall dispense such funds as directed by resolutions of the Board of Directors. He or she shall sign all checks and promissory notes of the Association, keep proper books of accounts, and prepare a statement of expenditures and income to be presented to the membership at its regular Bi-Monthly Community Meetings. He or she shall also prepare an estimated annual budget, along with an annual statement of expenditures and income, and have items available for viewing upon request.

Section 9: All Association documents shall be filed and securely stored in a locked cabinet in the office located at the pool, excluding documents needed by the Treasurer to perform his or her duties. Each Director shall have a key allowing access to the documents. Once approved, documents shall be filed in the office within fifteen (15) days. Copies of all important documents, including the membership list, the master email list, tax information, all permits, and employee information, shall be stored at a second location, to be determined by the Board of Directors, in case of a disaster (i.e. fire, burglary, natural disaster).

ARTICLE VIII: AMENDING BYLAWS

Section 1: The bylaws may be altered, amended, appealed, or suspended by a majority vote of the Board of Directors at any regular or special meeting of the Board of Directors. Notice in writing of any proposed alteration, amendment, appeal, or suspension for the bylaws shall be given to each Director either in person or by mail at least seven (7) days before such an alteration, amendment, appeal, or suspension is acted upon.

Section 2: Members may amend the bylaws by a majority vote of those present at the Annual Year-End Community Meeting, provided at least 10% of the total membership is represented at the meeting.

Section 3: The Board of Directors shall not have the power to adopt bylaws which would limit the right of the Members to elect, annually, the prescribed Member(s) to the Board of Directors.

ARTICLE IX: NOTICE AND WAIVERS

Sufficient notice is given by method of electronic mail or by United States Mail and addressed to the person entitled at his or her last known address according to the records of the Association. Such notice is considered to have been given on the day of such mailing. Any required notice may be waived by obtaining the entitled persons' signature.

ARTICLE X: INDEMNIFICATION

Every Director or employee of the Association shall be indemnified by the Association against all expenses and liabilities including counseling and fees reasonably incurred or imposed upon the person in connection with any proceedings to which he or she may be made a party or in which he or she may become involved by reason of being associated with the Association. Indemnification applies for any settlement whether or not the person is a Director or employee at the time such expenses are incurred, except in such cases where the Director or employee is judged guilty by a Court of Competent Jurisdiction of willful misfeasance or malfeasance in the performance of his or her duties. The right of indemnification shall be in addition to and not exclusive of all the rights to which such Director or employee maybe entitled.

ARTICLE XI: DISSOLUTION

Upon the dissolution of the Association, all of the remaining assets and property of the Association shall, after paying or making provision for the payment of all of the liabilities and obligations of the Association and for necessary expenses thereof, be distributed for one or more exempt purposes within the meaning of section 501(c)7 of the Internal Revenue Service Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or the a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

These Bylaws of the Woodstone of San Antonio Homeowners Association, Inc., dba Woodstone-Larkspur Neighborhood Association, shall become effective December 23, 2011 upon approval of the Board of Directors.

Bylaw revisions submitted by: _____, Summer Lafferty, acting as W.H.O.A. Secretary,
on _____.

Bylaw revisions approved by:

_____, Robert Villarreal, acting as W.H.O.A. President, on _____

_____, Joan Blake, acting as W.H.O.A. Vice President, on _____

_____, Gustavo Fernandez, acting as W.H.O.A. Treasurer, on _____

_____, Lara Fernandez, acting as W.H.O.A. Director, on _____

_____, Cyndi Moore, acting as W.H.O.A. Director, on _____

_____, Minnie Villarreal, acting as W.H.O.A. Director, on _____