

**BYLAWS OF  
WOODRIDGE ESTATES PROPERTY OWNERS ASSOCIATION, INC.**

**Article I- Definitions**

“Association” shall mean and refer to the WOODRIDGE ESTATES PROPERTY OWNERS ASSOCIATION, INC.

“Board of Directors” shall mean all members currently holding an Officer Position.

“Property/Properties” shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, known as WOODRIDGE ESTATES, according to the plat recorded in Volume 4, Pages 298-301, of the Plat Records of Kendall County, Texas.

“Common Area” shall mean all real property owned by the Association for the common use and enjoyment of the owners.

“Lot” shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

“Owner” shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

“Declaration” shall mean and refer to the declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Real Property records of Kendall County, Texas.

“Member” shall mean and refer to those persons entitled to membership as provided in the Declaration.

**Article II – Offices**

1. Registered Office

The registered office of the Association shall be 374 Kendall Jackson, Comfort, Texas 78013.

**Article III – Members**

1. Members

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

2. Place of Meeting

The Officers of the Association shall designate the place of meeting for any annual meeting or for any special meeting called by the Board of Directors

3. Annual Meeting

The annual meeting of members shall be held on the date and time set by the Officers of the Association.

In the event the Officers fail to call the annual meeting at the designated time, any member may make demand that such meeting be held within a reasonable time, such demand to be made in writing by registered mail directed to any officer of the Association.

#### 4. Notice of Members' Meeting

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 (10) nor more than sixty (60) days before the date of the meeting, either personally, by facsimile transmission, or by mail or email, by or at the direction of the Officers or persons calling the meeting, to each member entitled to vote at such meeting, provided that lots with multiple owners shall be entitled to only one notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Association, with postage thereon paid. If transmitted by facsimile/email, notice is deemed to be delivered on successful transmission of the facsimile/email.

#### 5. Special Members' Meetings

Special meetings of the members may be called by the Officers, or by members having not less than twenty percent (20%) of the votes entitled to be cast at such meeting.

Only business within the purpose or purposes described in the notice or executed waiver of notice may be conducted at a special meeting of the members.

Any person or persons entitled hereunder to call a special meeting of members may do so only by written request sent by certified mail, delivered in person or electronically to the President or Secretary. The officer receiving the written request shall within 72 hours from the date of its receipt cause notice of the meeting to be given in the manner provided by these Bylaws to all members entitled to vote at the meeting. If the officer does not give notice of the meeting within 72 hours after the date of receipt of the written request, the person or persons calling the meeting may fix the time of meeting and give the notice in the manner provided in these Bylaws.

#### 6. Voting of Members

Each member in good standing, shall be entitled to one (1) vote per owned lot on each matter submitted to a vote of the members.

Unless otherwise provided by the Certificate of Formation or these Bylaws, a member may vote in person or may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. A proxy shall be valid for the specified election or for voting to take place at the designated meeting.

The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of the members meeting unless the vote of a greater number is required by these Bylaws.

During a meeting, a vote may be taken by voice or show of hands unless a member entitled to vote objects, in which case written ballots shall be used.

## 7. Quorum for Meetings

Unless otherwise provided in these Bylaws, 20% of the voting eligible members attending in person or by proxy shall constitute a quorum for an official meeting to take place.

## 8. Voting Lists

The Secretary shall maintain a list of voting eligible members and make it available upon request.

# Article IV – Officers

## 1. Officers

Officers must be voting eligible members of the Association. The officers of the Association shall consist of a President, Secretary, and a Treasurer.

- (a) The President shall preside at all meetings of the Association and shall be an ex-officio member of all standing committees. The President shall submit a report of the operations of the Association for the year to the members at their annual meeting along with a budget for membership approval.
- (b) The Secretary shall attend all meetings of the Officers and all meetings of the members and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the members and all meetings of the Officers.
- (c) The Treasurer shall have the custody of the Association funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Association. The Treasurer shall disburse the funds of the Association as may be ordered by the Officers, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain the Association's books of accounts and shall render to the President and members an account of all of the Treasurer's transactions and of the financial condition of the Association. The Treasurer shall disburse funds for capital expenditures as authorized by the Association and in accordance with the orders of the Officers of the Association, and present to the President's attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized. Accounts held by the Organization shall be audited annually. All taxes shall be disbursed by the Treasurer in a timely manner.

## 2. Election of Officers

Officers shall be elected at the Annual Meeting of members for staggered terms as approved by the majority of voting eligible members present or by proxy.

## 3. Removal

An Officer may be removed from office, with or without cause, by a majority of voting eligible members present at the Annual or Semi-Annual Meeting.

## 4. Resignation

An Officer may resign by providing written notice of such resignation to the Association. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

5. Vacancy

Any vacancy shall be filled by the affirmative vote of a majority of the remaining officers. An officer elected to fill a vacancy shall be elected for the unexpired term of the previous officer.

6. Regular or Special Meetings of Officers

Regular or Special meetings of the Officers may be held providing written or electronic notice at least 144 hours before the start of a Regular Board Meeting and at least 72 hours before the start of a Special Board Meeting.

7. Quorum and Voting of Officers

A quorum for the transaction of business by the Officers shall be a majority of the number of officers. The act of the majority of the Officers present in person or by proxy at a meeting at which a quorum is present shall be the act of the officers.

8. Compensation

Officers shall not receive any stated salary for their services.

9. Action by Officers without Meeting

No action requiring the expenditure of funds will be taken without consent of the majority of the Officers unless prior approval has been given through budget approval or majority vote of the voting eligible members.

10. Duties of the Officers

It shall be the duty of the Officers to:

(a) 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

(b) fix the amount of the annual assessment against each Lot according to the Covenants, Conditions and Restrictions of the Association.

(c) Officers shall procure and maintain adequate liability and hazard insurance on property owned by the Association and may purchase and maintain insurance for the protection of the Officers and Committee Members.

(d) Officers shall oversee maintenance of the Common Area including but not limited to the water and security systems.

11. Committees of the Association

The Association may designate and appoint committees. The designation and appointment of any such committee and the delegation of authority to such committee shall not operate to relieve the Officers of any responsibility imposed by law.

12. Standing Committees

Standing committees may include Architectural Committee, Hospitality Committee, and Beautification Committee and others approved by majority vote of members present at an official meeting.

(a) Architectural Committee shall be elected by a majority of the voting eligible members at the annual meeting. The committee shall consist of three or more members all of whom must be members of the Woodridge Estates Property Owners Association. Each member of the committee shall serve a two year term or until such member ceases to qualify as a member thereof. Vacancies in the membership of the committee may be filled by appointment by the Officers of the Association to serve out the unexpired term. The Committee shall review and approve plans for the construction of improvements submitted by members pursuant to the Covenants, Conditions and Restrictions as recorded with Kendall County.

- (b) Hospitality Committee may provide new residents with welcome packets and information pertaining to Woodridge Estates. Members of this committee are designated by voluntary membership.
- (c) Beautification Committee may be tasked with holiday decorations and other ornamental enhancements at the WRE entrance. Members of this committee are designated by voluntary membership.

Each member of a committee shall continue as such until the next annual meeting of the members of the Association and/or until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member ceases to qualify as a member thereof. 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.

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Officers.

### **Article V – Miscellaneous**

1. Meetings by Telephone, Conference, Electronic or Other Remote Communications Technology: Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the Association, Officers, or members of any committee may participate in and hold a meeting of such members, officers, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including video conferencing technology or the Internet, only if the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant.

2. Unexpected Expenditures  
The Association through approval of the Officers may expend funds not appearing on the annually approved budget up to an amount of \$1,000.00 for emergencies.

3. Contracts  
The Association may authorize, by a majority vote of the voting eligible members present, any officer or officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

4. Checks, Drafts, etc.  
All checks, drafts or other instruments for payment of money or notes of the Association shall be signed by the Treasurer as directed by the Officers.

5. Deposits  
All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Association may select.

6. Gifts  
The Officers may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

7. Books and Records

The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members, Officers, and committees and shall keep a record of the names and addresses of its members entitled to vote. A member of the Association, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Association relevant to that purpose, at the expense of the member.

8. Financial Records and Annual Reports

The Association shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Association, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Association shall be kept at the registered office or principal office of the Corporation in this state for at least three (3) years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

9. Fiscal Year

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

**Article VI – Compliance with State Law**

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held in violation of State Law or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application lawful and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

**Article VII – Amendment of Bylaws**

Only the members may amend or repeal these Bylaws or adopt new Bylaws by a super majority of the voting eligible members equal to 67%. Amendments must be presented to members for review no less than three (3) weeks prior to the annual or semi-annual meeting.