

## BY-LAWS

### WOODLAKE PROPERTY OWNER'S ASSOCIATION, INC.

#### ARTICLE I: NAME AND LOCATION

**Section 1.1 Name.** The name of the corporation is WOODLAKE PROPERTY OWNER'S ASSOCIATION, SECTION ONE, INC., hereinafter referred to as the "association."

**Section 1.2 Change of Corporation name.** If the board changes the name of the association as listed with the Texas Secretary of State, the new name will hereinafter be referred to as the association without modification of these By-Laws.

**Section 1.3 Location.** The principal office of the corporation shall be located at the residence of the president of the association, but meetings of members or directors shall be held at such places within the State of Texas as may be designated by the Board of Directors.

#### ARTICLE II: DEFINITIONS

**Section 2.1 "Association"** shall mean and refer to WOODLAKE PROPERTY OWNER'S ASSOCIATION SECTION ONE, INC., a Texas nonprofit corporation, its successors, and assigns. It is the successor to "Woodlake Property Owners' Association, Inc.," and Cliffs of Woodlake Homeowners Association, Inc."

**Section 2.2 "Member/Owner"** shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any lot which is a part of the properties, but in the event of the execution of a contract for sale covering any lot, the "Owner" shall be the purchaser named in the contract excluding those having such interest merely as security for the performance of an obligation.

**Section 2.3 "Properties"** shall mean and refer to that certain real property described in Woodlake, Section One; Cliffs of Woodlake or Cliffs of Woodlake Phase II Subdivisions.

**Section 2.4 "Lot"** and/or "Lots" shall mean and refer to the lots shown upon the subdivision plats, recorded in the deed records of Bell County.

**Section 2.5 "Restrictions"** shall mean and refer to the real property restrictions applicable to the properties and recorded in the Official Public Records of Real Property in Bell County, Texas and as the same shall be amended from time to time.

**Section 2.6 "Common Area"** shall mean all real property owned by the association for the common use and enjoyment of the Owners, family and guests.

**Section 2.7 "ACC"** Architectural Control Committee.

**Section 2.8 "BOD"** The Board of Directors is the governing body of the association.

**Section 2.9 "Board Member"** Member elected to serve on the BOD.

#### ARTICLE III: MEETINGS OF MEMBERS

**Section 3.1 Annual meetings.** Annual meetings of the members shall be held on a date to be set by the BOD during the 1<sup>st</sup> quarter of each calendar year.

**Section 3.2 Special Meetings.** Special meetings of the members may be called at any time by the President, the BOD, or upon written request of at least 30 percent of current votes entitle to be cast at such meeting”.

**Section 3.3 Quorum.** Over fifty percent of members attending in person or represented by proxy shall constitute a quorum at any meeting of the members. The majority vote by the members present to include proxies at a meeting at which a quorum is present shall be the act of the members.

**Section 3.4 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 until the casting of votes and will be considered null if the member attends the meeting in person or transfers ownership of their lot.

**Section 3.5 Consent.** Notwithstanding anything herein to the contrary, the BOD may take action required or permitted hereunder by unanimous written or electronic consent.

**Section 3.6 Entitlement to vote.** At all meetings of members, each owner will have one vote for each lot or lots for which the owner pays an annual maintenance assessment fee, even if the owner is more than one person. Two or more contiguous lots, upon which a single home is built, or planned to be built, will be considered to be a single lot for purposes of assessment of the annual maintenance fee. Separate lots, having no more than one home built on any one of them, will be counted as a single lot. Separate lots having more than one home built will be considered for purposes of voting and maintenance assessment as a number of homes thereon.

**Section 3.7 Multiple owners.** When a Lot is owned by more than one person, the total voting interest assigned to that Lot will be divided equally among all owners listed on the deed. Co-owners may cast their votes jointly as a single unified vote or may cast their votes separately, in which case each owner’s vote will count as their fractional share. If only one co-owner casts a vote, that vote will be counted as a complete vote. Owners casting fractional votes cannot vote electronically.

#### **ARTICLE IV: MEETING OF DIRECTORS**

**Section 4.1 Special Meetings.** Special meetings of the BOD shall be held when called by the president of the association, or by any two directors, after not less than three days’ notice to each board member.

**Section 4.2 Quorum.** A majority of the directors shall constitute a quorum for the transaction of business. Every act or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the board.

**Section 4.3 Written Consent.** The BOD may take any action by unanimous written or electronic consent that does not conflict with Texas Property Code 209.0051.

**Section 4.4 Open hearings.** The board shall only override a ruling of the ACC by a vote conducted during an open hearing under one of the following circumstances:

- a. A member denied approval by the Architectural Control Committee has the right to a hearing before the board to appeal the decision.
- b. The board may meet but is not obligated to do so if a member other than the applicant requests a hearing to contest any decision from ACC.

**Section 4.5 Closed hearings.** Any member notified they are in violation of the covenants kas the right to a hearing before the board. Only the member may choose to have an open hearing instead.

#### **ARTICLE V: BOARD OF DIRECTORS**

**Section 5.1 Number.** The affairs of this association shall be managed by a board of six directors, who are elected by a quorum of the members. The number of directors may be changed by amendment of the by-laws of the association.

**Section 5.2 Election.** Members will be sent an email at least 10 days prior to an election. This email will contain a printable ballot form and may also contain a link to an online voting platform. Votes may also be cast in person or by proxy during the meeting. Only one voting method will be counted for each eligible voter and votes cast at the meeting will nullify a previous vote using the online platform or printed ballot.

**Section 5.3 Term of Office.** Elected directors shall serve for a term of three years. Terms will be staggered so that two will expire each year. Alternates appointed to fill an unexpired term shall serve only for the length of time remaining in that term.

**Section 5.4 Eligibility.** Candidates for the BOD must own property in one of the subdivisions.

The following are disqualifications from serving on the BOD:

- a. Felony or crime involving moral turpitude not more than 20 years prior or;
- b. Cohabitation with another board member.

**Section 5.5 Alternates.** An alternate may be elected each year to function as a non-voting board member. If there is no alternate available to fill a vacancy, the remaining board members shall elect a successor for the uncompleted term.

**Section 5.6 Removal.** Any director will be removed from the board with or without cause, by a petition supported of at least fifty-one percent of the members of the Association.

**Section 5.7 Compensation.** No director may receive compensation for any service he or she may render to the association. However, any director may be reimbursed for actual expenses incurred in the performance of board duties. No director or any family member of a director may be employed for compensation by the association without the unanimous consent of the board.

**Section 5.8 Action Taken Without a Meeting.** The directors have the right to take any action in the absence of a meeting which they could take during a meeting with approval of at least four directors and not requiring an open board meeting in accordance with Texas Property Code 209.0051. A written or electronic record of each participating director's decision or vote must be recorded by the secretary.

**Section 5.9 Resignation.** Any board member may resign as an officer or board member at any time, giving written notice to the BOD, 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.

## **ARTICLE VI: POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 6.1 Powers.** The BOD shall have power to:

- a. adopt and publish rules and regulations governing the use of the facilities of the association, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- b. suspend the voting rights and right to use any 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 sixty days for infraction of published rules and regulations;
- c. exercise for the association all powers, duties and authority invested 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 restrictions;
- d. declare the office of a member of the board to be vacant in the event such member shall be absent from two consecutive regular meetings of the BOD or the member fails to respond to board

communications or vote on any board issue for a period of time exceeding 60 days. The decision to declare a position vacant must be unanimous among the remaining board members.

- e. employ a manager, independent contractors or such other employees as they deem necessary, and to prescribe their duties;
- f. take whatever action is necessary to accomplish the purposes of the association, including, but not limited to, the filing of suit, assessing of fines not to exceed \$200 per day for continuing violations of restrictive covenants after giving opportunity to be heard and after giving at least 30 days opportunity to correct the violation, the procurement of liability insurance and to exercise all other powers, rights and privileges authorized by the Texas Non-Profit Corporation Act

**Section 6.2 duties.** It shall be the duty of the BOD to:

- a. supervise all officers, agents and employees of this association, and to see that their duties are properly performed;
- b. as more fully provided in the restrictions to:
  - 1. propose for approval of members the amount of the annual maintenance assessment;
  - 2. send written notice of each assessment to every owner;
  - 3. file a lien against any property for which assessments are not paid within a reasonable time after due date or to bring an action at law against the owner personally obligated to pay the same.
- c. issue, or cause an appropriate officer to issue, upon demand by any owner, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- d. cause the area used or under the management of the association to be maintained;
- e. cause the dedicated streets, roadways and areas appurtenant thereto to be maintained.

## **ARTICLE VII: OFFICERS**

**Section 7.1 Enumeration of Officers.** The officers of the Association shall be President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board may, from time to time, by resolution create.

**Section 7.2 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. This meeting will occur no sooner than 30 days and no later than 60 days after the annual meeting.

**Section 7.3 Term.** The officers of this association shall be elected annually by the Board, and each shall hold office for one year unless he or she shall sooner resign or shall be removed or otherwise disqualified to serve.

**Section 7.4 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 7.5 Resignation and Removal.** Any officer may be removed from office by the Board. Any officer may resign at any time, 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 7.6--Vacancies.** A vacancy in any officer position may be filled by appointment of the board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

**Section 7.7--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 7.4 of this article.

**Section 7.8--Duties.** The duties of the officers are as follows:

- a. **President.** The president shall preside at meetings of the members and of the board; shall see that orders and resolutions of the board are carried out; shall sign all leases, mortgages, deeds and other written instruments, and shall co-sign all checks and promissory notes, except as may be otherwise approved by the Board of Directors.
- b. **Vice President.** 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 BOD.
- c. **Secretary.** The secretary shall record the votes and keep the minutes and proceedings of the meetings of the Board and 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.
- d. **Treasurer.** The treasurer shall receive and deposit in appropriate bank accounts all monies of the association, and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the association; keep proper books of account; when directed by the board, cause an audit of the association books to be made; prepare an annual budget and statement of income and expenditures to be presented to the membership at its annual meeting, and deliver a copy of each to the members.

## **ARTICLE VIII: ARCHITECTURAL CONTROL COMMITTEE**

**Section 8.1 Number.** The ACC will consist of at least three members and may at its discretion also have one non-voting alternate member. The number of committee members may be changed by amendment of the by-laws of the association.

**Section 8.2 Term of Office.** Committee members shall serve for a term of three years. Terms will be staggered so that one will expire each year. Alternates appointed to fill an unexpired term shall serve only for the length of time remaining in that term. If alternates are available, the BOD must solicit candidates as per Section 8.4.

**Section 8.3 Eligibility** a person may not be appointed to serve on an architectural review authority if the person is:

- a. a current board member;
- b. a current board member's spouse; or
- c. a person residing in a current board member's household.

**Section 8.4 Candidates.** Not later than 10 days before the BOD appoints a person to serve on the ACC, the members must be notified in accordance with Texas Property Code 209.00507. The BOD may also appoint a non-voting alternate to the ACC.

**Section 8.5 Chairman.** The members of the committee will select their own chairman.

**Section 8.6 Removal.** Any committee member or alternate may be removed from the committee by a majority vote of the BOD.

**Section 8.7 Power.** The ACC shall have the power to approve or deny any requests for construction or modification to any structure or lot based on the corresponding covenants of said lot. Any construction or modification to any structure or lot that was not approved by the ACC will be referred to the board for appropriate action.

**Section 8.8 Oversight.** The ACC shall notify the board about all requests and include the board in the decision notification sent to the owner. The board may in an open meeting hold a hearing to override any decision of the ACC that requires a waiver of any covenant or is determined by the board to conflict with any covenant.

**ARTICLE X: BOOKS AND RECORDS**

**Section 10.1 Inspection.** The books, records and papers of the association shall be subject to inspection by any member upon request. Any record that is already available online through the Association’s website to view and download will satisfy this requirement without further action by the board.

**ARTICLE XI: ASSESSMENT**

**Section 11.1 Assessment.** As more fully provided by the restrictions, each member is obligated to pay to the association on the date or dates specified by the Board of Directors, yearly maintenance assessments which are secured by a continuing lien upon the property against which the assessment is made. No owner may escape liability for the assessments through the non-use or abandonment of lots under the control of the association.

**Section 11.2 Delinquency.** Any assessments which are not paid when due shall be delinquent. If the assessment is not paid by the due date, late fees may be added. If the assessment is over 90 days past due the Association may bring an action at law against the owner obligated to pay the same or file a lien against the property. Late fees, Interest, costs and reasonable attorney’s fees of any such action shall be added to the amount of such assessment.

**Section 11.3 Budget.** A budget will be approved by the BOD during the annual meeting. Any line item that exceeds the appropriated budget for that item by greater than 10% must be approved during an open board meeting.

**ARTICLE XII: AUTHORITY TO ACT**

**Section 12.1 Member authority.** All acts involving the Association shall be taken by the Board of Directors alone, and no member of the Association shall have authority to bind the Association in any manner without the written consent of the Board of Directors signed in writing by the President and attested by its Secretary.

**ARTICLE XIII: AMENDMENTS**

**Section 13.1 Amendments.** These by-laws may be amended if approved by a majority of the total members eligible to vote. Votes may be in person, by proxy or electronic ballot.

IN WITNESS WHEREOF, we, being the Directors of Woodlake Property Owners Association, Inc., have hereunto set our hands this \_\_\_\_\_ day of \_\_\_\_\_ 2026.

President: \_\_\_\_\_  
Vice-President: \_\_\_\_\_  
Secretary: \_\_\_\_\_  
Treasurer: \_\_\_\_\_  
Director: \_\_\_\_\_  
Director: \_\_\_\_\_