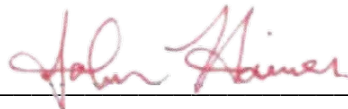


BY-LAWS

THE WOODS OF SHAVANO COMMUNITY ASSOCIATION

As Amended at the WOSCA Annual Membership Meeting

February 24, 2022

Approved 

Article I.

NAME AND LOCATION

Section 1. The name of the corporation is THE WOODS OF SHAVANO COMMUNITY ASSOCIATION, hereinafter referred to as the "Association". The principal office of the corporation shall be located at Woods of Shavano Clubhouse at 13838 Parksite Woods, San Antonio, 78249 Bexar County, Texas, but meetings of members and directors may be held at such places within the State of Texas, County of Bexar, as may be designated by the Association's Board of Directors. **The purpose of the Woods of Shavano Community Association is primary to obtain, manage, construct and maintain the property.**

Article II.

DEFINITIONS

Section 1. "Association" shall mean and refer to THE WOODS OF SHAVANO COMMUNITY ASSOCIATION and its successors.

Section 2. "Club Facilities" shall mean and refer to all real property and improvements thereon leased or owned by the Association for the common use and enjoyment of the members.

Section 3. "Member" shall mean and refer to those persons who become members upon submission of application and upon the commencement of payment of dues to the Association, and any other conditions or requirements of membership set forth by the Board of Directors.

Section 4. "Resident" members shall mean and refer to a member who is the record owner or one leasing from a record owner of a residence in The Woods of Shavano Subdivision in San Antonio, Bexar County, Texas

(a) Full Membership-May vote on all issues concerning the Association and has all rights and privileges to use the Clubhouse, Pool and Tennis facilities.

(b) Supporting Membership-May vote on all general Association issues but has no voting right on Pool and Tennis activities. It entitles members to use the

Clubhouse at non-member rates, but it does not entitle the member to use the Pool or Tennis facilities.

(c) Vote shall be allocated as one vote per residential lot.

Section 5. "Non-resident" members shall mean and refer to any member other than a Resident member. Non-Resident Members shall have no vote on issues concerning the Association; however, Non-Resident Members shall have all rights and privileges to use the Clubhouse, Pool and Tennis facilities.

Article III.

PURPOSE MEMBERSHIP, DUES, ASSESSMENTS AND INITIATION FEES

Section 1. Any person shall be entitled to become a member of the Association upon submission of application therefore or upon the commencement of payment of dues to the Association, and any other conditions or requirements of membership set forth by the Board of Directors.

Section 2. All residents who become members shall commence paying dues and any installment of special assessments at the time of their becoming a Member; and shall pay yearly dues in their calendar anniversary month in which the resident becomes a member.

- (a) Non-resident membership dues will be at least twenty percent (20%) above the current full membership dues. It will be at the determination of the Board as to whether Non-Resident members will be permitted to join the Association.
- (b) Sub-section deleted 02/24/2022
- (c) Those members who join the Association after resigning of being suspended for non-payment of dues may rejoin the Association upon the payment of dues. Yearly dues shall then be due in the new calendar anniversary month. Pool privileges, tennis court and clubhouse use will be granted as to new members upon payment of dues but will be denied during the suspension or resignation period.
- (d) Those Residents who wish to join the Association after having purchased a home, or who are leasing a home, from an owner who has let their membership lapse, or been suspended, or does not have a current membership, will be permitted to join the Association without any penalty. They simply need to pay the current annual dues for resident members and fill out an application.

- (e) Notwithstanding any provision herein contained to the contrary, the Board of Directors of the Association shall have the authority and power to waive the payment of those fees set forth above during special membership drives or other promotional campaigns when the Board, in its sole discretion, determines that such course of action is in the best interest of the Association.

Section 3. Member of the Association who wishes to resign from membership in the Association shall submit **their** resignation in writing to a member of the Board of Directors of the Association, and such resignation shall become effective upon the expiration of thirty (30) days from the date of the receipt of the written resignation. Non-payment of dues, after a late letter is sent, will be considered a resignation from the Association. There are no refunds on unearned dues.

Section 4. The dues, fees and assessments levied by the Association shall be used exclusively for the operation of the Association.

Section 5. The Board of Directors of the Association may fix the dues at an amount not in excess of the maximum.

- (a) The dues may be increased each year up to ten percent (10%) without a vote of the membership.
- (b) The dues may be increased above ten percent (10%) by a vote of two-thirds (2/3rds) of each class of members who are voting in person or by proxy, at a meeting duly called for this purpose.

Section 6. Section deleted 02/24/2022

Section 7 Written notice of any meeting called for the purpose of taking any action authorized under Sections 6 or 7 of this Article III shall be sent to all members not less than ten (10) days nor more than thirty (30) days in advance of the meeting. At such meeting, the presence of members or of proxies entitled to cast ten percent (10%) of all votes of the full members of the Association shall constitute a quorum. If the required quorum is not present, another meeting may be called, subject to the same notice requirements; however the quorum requirement will change such as the presence of members or of proxies entitled to cast five percent (5%) of all votes of the full members of the Association shall constitute a quorum. If the required quorum is not present, another meeting may be called, subject to the same notice requirements, however there will be no quorum requirement.

Section 8. Section deleted 02/24/2022

Section 9. Section deleted 02/24/2022

Article IV.

MEETING OF MEMBERS

Section 1. Annual Meetings: Annual meetings shall be held in the month of February at the Community Association building or at a convenient location selected by a majority of the directors, at a time and day to be selected by a majority of the directors.

Section 2. Special Meetings: Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4th) of all the votes of the membership

Section 3. Notice of Meetings: Written notice of the annual meeting or of each special meeting of the Association shall be given by, or at the direction of the Board of Directors, by mailing or delivering a copy of such notice at least ten (10) days and not more than thirty (30) 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 notices. Such notice shall specify the place, day and hour of the meeting, and the purpose of the meeting.

Section 4. Quorum: The presence at the meeting of members, or of proxies, entitled to cast ten percent (10%) of the votes of the full members of the Association shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or except for those meetings called for purposes of taking action under Sections 6 or 7 of Article III of 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 an announcement at the meeting, until another meeting may be called, subject to the same notice requirements; however the quorum requirement will change such as the presence of members or of proxies entitled to cast five percent (5%) of all votes of the full members of the Association shall constitute a quorum. If the required quorum is not present, another meeting may be called, subject to the same notice requirements, however there will be no quorum requirement.

Section 5. Proxies: At all meetings of members, each member may vote in person or by proxy. A proxy may only be given and used by another member of the same membership type. All proxies shall be in writing and filed with the Secretary. Every

proxy shall be revocable and shall automatically cease upon termination of the member's membership in the Association. No proxy shall be valid for a period in excess of thirty (30) days from date of such proxy.

Article V.

BOARD OF DIRECTORS

Section 1. Number: The affairs of this Association shall be managed by a Board of at least seven (7) Directors, but no more than eleven (11) Directors, who shall be full members of the Association in good standing.

Section 2. Directors shall be limited to one Director per residential lot membership.

Section 3. Term of Office: Directors will hold office for two year terms, with 3 or 5 Directors being elected in odd number years and 4 or 6 Directors being elected in even number years.

(a) Term limits: Directors may serve no more than three consecutive two year terms and must wait a full two year term before eligible to run for re-election. At the time these term limits are approved (Feb 2022), all Board members may serve out current terms.

(b) Vacancy: If a person is elected by the Board to fill a vacancy, they may also be subsequently elected by the Association members at an Annual meeting; the date elected by Association members at an Annual meeting will serve as their initial service date for term limit purposes.

Section 4. Removal: Any Director may be removed from the Board, with or without cause, by a majority vote of all members. In the event of death, resignation or removal of a Director, **their** successor shall be selected by the members of the Board and shall serve for the unexpired term of **their** predecessor.

Section 5. Compensation: No Director shall be employed by the Association or receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties with prior approval of the Board.

Section 6. 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 or verbal approval of the majority of the Directors. Any Action so

approved shall have the same effect as though taken at a meeting of the Directors.

Section 7. Nomination: The Board of Directors will select and present a slate Directors in the annual meeting notice as provided for in Section 3, Article IV of these By- Laws. The slate of Directors will be presented to the members at the annual meeting of the Association. Nominations from the floor will also be accepted, but may only be made by full members of the Association.

Section 8. Election: Election to the Board of Directors may be by written ballot or by a show of hands. The method of voting shall be determined by a majority of the members present at such meeting. At such election, the members or **their** written proxies may cast, in respect to each vacancy, as many votes as **they** are entitled to exercise under the provisions of the Articles of Incorporation. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Actual vote count will be recorded in the minutes of the meeting.

Article VI.

MEETING OF DIRECTORS

Section 1. Regular Meetings: Regular meetings of the Board of Directors shall be held as needed, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings: Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days' notice to each Director.

Section 3. 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 a quorum is present shall be regarded as the act of the Board.

Article VII.

POWERS AND DUTIES OF BOARD OF DIRECTORS

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

- (a) To adopt and publish rules and regulations governing the use of the club facilities, and the personal conduct of the members and **their** guests thereon, and to establish penalties for the infraction thereof;
- (b) Exercise for the Association all powers, duties and authority vested in, or delegated to, the Association and not reserved to the membership by other provisions of these By-Laws or the Articles of Incorporation;
- (c) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent for three (3) consecutive regular meetings of the Board of Directors.

Article VIII.

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices: The officers of this Association shall be a President, Vice President, Secretary, and a Treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time, by resolution, create.

Section 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.

Section 3. Term: The officers of this Association shall be elected annually by the Board and each officer shall hold office for two (2) years unless **they** shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 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 5. 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. Such resignation shall take effect on the date of the 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 6. 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 **they** replace.

Section 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 4 of this Article.

- (a) President: The President shall preside at the annual meeting and meetings of the Board of Directors, 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; help in the preparation of the annual budget and statement of income and expenditure to be presented to the membership at the annual meeting.
- (b) Vice President: The Vice President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of **them** by the Board, shall be the co-signer of all checks of the Association in the event the President is out of town: and may also act as the second co-signer of checks.
- (c) Secretary: The Secretary shall record the votes and shall delegate the Resident Secretary to keep the minutes of all meetings and proceedings of the Board and of the members; shall be a co-signer of all checks of the Association in the event both the President and Vice-President are out of town and may also act as the second co-signer of checks.
- (d) Treasurer: The Treasurer shall manage the accounting of the Association at the direction of the Board, be responsible for the review of all tax related forms; review all bank statements and accounting data; be responsible for the annual accounting of the Association's Books and help in the preparation of the Annual budget and statement of income and expenditure to be presented to the membership of the annual meeting, and may also act as the second co-signer of checks.
- (e) Resident Manager: While not an office of the Association, the Association may hire or contract management services with an individual or company. The Resident Manager may at the direction of the Board be responsible for the billing, collecting and depositing of all dues; the collecting and depositing

of all other income; the processing of all applications and reinstatements; coordinate the rental of the clubhouse; keep the corporate seal for the Association and affix it on all papers requiring said seal, keep appropriate current records showing all the members of the Association, together with **their** addresses; maintain and balance all checking and savings accounts; maintain all the formal records of the Association, attend Director's and Association's meetings and take minutes of the proceedings, prepare financial reports under the direction of the Treasurer, maintain the Association's files under the direction of the board, and shall perform such other duties required by the Board. If authorized by the Board may also act as the second co-signer of checks.

Article IX.

COMMITTEES

Section 1. The Board of Directors shall appoint those committees as deemed appropriate in carrying out its purposes.

Article X.

BOOKS AND RECORDS

Section 1. The books, records and papers of the Association shall be, at all times during reasonable business hours, subject to inspection by any member. The Articles of Incorporation and 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 a reasonable cost.

Article XI.

CORPORATE SEAL

Section 1. The Association shall have a seal in circular form, having within its circumference the words: "THE WOODS OF SHAVANO COMMUNITY ASSOCIATION."

Article XII.

AMENDMENTS

Section 1. These By-Laws may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum present as provided for in Section 4 of Article IV of these By-Laws.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control

Articles All

ALL APPLICABLE ARTICLES AND SECTIONS

References throughout that refer to “he”, “his” or “him”. Replace with “they”, “their” or “them”.