

**BYLAWS
OF
STONEGATE NEIGHBORHOOD GARDEN CLUB ASSOCIATION**

**ARTICLE I
NAME AND LOCATION**

The name of the entity is: Stonegate Neighborhood Garden Club Association, hereafter referred to as "SNGCA". The initial office shall be located at 134 Stonegate North, Boerne, Kendall County, Texas, 78006. Meetings for the SNGCA member, directors and officers may be held within the State of Texas as so designated by the current Board of Directors.

**ARTICLE II
DEFINITIONS**

- A. "Association" shall mean and refer to Stonegate Neighborhood Garden Club Association, i.e. SNGCA, Inc.
- B. "Common Area" shall mean and refer to the entrance wall and surrounding grounds including the land on either side of the entrance including the front well house and the landscaped berm. All of this being on the West End of the Stonegate Addition. Included, for the purpose of maintenance and beautification, is the fenced water system on the East End of the Stonegate Addition. These aforementioned common areas are not rented, leased or owned by the SNGCA but rather by the developer of the Stonegate Addition, Mergele and Associates.
- C. "Lot" shall mean and refer to any plot of land, developed or undeveloped with exception to Common areas in the Stonegate Addition
- D. "BOD" shall mean and refer to the Board of Directors for simplicity of correspondence.

**ARTICLE III
MEETINGS OF MEMBERS**

- A. **Notice of Meetings** - Written notice to each member, shall be given by the Board of Directors at least (10) days but not more than twenty (20) days before such meeting. Notice shall specify the day/date, hour, place and purpose of that meeting.
- B. **Special Meetings** - Special meetings may be called at any time by the President, Officer, Director of the SNGCA, or any member to the SNGCA with one-fourth (1/4) of all voting members.
- C. **Quorum** - The presence at the meeting, in person, or by proxy, of members entitled to vote need to equal a majority in order for all voting matters to be binding on the SNGCA.
- D. **Proxy** - The absence vote, in writing filed with the SNGCA secretary, of a member entitled

to cast a vote.

- E. **Vote** - That right by quorum or proxy to reach a decision by voting on matters in the Stonegate Addition. Each shall be owners, with exception to the Stonegate Water System, shall be entitled to one (1) vote for each lot of land.

ARTICLE IV BOARD OF DIRECTORS

- A. **Officer/Director** - The affairs of the Association shall be managed by three (3) Officers and two (2) Directors, all of whom need to be members of the SNGCA.

Term of Office - The term of office for all positions on the BOD shall be for two (2) years. Consecutive terms are permitted. A majority vote by the members of the SNGCA is needed to be elected.

- B. **Removal** - A Director or Officer may be removed from the Board with or without cause by a majority vote of members in the Association. In the event of death, resignation or removal of a Director or Officer, the successor shall be selected by the remaining directors/officers and serve for the unexpired term of the predecessor.

- C. **Compensation** - No Director/Officer shall receive compensation for any service rendered to the Association. A Director/Officer may be reimbursed for any expense incurred during the performance of duties for the Association.

ARTICLE V BOARD OF DIRECTORS ELECTIONS

- A. **Nomination** - Election of the Board of Directors shall be by a nominating committee. Nomination may also be made from the floor at any annual meeting of the Association. Nominated members must be members of the Association in good standing

- B. **Election** - An Election Officer shall be appointed by the Board of Directors to serve for that annual meeting. The Election Officer must be a member of the Association in good standing. He/She shall receive written nominations as provided and shall administer the annual election and may appoint assistants as are required in their judgement to conduct the election. In no case shall less than two (2) assistants be designated. The Election Officer cannot be running for any elected office him/herself.

- C. **Voting** - Election to the Board of Directors shall be by secret written ballot. The Election Officer shall use, prepare or cause to be prepared, a written ballot listing the names of the

nominees for election to their respective position. The counting of the ballots shall be by the Election Officer and appointed assistants. The Chairperson of the Board of Directors shall announce only those names of the successfully elected candidates. The announcement or posting of total votes of elected or respective candidates will be disallowed.

ARTICLE VI MEETING OF THE BOARD OF DIRECTORS

Regular Meetings - The Board of Directors shall schedule a quarterly meeting at such place, date and hour as deemed convenient to Board members.

A. Open Meetings - The Board of Directors may call for a meeting concerning SNGCA affairs brought about by individual, group or Board of Directors concerns pertaining to the area of the Stonegate Addition.

ARTICLE VII BOARD OF DIRECTORS POWERS AND DUTIES

Records - Keep meeting notes and complete records of all administrative and financial affairs and present a statement of those records to SNGCA members, quarterly or as requested by one-third (1/3) of the members eligible to vote.

Finances - The Board of Directors shall fix, levy and enforce payments of the SNGCA dues on a timely basis. Ensure payment of all expenses in connection with the Association. Checks written by the SNGCA shall be countersigned by two (2) authorized signatures on record and be members on the Board of Directors.

A. Special Appointments - The Board of Directors may appoint such temporary Officers or representatives as required to perform duties beneficial to the SNGCA and all land/homeowners. Such appointments shall be terminated upon completion of the project, goal or task at hand.

ARTICLE VIII INDEMNIFICATION

To secure against loss or damage, no member of the Board of Directors or any other representative of the Association or member of any committee of the Association, appointed by the Board of Directors, shall be personally liable to any member, or to any other party, including the Association, for any damage, loss or prejudice suffered to claimed on account of any act, omission, error or negligence of the Association, the Board of Directors or any representative or employee of the Association, provided that such person has, upon the basis of such information as may be possessed by him or her, acted in good faith. In the event any action is brought against any such person or entity, the Association shall indemnify such person or entity for all

reasonable costs, including attorneys fees, incurred in the defense of such action, including any settlement thereof. The Board of Directors shall be responsible to obtain insurance, to the extent possible, to provide the indemnification described in the article.

ARTICLE IX AMENDMENTS

These bylaws of and for the SNGCA, may be amended at a regular or special meeting by a majority vote either by quorum or by proxy, provided a printed or written notice of proposed amendments has been given or sent to each member entitled to vote. Such notice should not be less than ten (10) days prior to the meeting unless an emergency or special time and date is noted. Amendments must be by a three quarter (3/4) majority vote.