

**Wimberley Hills Property Owners Association
Bylaws
Revised September 25, 2021**

Article I

Name and Location

The name of the corporation is Wimberley Hills Property Owners Association. Hereinafter referred to as The Association. The principal office of The Association shall be located at the address of the current President.

Article II

Members

Membership of The Association shall consist of the registered owners of all properties located in the Wimberley Hills as recorded in the office of the county clerk of Hays County, Texas.

Article III

Purpose

The purpose of the organization shall be to support the common good and to maintain property values through adherence to the deed restrictions, maintenance of roads and common areas, and the general appearance of the subdivision.

Article IV

Board of Directors

Section 1. Composition: The Board of Directors shall consist of nine (9) members (hereinafter "Directors") of The Association who are all eligible to vote as described in Article IX, Sec. 4. All Directors are to serve without compensation.

Section 2. Term of Office: A term of office shall be for two years. Directors shall serve staggered terms of two (2) years. Upon adoption of these amendments, the term of four (4) Directors shall be fixed by lot for two years. At the end of the initial term of each respective Director, the successor shall be elected to serve a term of two (2) years. Directors may be re-elected for additional terms.

Section 3 Removal: Any director may be removed, with or without cause, by a majority of property owners in attendance at a special membership meeting duly called for this purpose.

Section 4. Enumerated Powers: In managing the affairs of The Association, the board shall specifically have, but not be limited to, the power to:

- A. Adopt standing rules
- B. Employ individual and contract for services with funds on deposit.
- C. Be the final approving authority for committee recommendations and the sole authority for disbursement of funds.

Section 5. Vacancies: A vacancy shall be filled by appointment of the President with a majority approval of the Board.

Section 6. Liability of the Board of Directors: The members of the Board of Directors shall not be liable to the property owners for any mistake of judgment, negligence, or otherwise and shall only be liable for their own individual willful misconduct or bad faith. The property owners shall indemnify and hold harmless each member of the Board of Directors against all contractual liability to others arising out of the contracts made by the Board of Directors on behalf of The Association unless any such contract shall have been made in bad faith or contrary to the provisions of the restrictions, or of these Bylaws. It is intended that the members of the Board of Directors shall have no personal liability with respect to any contract made by them on behalf of The Association. It is also intended that the liability of any property owner arising out of any contract made by the Board of Directors or out of the aforesaid indemnity in favor of the Board of Directors shall be limited to such proportion of the total liability thereunder as his interest in the common areas bears to the interest of all the property owners in the common areas. Each agreement made by the board of Directors on behalf of The Association shall provide that the members of the Board of Directors are only acting as agents for the property owners and shall have no personal liability thereunder (except as property owners) and that each property owner's liability thereunder shall be limited to such proportion of the total liability thereunder as his interest in the common areas bears to the interest of all the property owners in the common areas.

Article V

Meetings of Directors

Section 1. Meetings: The Board of Directors may hold an organizational meeting for the election of officers at any time following the membership meeting but shall hold their first full meeting within two weeks following the annual membership meeting. Subsequent meetings will be held as need dictates, with date, time, and location at the call of the President or by petition of four directors, with seven days' notice. Business items for the first full meeting of the Board shall include, but are not limited to: A. Election of officers, and B. Selection of chairpersons and members of the standing committees. The audit report should be presented during the annual membership meeting. Minutes of Board meetings will be provided on the WHPOA website or be made available upon request.

Section 2. Quorum: A quorum shall be a majority of the Board of Directors, excluding vacancies.

Article VI

Membership Meetings

Section 1. Annual Meeting: An annual membership meeting for the transaction of business and election of members to the Board will be held at 10:00 a.m. on the second Saturday in October or as designated by the Board of Directors with thirty (30) days advance notice: Attendance representing fifteen (15) eligible votes in person or by persons holding proxies will constitute a quorum for membership meetings. Members designating proxies must notify the Secretary of their proxy in advance of all meetings at which the proxy is to be exercised.

Section 2. Special Meetings: Members representing at least twenty-five (25) eligible votes will require the Board to call a special membership meeting within forty-five (45) days after presentation of a petition to the Board signed by these members and which includes a stated reason for such special meeting. The Board, at its discretion, may call a special meeting on thirty (30) days' notice. Members must be given written notices setting forth purposes of meetings not less than thirty (30) and not more than sixty (60) days in advance of special meetings.

Article VII

Officers and Duties

Section 1. The officers of The Association shall be a President, Vice President, Secretary and Treasurer, and such other officers as the Board may elect from time to time to carry out the affairs of The Association. Directors shall elect these officers from the membership of the Board.

Section 2. Term: A term of office shall be for one (1) year. Officers may be re-elected for additional terms.

Section 3. Vacancies: A vacancy shall be filled by appointment of the President with a majority approval of the Board.

Section 4. Duties and Powers: The officers shall perform duties and exercise the powers prescribed by the Articles of Incorporation, these Bylaws, the parliamentary authority adopted herein and those assigned by the Board or which normally pertain to the office. These duties and powers shall include but not be limited to the following:

A. The President shall:

- 1) Be the principal officer of The Association.
- 2) Preside at all meetings of the Board of Directors.
- 3) Co-sign checks and contracts.
- 4) Appoint standing committee chairpersons and members and create special committees and chairpersons and members thereof as the need arises.
- 5) Be an ex-officio member of every committee.

B. The Vice President shall:

- 1) Assume such duties as may be assigned by the President of the Board of Directors.
- 2) In the absence of the President, preside at all Board of Directors meetings.
- 3) In the absence of the President, create special committees and appoint chairpersons and members thereof as the need arises, fill vacancies on any standing committees.
- 4) In the absence of either the President or the Treasurer, to co-sign checks and contracts

C. The Secretary shall:

- 1) Record the proceedings of all meetings of the members and Board of Directors.
- 2) Provide each property owner (at one common address) with a copy of the minutes of each membership meeting, upon request.
- 3) Assume such duties as may be assigned by the President or the Board of Directors.

D. The Treasurer shall:

- 1) Be custodian of all funds and maintain adequate records thereof.
- 2) Present a financial report at each meeting of the Board of Directors and membership.
- 3) Co-sign all checks and contracts.
- 4) Preside at budget committee meetings.
- 5) Certify to the Secretary, at every election, those votes which are eligible to be counted. See Article IX, Section 4.
- 6) Have the financial reports audited before the annual meeting with two qualified property owners as described in Article XII.

Article VIII

Committees

Section 1. Standing Committees: There shall be standing committees that will consist of 2 or more property owners to deal with the following subjects:

A. Roads

- 1) Repair and maintain roads.
- 2) Prepare bid forms and solicit bids for required repair services to accomplish the objectives of Paragraph (1) above and make recommendations and submit copies of all bids to the Board for final approval.

B. Architectural Control

- 1) Ensure that the deed restrictions are satisfied regarding all construction on lots.
- 2) Must have at least 2 or more members who are lot owners.
- 3) Maintain written records of actions approving or disapproving requests.

C. Budget

- 1) The Treasurer shall chair the Budget Committee. Membership of this committee will be composed of the chairperson of Committees A, B, and C above.
 - 2) The Budget Committee shall recommend to the Board of Directors any special assessments in accordance with the deed restrictions for Wimberley Hills, Item Twenty (20) as amended, effective June 30, 2015 and recorded at the office of the County Clerk of Hays County, Texas.
 - 3) The Budget Committee shall prepare an annual budget for review during the annual meeting.
- D. Each additional standing committee may be created by majority vote of the Board of Directors. The Chairperson of each committee shall be a member of the Board of Directors, but additional members need not be.

Section 2. Ad Hoc Committees: Ad hoc committees may be created by the President of the Board of Directors. The chairperson shall be members of the Board, but additional members need not be.

Article IX

Nominations and Elections

Section 1. Nominations: After nominating and obtaining the consent of each candidate, the President shall distribute to each association member, at least forty-five (45) days prior to the election meeting or any meeting at which any Board member is to be elected, a notice setting forth at least one (1) eligible candidate for each of the Board positions to be filled.

Section 2. Additional Nominations: Additional nominations for a Board position to be filled, after obtaining the consent of the nominee, may be made by petition signed by members representing five (5) eligible votes as described in Section 4 below and delivered to the Secretary at least twenty (20) days prior to the election. No member may sign a petition for more than one candidate for the same board position.

Section 3. Proxies: Any eligible member may be designated.

Section 4. Election: At the annual membership meeting, the slate of candidates submitted to the members by the Secretary shall include all the nominees selected under Sections 1 and 2 hereof; a plurality shall elect. Voting, in person, cancels that person's proxy. Each lot is allowed one vote for a total of ninety-nine (99) votes. Property owners whose maintenance charges are delinquent will not be eligible to be nominated, elected, sign petitions or to vote. At every membership meeting and election, the Treasurer will certify to the Secretary those votes which are eligible to be counted.

Article X

Contributions and Depositories

Section 1. Contributions: Any contribution, bequest, or gifts made to The Association shall be accepted or collected and deposited only in such manner as shall be designated by the Board of Directors.

Section 2. Depositories: The Board of Directors shall determine what depositories shall be used by The Association as long as such depositories are located within the state, are authorized to transact business by the State of Texas, and are federally insured. All checks and orders for payment or money from said depositories shall bear signatures as described in Article IV, Section 4.

Article XI

Contracts and Debts

All contracts and evidence of debt may be executed only as directed by the Board of Directors. All contracts or other instruments so authorized by the Board of Directors shall be executed as described in Article VII, Section 4.

Article XII

Annual Audit

An annual examination of the financial accounts of The Association shall be made by two (2) property owners appointed by the President with the advice and consent of the Board.

Article XIII

Fiscal Year

The Association fiscal year will correspond with the calendar year.

Article XIV

Parliamentary Authority

Roberts Rules of Order, newly revised, shall be the parliamentary authority for all matters of procedure not specifically covered by the Articles of Incorporation, by these Bylaws, or by special rules of procedure adopted by the Board of Directors.

Article XV

Amendment of Bylaws

Section 1. Amendment of Bylaws: These Bylaws may be amended by an assent of owners of two-thirds (2/3) of the total lots represented at any membership meeting provided that a quorum is present and that the requested amendment has been submitted to the Board in writing at least sixty (60) days prior thereto.

Article XVI

Dissolution

Upon dissolution of this corporation, all assets will be distributed to a non-profit corporation in Texas which is a tax-exempt corporation according to internal revenue record, the specific entity receiving same to be voted upon at the time of dissolution of the corporation.

End
Certificate

I hereby certify that the attached "Bylaws of the Wimberley Hills Property Owners Association", Revised September 25, 2021, are a true and accurate copy of the Bylaws adopted by The Association.



Raymond Coy Poret, Jr., President
Wimberley Hills Property Owners Association



REAL PROPERTY DOCUMENTS

JURAT

The State of Texas

County of Hays

Subscribed and sworn to before me on this 17th day of November, 2021
by Raymond Coy Poret Jr.

(Seal)



Marla Kessler
(Notary's Signature) Notary Public,
State of Texas

Real Property Documents

Instrument conveying real property. A County Clerk may not record an "instrument conveying real property" unless the instrument is (1) signed; and (2) acknowledged or sworn to by the grantor in the presence of two or more subscribing witnesses or (3) acknowledged or sworn to before and certified by an officer authorized to take acknowledgments or oaths. A notary public is the officer most often thought of as authorized to take acknowledgments, but other officers who may do so include County Clerks, District Clerks and judges of county courts.

TX Prop. Code Sec. 12.001(b) and TX Civ. Prac. & Rem. Code Sec. 121.001(a)

(Other officers who may take acknowledgements or proofs are the, *county tax assessor*, and, if need be, an employee of a personal bond office if the acknowledgment or proof of a written instrument is required or authorized by Article 17.04, Code of Criminal Procedure.

TX Civ. Prac. & Rem. Code Sec. 121.001(a)

THE STATE OF TEXAS

COUNTY OF HAYS

I hereby certify that this instrument was FILED on the
date and the time stamped hereon by me and was duly
RECORDED in the Records of Hays County, Texas.

21069357 BYLAWS

12/20/2021 10:39:52 AM Total Fees: \$54.00

 Elaine H. Cardenas

Elaine H. Cardenas, MBA, PhD, County Clerk
Hays County, Texas
