

Woodlane Forest Civic Association
Amended and Restated Bylaws
17 June 2010

Preamble

NAME

The name of the corporation is Woodlane Forest Civic Association (hereinafter referred to as “the Association”).

PURPOSE

The purpose of this Association shall be to promote the civic, cultural, and general welfare of the property owners of Woodlane Forest Subdivision.

Article 1

General Information

ARTICLE 1 SECTION 1 SUPERSEDING EFFECT

1.1.1 These Amended and Restated Bylaws completely supersede and replace any and all previously enacted Bylaws of the Association.

ARTICLE 1 SECTION 2 REAL PROPERTY AFFECTED

1.2.1 The real property affected by these Bylaws is that certain tract of land known as “Woodlane Forest—Section I and II,” being a subdivision of 1205 acres of land situated in the Ezra Read Survey, Abstract No. 458 of Montgomery County, Texas, according to the maps or plats thereof recorded in Cabinet B 78387, Sheets 169B, 170, and 172A of the Map records of Montgomery County, Texas, (hereinafter referred to as “Property” or “Subdivision”).

ARTICLE 1 SECTION 3 PERSONAL PROPERTY OF THE ASSOCIATION

1.3.1 From time to time the Association may own personal property.

1.3.2 The Secretary shall keep an automated list of this property.

ARTICLE 1 SECTION 4 PRINCIPAL OFFICE

1.4.1 The principal office of the Association shall be located in Montgomery County at a place designated by the Board of Directors (the “Board”).

ARTICLE 1 SECTION 5 COMMON AREAS

1.5.1 Currently, this Association owns no common areas. The Association has the authority to own such areas in the future and to maintain, repair, replace, and/or construct improvements on them.

1.5.2 The Association may have a guardhouse, a sign board, landscaping, and possibly other improvements on the median at the entrance of the subdivision on Woodlane Boulevard at the will of Montgomery County, the owner of this median.

ARTICLE 1 SECTION 6 PARLIAMENTARY AUTHORITY

1.6.1 The rules contained in the current/latest edition of *Robert’s Rules of Order* shall govern the conduct of all Association proceedings unless they are in conflict with a superseding law including Texas Law, the Articles of Incorporation of this Association, the Dedication of Restrictions filed of record under Volume 1094, Page 712, with the Montgomery County Clerk (the “Restrictions”), and/or these Bylaws.

ARTICLE 1 SECTION 7 SEVERABILITY

1.7.1 If any paragraph hereof shall be held by final determination in a court of competent jurisdiction to be invalid or shall be rendered invalid by a statute or ordinance, all other paragraphs hereof shall continue in force and effect.

ARTICLE 1 SECTION 8 DISSOLUTION

1.8.1 If the Association should be dissolved at any time, any and all monies in the treasury or in any special funds held by the Association shall be expended only for civic improvements in the Subdivision or to meet its fiscal commitments.

1.8.2 The Association can only be dissolved in accordance with the Non-Profit Corporation Act.

ARTICLE 1 SECTION 9 ADMINISTRATION OF THE ASSOCIATION

1.9.1 The administration of the Association shall be vested by the Membership in the Board.

1.9.2 The Association may occasionally sponsor a Homeowner/Property Owner Association Management training session for the Association's Officers and interested Members.

ARTICLE 1 SECTION 10 INDEMNIFICATION and INSURANCE

1.10.1 The Association shall indemnify the Officers of the Association and the Chairs and Regular Members of all duly authorized committees of the Association against all damages arising from their Association duties to the extent permitted by law, except in cases of gross negligence or willful misconduct.

ARTICLE 1 SECTION 11 OPINION STATEMENTS

1.11.1 Statements for or against any position shall not be included in any Association publication.

ARTICLE 1 SECTION 12 FORECLOSURES

1.12.1 The Association may foreclose on a property.

ARTICLE 1 SECTION 13 MANAGEMENT COMPANY

1.13.1 A management company may be hired by contract.

Article 2 **Members**

ARTICLE 2 SECTION 1 MEMBERSHIP

2.1.1 Any owner of real property in the Subdivision is a Member of the Association.

ARTICLE 2 SECTION 2 PRIVILEGES AND RIGHTS OF MEMBERS

- 2.2.1 The Members shall be entitled to, but not limited to,
- 2.2.1.1 participate fully in all Association proceedings except that only Members who are in good standing may serve on any committee
 - 2.2.1.2 attend all Regular meetings, Special meetings, and meetings of the Board except executive sessions of the Board
 - 2.2.1.3 have access to all Association information except information subject to attorney-client privilege or otherwise protected by law
 - 2.2.1.4 file a written grievance against a Board member
 - 2.2.1.5 file a written ethics complaint against a Board member
 - 2.2.1.6 create and dissolve, as a group, committees as needed
 - 2.2.1.7 rescind, as a group, an action of the Board.

ARTICLE 2 SECTION 3 ENTITIES OTHER THAN PERSONS

- 2.3.1 Entities, other than a person or persons, that hold membership in the Association shall select a person to vote at Association meetings.
- 2.3.2 The person who will vote for the entity shall present to the Treasurer written proof of his/her authority to vote for the entity.

Article 3 **The Board of Directors and the Committees**

ARTICLE 3 SECTION 1 THE BOARD AND THE KINDS OF COMMITTEES

- 3.1.1 The Board
- 3.1.2 Standing Committees
- 3.1.3 Special Committees
- 3.1.4 Ad Hoc Committees

ARTICLE 3 SECTION 2 DUTIES, RESPONSIBILITIES, AND AUTHORITIES OF THE BOARD

- 3.2.1 The Board
- 3.2.1.1 shall administer the affairs of the Association
 - 3.2.1.2 shall have the duties, responsibilities, and authorities as stated in these Bylaws and, therefore, shall not exceed the duties, responsibilities, and authorities granted by these Bylaws
 - 3.2.1.3 shall be accountable to the Membership for the actions it takes
 - 3.2.1.4 shall be obligated to adhere to the directives of the General Membership in so far as these directives do not conflict with federal, state, or local law; The Articles of Incorporation; these Bylaws; or the Restrictions of this Association

- 3.2.1.5 shall be informed of who the Regular members of Standing Committees are at the first Board meeting following the election or appointment of a new Standing Committee Chair or of the appointment of new Regular members to the Standing Committee throughout the year
- 3.2.1.6 shall take bids for and recommend contracts with companies to administer Association business.
- 3.2.2 The members of the Board shall not create, change, or revoke any Bylaw of the Association or any Bylaw that affects the Association.
- 3.2.3 The Board may create and change Standing Rules that apply to the Board.
- 3.2.4 If the committee has a tie vote, they shall take the issue before the members attending the next Regular meeting for a decision by the Members at that meeting.
- 3.2.5 Any action taken by the Board shall be reported to the Membership at least 15 days before the next Regular meeting of the Association or at a Special meeting of the Association called for the purpose of considering the action.
- 3.2.6 To call a special Board meeting
 - 3.2.6.1 two-thirds (2/3) of the Board members shall vote in favor of the meeting
 - 3.2.6.2 a forty-eight (48) hour notice shall be given if possible
 - 3.2.6.3 a notice of the meeting shall be posted on the bulletin board at the entrance to the Subdivision
 - 3.2.6.4 electronic methods may be used for confirmation of the meeting
 - 3.2.6.5 a reasonable attempt must be made to notify all Board members.

ARTICLE 3 SECTION 3 MEMBERS OF THE BOARD

- 3.3.1 The Board consists of the Officers (President, Vice-President, Secretary, Treasurer) and the Chairs of the Standing Committees (presently, Architectural Control Committee, Restriction Committee, Roads and Utilities Committee, Technology and Security Committee, Welcoming Committee).
- 3.3.2 Board members shall be elected in the month of December.
- 3.3.3 The President, Secretary, Restrictions Committee Chair, and Welcoming Committee Chair shall be elected in December of even years (e.g., 2008, 2010).
- 3.3.4 The Vice-President, Treasurer, Architectural Control Committee Chair, Road and Utilities Committee Chair, and Technology and Security Committee Chair shall be elected in December of odd years (e.g., 2007, 2009).
- 3.3.5 If a new committee is established, the General Membership shall at the time it establishes the committee assign the election of the Chair of the new committee to the even or odd year election rotation.
- 3.3.6 Board members shall assume their official duties on January 1 following the December they are elected.
- 3.3.7 Board members shall serve a two-year term ending December 31 two years after they begin serving except if impeached or as specified in 3.3.13 and 3.3.14.
- 3.3.8 A person shall not be eligible to serve more than two consecutive terms in the same office.
 - 3.3.8.1 Section 3.3.8 may be waived, provided a two-thirds (2/3) majority of the Members present at the election approve the waiver.
- 3.3.9 Only one member of any given household may be a Board member at any given time.
- 3.3.10 Only the Members of the Association may elect members of the Board.
- 3.3.11 Only the Members of the Association may remove a Board member from office following the requirements in 3.3.12.7.

- 3.3.12 A Member of the Board
- 3.3.12.1 shall be a voting member of the Board
 - 3.3.12.2 shall recuse himself/herself from voting on an issue at a Board meeting where he or she may have a conflict of interest
 - 3.3.12.3 may vote in a vote of a Regular or Special meeting even if a conflict of interest exists
 - 3.3.12.4 shall receive no compensation of any kind for any work done
 - 3.3.12.5 shall oversee the duties, responsibilities, and authorities listed under the Section of these Bylaws dedicated to the specific Office or Standing Committee of which he or she has oversight
 - 3.3.12.6 shall contract with businesses respective to his/her Office or Standing Committee to perform Association work required in conjunction with that Office or Standing Committee
 - 3.3.12.7 may be removed from office at a Regular or Special meeting of the Association only if both 3.3.12.7.1 and 3.3.12.7.2 are met
 - 3.3.12.7.1 Notice of the proposal to remove shall be given to the General Membership at least 15 days prior to the meeting.
 - 3.3.12.7.2 At least two-thirds (2/3) of the Members voting at a meeting at which a quorum is present vote for the removal.
 - 3.3.12.8 shall not be elected or appointed to more than one Board office and/or chair at any given time
 - 3.3.12.9 shall adhere to the principles stated in these Bylaws by taking an active and informed role in the conduct of the business of the Association while acting in accordance with all laws, ordinances, and regulations that govern the affairs of the Association
 - 3.3.12.10 shall keep the affairs of the Association uppermost in his/her decisions by acting in a decidedly fair, ethical, and impartial manner at all times, and by earnestly avoiding any action which has the appearance of a conflict of interest
- 3.3.13 If a Board member is absent from three (3) Board meetings in a calendar year or two (2) Regular meetings in a term, the Board may recommend to the General Membership that this Board member be removed, provided three-fourths ($\frac{3}{4}$) of the Board members agree.
- 3.3.14 A Board member may voluntarily resign from his/her office.

ARTICLE 3 SECTION 4 SPECIFIC DUTIES, RESPONSIBILITIES, AND
AUTHORITIES OF SPECIFIC OFFICERS OF THE
BOARD

- 3.4.1 The President shall
- 3.4.1.1 preside at all Board, Regular, and Special meetings
 - 3.4.1.2 appoint interim Officers and Chairs to complete a vacated term
 - 3.4.1.3 maintain contact with the management company if one is contracted
 - 3.4.1.4 oversee the implementation of association activities
 - 3.4.1.5 be an ex-officio member of all committees
 - 3.4.1.6 ask for volunteers and/or appoint members to count votes cast by acreage.
- 3.4.2 The Vice-President shall
- 3.4.2.1 perform the duties of the President in the absence of the President
 - 3.4.2.2 assist, at the direction of the President, with the duties of the President in the administering of the affairs of the Association
 - 3.4.2.3 act as parliamentarian unless a registered parliamentarian has been hired and is present.

- 3.4.3 The Secretary shall
 - 3.4.3.1 take and maintain the minutes of the Board, Regular, and Special meetings of the Association
 - 3.4.3.2 maintain up-to-date copies of the list of
 - 3.4.3.2.1 personal property of the Association
 - 3.4.3.2.2 definitions of terms used in these Bylaws
 - 3.4.3.2.3 guidelines, procedures, records, and minutes for all committees
 - 3.4.3.3 oversee the publishing of the newsletter
 - 3.4.3.4 present the minutes of Board, Regular, and Special meetings for approval at a meeting of the group for which the minutes are written
 - 3.4.3.5 affix the Corporate Seal to legal documents of the Association as needed
 - 3.4.3.6 oversee the Association correspondence
 - 3.4.3.7 collect and file the records of all Standing Committees, Special Committees, and Ad Hoc Committees with the records for the year their proceedings occur
 - 3.4.3.8 collect and store all paper ballots according to 4.9.6.
- 3.4.4 The Treasurer shall
 - 3.4.4.1 oversee the financial records and the financial business of the Association
 - 3.4.4.2 maintain each month a current record of members in good standing
 - 3.4.4.3 assist the Budget Committee with budget reconciliation and a detailed balance sheet
 - 3.4.4.4 present the Treasurer's report at Board and Regular meetings and at Special meetings as needed.

ARTICLE 3 SECTION 5 STANDING COMMITTEES

- 3.5.1 Standing Committees
 - 3.5.1.1 may be created and dissolved in name, number, duties, responsibilities, and authorities as needed to perform specific, long-term functions of the Association
 - 3.5.1.1.1 such creations and dissolutions must be approved by a majority vote of the Members at a Regular or Special meeting
 - 3.5.1.1.2 notice of the intention to create or the intention to dissolve must be given to the General Membership at least 15 days prior to the meeting at which the creation or dissolution will occur
 - 3.5.1.2 shall be comprised of a Chair and at least two Regular members
 - 3.5.1.3 shall follow the rules established by the General Membership.
- 3.5.2 Regular members of a Standing Committee shall
 - 3.5.2.1 be appointed by the Committee Chair within the first 3 months of the Chair's term
 - 3.5.2.2 serve no longer than the Committee Chair holds his/her office
 - 3.5.2.3 serve at the discretion of the Committee Chair
 - 3.5.2.4 not be of the same household as the Chair or any other Regular member of the committee.

**ARTICLE 3 SECTION 6 SPECIFIC DUTIES, RESPONSIBILITIES, AUTHORITIES
OF CHAIRS OF THE STANDING COMMITTEES**

The duties and responsibilities of the Chairs of the Standing Committees (listed alphabetically) are as follows:

- 3.6.1 Architectural Control
 - 3.6.1.1 Administers the architectural provisions in the Restrictions
 - 3.6.1.2 Processes and approves/disapproves applications for construction, renovations, and other property improvements as required by the Restrictions
 - 3.6.1.3 Processes complaints of alleged violations of architectural provisions in the Restrictions or any Dedicatory Instrument (as that term is defined in the Texas Property Code) of the Association
 - 3.6.1.4 Complies with the enforcement procedures for handling alleged architectural violations in the Restrictions.

- 3.6.2 Restrictions
 - 3.6.2.1 Administers the property use provisions of the Restrictions
 - 3.6.2.2 Oversees the issuance of compliance letters on alleged violations of the Restrictions
 - 3.6.2.3 Processes complaints of alleged violations of property use provisions in the Restrictions or any Dedicatory Instrument (as that term is defined in the Texas Property Code) of the Association
 - 3.6.2.4 Complies with the enforcement procedures for handling alleged property use violations in the Restrictions.

- 3.6.3 Roads and Utilities
 - 3.6.3.1 Oversees the maintenance and esthetic appearance of the Entrance, Roads, Roadsides, Road Signs, Drainage, and Utilities of the Subdivision
 - 3.6.3.2 Provides interface between the Association with governmental agencies and utility companies providing services to the Subdivision, including, but not limited to,
 - 3.6.3.2.1 TXDOT
 - 3.6.3.2.2 Montgomery County
 - 3.6.3.2.3 the Association-contracted trash removal company, if any
 - 3.6.3.2.4 all entities holding roadside utility easements that affect the Subdivision
 - 3.6.3.3 Ensures that the concerns and complaints of members concerning the affected services is conveyed to the proper entity
 - 3.6.3.4 Coordinates roadside trash removal
 - 3.6.3.5 Coordinates the occasional Association-wide trash/clean-up day
 - 3.6.3.6 Coordinates the mowing and other maintenance at the Woodlane Boulevard entrance to the Subdivision.

- 3.6.4 Technology and Security
 - 3.6.4.1 Oversees the maintenance of the Association website and other electronic equipment such as security cameras
 - 3.6.4.2 Monitors the e-mail delivery of newsletters, meeting announcements, and other Association communications with e-mail listed members
 - 3.6.4.3 Maintains an e-mail list of members who want to be included on the Association e-mail list
 - 3.6.4.4 Oversees posting and maintenance of Association documents on the website
 - 3.6.4.5 Posts on the website alerts and other information pertinent to members
 - 3.6.4.6 Handles computerized voting.

- 3.6.5 Welcoming
 - 3.6.5.1 Identifies all people moving into the Subdivision
 - 3.6.5.2 Informally contacts them to welcome them to the Subdivision
 - 3.6.5.3 Acquaints them with the Association and their relationship to it
 - 3.6.5.4 Provides them with a copy of the Subdivision directory and map
 - 3.6.5.5 Ensures that they have copies of the Articles of Incorporation, the Bylaws, and the Restrictions
 - 3.6.5.6 Advises new Members of available access to the Association website
 - 3.6.5.7 Conveys concerns of these new residents to the Board
 - 3.6.5.8 Works closely with the Technology and Security Committee to maintain property owners' names, addresses, and telephone numbers
 - 3.6.5.9 Keeps the Subdivision directory updated
 - 3.6.5.10 Is in charge of publishing and distributing the Subdivision directory which includes contact information of utility companies, fire department, police, and other emergency organizations
 - 3.6.5.11 Coordinates the Association social and entertainment events and activities
 - 3.6.5.12 Informs new residents of the processes and fees for garbage pickup.

ARTICLE 3 SECTION 7 SPECIAL COMMITTEES

- 3.7.1 A Special Committee
 - 3.7.1.1 shall be established to perform a temporary, recurring function such as Audit, Budget, and Nominating
 - 3.7.1.2 shall be assigned a specific task to perform and a specific time period of performance
 - 3.7.1.3 shall be a tool of the Members of the Association
 - 3.7.1.4 shall serve at the will of the Members of the Association
 - 3.7.1.5 shall report to the Members of the Association
 - 3.7.1.6 shall be dissolved upon completion of the task
 - 3.7.1.7 shall be created at a Regular meeting or a Special meeting called for the purpose
 - 3.7.1.8 may be dissolved at a Regular meeting or a Special meeting called for the purpose
 - 3.7.1.9 shall be comprised of a Chair and at least two Regular members
 - 3.7.1.10 shall cease to exist at midnight of December 31 of the year they are created unless
 - 3.7.1.10.1 dissolved earlier per Section 3.7.1.6 of these Bylaws
 - 3.7.1.10.2 dissolved by another length of term provided for in these Bylaws.
- 3.7.2 The Chair of a Special Committee
 - 3.7.2.1 shall be elected at the Regular or Special meeting at which the committee is created
 - 3.7.2.2 shall serve until completion of the assigned task, until s/he resigns, or until s/he is removed by the Members of the Association
 - 3.7.2.3 shall not serve as a voting member of the Board
 - 3.7.2.4 shall report administratively to the Board and ultimately to the Members of the Association
 - 3.7.2.5 may only be removed from office at a Regular or Special meeting.
- 3.7.3 The Regular members of Special Committees
 - 3.7.3.1 shall be nominated and elected by the Members of the Association present at the Regular or Special meeting where the committee is created
 - 3.7.3.2 shall serve a term consistent with the Committee Chair
 - 3.7.3.3 shall not be of the same household as the Chair or as any other Regular member of the committee.

- 3.7.4 The Audit Committee
- 3.7.4.1 The Audit Committee is a Special Committee.
- 3.7.4.2 The Chair and Regular members shall be elected at the March Regular meeting.
- 3.7.4.3 The Audit Committee shall
- 3.7.4.3.1 audit the financial records of the Association for the fiscal year they are elected
- 3.7.4.3.2 audit the inventory of the personal property of the Association
- 3.7.4.3.3 present the audits to the Membership at the June Regular meeting or at a Special meeting called for the purpose of considering the audits.
- 3.7.4.3.4 cease to exist when the audits are delivered to the Members of the Association.
- 3.7.4.4 Any additional audit committees needed shall be created as Ad Hoc Committees.
- 3.7.4.5 An outside auditor may review the results of the Audit Committee's audit report at least every two (2) years and more frequently if requested by a motion and approved by a majority vote at a Regular meeting or a Special meeting called for the purpose.
- 3.7.4.6 The Members at a Regular or a Special meeting called for the purpose shall vote on an outside auditor who is a Certified Public Accountant to perform the audit.
- 3.7.5 The Budget Committee
- 3.7.5.1 The Budget Committee is a Special Committee.
- 3.7.5.2 The Chair and two (2) Regular members shall be elected at the December Regular meeting.
- 3.7.5.3 The Treasurer shall work with the Chair and other members of the Budget Committee.
- 3.7.5.4 The task of this Committee is to propose a budget for the following fiscal year.
- 3.7.5.5 This Committee ceases to exist when the proposed budget is delivered to the Association Members present, preferably at the March Regular meeting, but if necessary at a later date.
- 3.7.6 The Nominating Committee
- 3.7.6.1 The Nominating Committee is a Special Committee.
- 3.7.6.2 The Chair and Regular members shall be elected at the September Regular meeting.
- 3.7.6.3 The task of the Committee is to develop a slate of nominees for election of Officers and Standing Committee Chairs of the Association for the next office terms.
- 3.7.6.4 The slate of nominees shall consist of all property owners who agree to run as well as all property owners who volunteer to run.
- 3.7.6.5 The committee ceases to exist when the slate of nominees is delivered to the Secretary for publication in the meeting announcement letter sent to Association Members for the December Regular meeting.

ARTICLE 3 SECTION 8 AD HOC COMMITTEES

- 3.8.1 Ad Hoc Committees shall be established as necessary or desired to perform specific tasks of limited duration and scope to provide research and/or advice on issues within the purview of the President of the Association, of a majority of the Board, or of a majority of the General Membership present at a Regular or Special meeting.
- 3.8.2 The processes of any Ad Hoc Committee shall in no way impair the right of any of the parties involved from seeking other avenues of redress should they wish to avail themselves of such rights.

- 3.8.3 An Ad Hoc Committee shall
 - 3.8.3.1 be a tool of the entity that creates it
 - 3.8.3.2 serve at the pleasure that entity
 - 3.8.3.3 report to that entity
 - 3.8.3.4 maintain a record of all committee proceedings, including minutes of the committee meetings
 - 3.8.3.5 file these records with the Secretary when the Committee ceases to exist
 - 3.8.3.6 publish open records findings at least quarterly to the Membership
 - 3.8.3.7 provide an estimated cost and time for the committee to accomplish its appointed task
 - 3.8.3.8 cease to exist when 3.8.3.8.1, 3.8.3.8.2, and/or 3.8.3.8.3 occur
 - 3.8.3.8.1 when its report is delivered to the entity that created it
 - 3.8.3.8.2 when the President or the Board that created it vacates his/her/their office(s) and/or chair(s)
 - 3.8.3.8.3 when the entity that created it dissolves it
 - 3.8.3.9 not include more than one member of any household.

- 3.8.4 The entity that creates the Ad Hoc Committee shall
 - 3.8.4.1 appoint or elect a person to chair the Ad Hoc Committee
 - 3.8.4.2 appoint or elect at least two additional Regular members
 - 3.8.4.3 specify the task to be performed
 - 3.8.4.4 specify the task period of performance
 - 3.8.4.5 specify the task Deliverables
 - 3.8.4.6 receive the Committee report.

- 3.8.5 The Chair of the Ad Hoc Committee shall
 - 3.8.5.1 direct the activity of the committee
 - 3.8.5.2 perform the task as directed by the entity that creates it
 - 3.8.5.3 be responsible for completion of and delivery of the Deliverables to the entity that creates it
 - 3.8.5.4 not serve as a member of the Board.

- 3.8.6 The Grievance Committee shall
 - 3.8.6.1 be an Ad Hoc Committee
 - 3.8.6.2 be created by the Board or the General Members at a Regular or Special meeting
 - 3.8.6.3 be created when an informal resolution process or other processes to resolve the issue are exhausted
 - 3.8.6.4 be made up of Members of the Association who are impartial to the grievance
 - 3.8.6.5 research and report to the entity that created it at a Regular or Special meeting all the facts relevant to the grievance
 - 3.8.6.6 work with the aggrieved member(s) to develop options for resolution of the grievance by
 - 3.8.6.6.1 hearing from all of the parties involved in the grievance
 - 3.8.6.6.2 considering all of the evidence
 - 3.8.6.6.3 negotiating with the aggrieved member(s)
 - 3.8.6.6.4 reporting back to the Board or the General Membership, normally within thirty (30) days, with its findings and recommendations.

- 3.8.7 Before an Ad Hoc Grievance Committee may be formed, the processes in 3.8.7.1 – 3.8.7.7 shall have been conducted and completed.
 - 3.8.7.1 Upon receipt of a grievance, the Chair of the Board as soon as practical shall

- 3.8.7.1.1 notify all members of the Board of the grievance
 - 3.8.7.1.2 tell the Board the known circumstances of the grievance
 - 3.8.7.1.3 place the grievance on the agenda for the next Board meeting
 - 3.8.7.1.4 notify the aggrieved party of these actions.
 - 3.8.7.2 In case exigent circumstances are involved, a special Board meeting may be called by a majority of the Board, polled for that purpose.
 - 3.8.7.3 The aggrieved party may request either an open or closed session of the Board in which to address the grievance in order to pursue an informal resolution.
 - 3.8.7.4 The aggrieved party may, in order to support the grievance during its consideration by the Board
 - 3.8.7.4.1 speak on his/her/their own behalf
 - 3.8.7.4.2 rely on the original written grievance, an amended grievance, additional evidence, and/or witnesses.
 - 3.8.7.5 The party or parties named in the grievance and the witness(es) of this party or parties shall be given an opportunity to address, affirm, rebut, or refute the grievance.
 - 3.8.7.6 During the meeting, the Board shall attempt to reach an informal resolution with the aggrieved party or parties
 - 3.8.7.7 If a resolution results and the aggrieved party or parties named in the grievance acknowledge satisfaction with the resolution
 - 3.8.7.7.1 the meeting record shall reflect that accord
 - 3.8.7.7.2 all parties involved shall sign the record
 - 3.8.7.7.3 the matter shall be considered to be closed.
 - 3.8.7.8 If a resolution is not reached, a Grievance Committee shall be created.
- 3.8.8 After the report of a Grievance Committee to the entity that created it, either the Board or the General Membership, that entity shall
- 3.8.8.1 notify the aggrieved party or parties and other party or parties involved of the meeting in which the findings of the Grievance Committee will be considered
 - 3.8.8.2 consider the findings of the Grievance Committee
 - 3.8.8.3 decide by majority vote what action to take or decide not to take any action at all
 - 3.8.8.4 notify in writing the aggrieved party or parties and other party or parties involved of the decision made.
- 3.8.9 The Ethics Committee shall
- 3.8.9.1 be an Ad Hoc Committee
 - 3.8.9.2 be created by the General Members at a Regular or Special meeting
 - 3.8.9.3 be created to engage in research to establish the facts relevant to the ethics issue
 - 3.8.9.4 be created when all informal procedures to resolve the issue are exhausted
 - 3.8.9.5 investigate the complaint, including interviewing the complaining member(s) and the Board member(s) involved
 - 3.8.9.6 report its findings and recommendations to the General Membership at the General Membership's next Regular meeting or at a Special meeting called for the purpose.
- 3.8.10 Before an Ad Hoc Ethics Committee may be formed, the processes in 3.8.10.1 – 3.8.10.8 shall have been conducted and completed.
- 3.8.10.1 Upon receipt of an ethics complaint, the Board member receiving the complaint shall as soon as practical
 - 3.8.10.1.1 notify all members of the Board that an ethics complaint has been received
 - 3.8.10.1.2 provide the Board with a copy of the written complaint
 - 3.8.10.1.3 place the complaint on the agenda for the next Board meeting

- 3.8.10.1.4 notify the complaining party that these actions have been taken.
 - 3.8.10.2 In case exigent circumstances are involved, a special Board meeting may be called by a majority of the Board, polled for that purpose.
 - 3.8.10.3 The complaining member(s) shall be invited to attend the meeting.
 - 3.8.10.4 Parties on both sides of the issue shall have the opportunity to relate their view of the situation.
 - 3.8.10.5 The nature and basis of the complaint shall be discussed by the Board without the participation of the accused or of the complaining party.
 - 3.8.10.6 If the Board and the complaining party can not reach a resolution, the Board shall vote by majority whether or not to form an Ad Hoc Ethics Committee to investigate the complaint.
 - 3.8.10.7 If the vote referenced in 3.8.10.6 does not favor the complaining Member(s), that/those Member(s) may take the complaint forward to the General Membership.
 - 3.8.10.8 The Members present at a Regular or a Special meeting called for the purpose, upon hearing the specifics of the complaint, may vote by majority to create an Ethics Committee to investigate the allegation(s).
- 3.8.11 After an Ethics Committee reports its findings to the General Membership, that Membership may, by majority vote, take whatever lawful course of action it deems appropriate.
- 3.8.12 In the event it appears that a violation of criminal law has occurred, the matter shall be referred to the appropriate civil authorities.
- 3.8.13 The Law Suit Feasibility Committee shall
- 3.8.13.1 be an Ad Hoc Committee
 - 3.8.13.2 be created to engage in research to establish the facts relevant to an accusation
 - 3.8.13.3 be formed when all other provisions to resolve the issue are exhausted
 - 3.8.13.4 be created by the General Members at a Regular or Special meeting
 - 3.8.13.5 have members that represent all sides of the argument
 - 3.8.13.6 stay within a specified budget if any monies are needed
 - 3.8.13.7 follow the procedure for investigating an alleged Restriction violation
 - 3.8.13.8 research and report to the General Membership the facts of the situation before the Association may initiate a lawsuit
 - 3.8.13.9 present all sides of the argument back to the General Membership
 - 3.8.13.10 present proposals for negotiation, mediation, lien, or foreclosure.
- 3.8.14 Before an Ad Hoc Law Suit Feasibility Committee may be formed, processes 3.8.14 1 – 3.8.14.7 shall have been conducted and completed.
- 3.8.14.1 The Board shall try through informal negotiations to resolve the alleged violation.
 - 3.8.14.2 If the Board cannot resolve an alleged violation of Restrictions with the accused property owner(s) through informal negotiations, the Committee shall refer the matter to the General Membership for the Membership's next meeting.
 - 3.8.14.3 The issue shall be listed as an agenda item for the Regular or Special meeting at which it will be discussed.
 - 3.8.14.4 The accused property owner(s) shall be told of the meeting by certified or registered mail, return receipt requested.
 - 3.8.14.5 At the meeting, the facts of the situation shall be briefed to the General Membership by the Restrictions Chairman.
 - 3.8.14.6 Following the briefing, questions concerning the situation may be asked by the General Membership in determining what action it chooses to take in the matter.
 - 3.8.14.7 The accused property owner(s) may, if he/she/they so elect, make a statement and/or rebut the charges to the General Membership.

- 3.8.14.8 Once the briefing and the question and answer period are concluded, any Member of the Association may then make a motion to form an Ad Hoc Lawsuit Feasibility Committee
- 3.8.14.9 If the motion passes, a Lawsuit Feasibility Committee shall be elected.
- 3.8.14.10 The accused property owner(s) involved shall be
 - 3.8.14.10.1 notified in writing of the creation of the Committee
 - 3.8.14.10.2 invited to an interview session with the Committee
 - 3.8.14.10.3 allowed to have a representative appear with him/her/them in any interview with the Committee
 - 3.8.14.10.4 not be allowed to attend the meetings of the Committee other than the property owner(s) interview session.
- 3.8.15 Upon receiving the report of the Lawsuit Feasibility Committee, the General Membership shall vote to either commence a lawsuit or not commence a lawsuit.
- 3.8.16 No lawsuit effort shall be undertaken until a lawsuit feasibility study on the subject in question is completed.
- 3.8.17 In the event no motion ensues to commence a lawsuit, or the motion does not succeed, the Board may pursue other solutions within its purview.

Article 4

Meetings and Hearings

ARTICLE 4 SECTION 1 KINDS OF MEETINGS

- 4.1.1 The Association meetings are Board, Regular, Special, and Committee.
 - 4.1.1.1 Board meetings are meetings of the Board.
 - 4.1.1.2 Regular meetings are the four regularly scheduled meetings per year of the Members of the Association.
 - 4.1.1.3 Special meetings are meetings of the Members called on an as-needed basis to conduct specific business.
 - 4.1.1.3.1 The President may call a Special meeting.
 - 4.1.1.3.2 A quorum of the Board may call a Special meeting.
 - 4.1.1.3.3 Members may call a Special meeting by process of petition signed by at least ten (10) Members.
 - 4.1.1.3.4 No business other than that which is on the agenda shall be conducted at a Special meeting.
 - 4.1.1.4 Committee meetings are the meetings of the Standing, Special, and Ad Hoc Committees of the Association.

ARTICLE 4 SECTION 2 MEETING SCHEDULES, NOTICES, AND LOCATIONS

- 4.2.1 The Board shall have a regular meeting each month and special meetings as needed.
- 4.2.2 The Regular meetings of the General Membership shall be held in March, June, September, and December except in unexpected and unusual circumstances when they may be rescheduled.
- 4.2.3 The December Regular meeting shall be the designated Annual meeting.
- 4.2.4 Special meetings for the entire assembly shall be scheduled as needed.
- 4.2.5 Standing, Special, and Ad Hoc meetings shall be scheduled and held as needed.
- 4.2.6 The Board shall
 - 4.2.6.1 determine the date, time, and place of the sixteen (16) Board and Regular meetings and of any Special meetings
 - 4.2.6.2 give notice of these meetings to the General Membership as stated in 4.2.9 – 4.2.12.
- 4.2.7 Regular Meetings should be limited to two (2) hours.

- 4.2.8 Committee Meetings other than Board Meetings shall be scheduled
 - 4.2.8.1 as needed and convenient to the members of the particular Committee or
 - 4.2.8.2 as agreed to when the Committee is formed.
- 4.2.9 Mailed notice of all Board, Regular, and Special meetings shall include an agenda for the meeting.
- 4.2.10 Mailed notice of Regular and Special meetings shall be made no sooner than three (3) weeks prior to and no less than fifteen (15) calendar days prior to such meetings.
- 4.2.11 Notice of meetings shall be deemed to have been delivered when sent to any Member at any address of the Member that is in the records of the Association.
- 4.2.12 Notice to one member at a particular address shall suffice as notice to all Members who have that same address.
- 4.2.13 Any written communication of the Association shall be considered delivered when placed in the hands of the USPS, except that such communications sent by certified or registered mail, return receipt requested, or delivered in person to the authorized representative of the party designated shall be considered to be delivered when received and signed for.

ARTICLE 4 SECTION 3 CONDUCT OF BOARD, REGULAR, AND SPECIAL MEETINGS

- 4.3.1 Each Board, Regular, and Special meeting shall be conducted by a presiding officer.
- 4.3.2 The President, Vice-President, Secretary, or Treasurer, in this order, presides at all Board, Regular, and Special meetings in the absence of the Officer(s) listed before him/her or if the Officer(s) listed before him/her recuses him/herself.
- 4.3.3 The President shall appoint a Member present at the meeting to act as Parliamentarian (for that meeting only) if the Vice-President is absent and a registered parliamentarian has not been hired.
 - 4.3.3.1 The Association shall identify the property owners who are competent as Parliamentarians.
 - 4.3.3.2 The President shall strive to assure that at least one of these people is present at each Regular and Special meeting.
- 4.3.4 In the absence of all officers at any Regular or Special meeting, the first action of that meeting shall be for the Members present to choose a chairperson *pro tem* to preside at that meeting.
- 4.3.5 At the end of each meeting before the call for adjournment, the secretary shall re-read all adopted motions to ensure that everyone agrees what the motions are, what will happen to them, and what will happen because of them if this re-read has not occurred during the meeting.
- 4.3.6 All meetings of the Association shall be open to the public except as stated in 4.3.6.1.
 - 4.3.6.1 The chair of any particular meeting may attain a vote of the members present to determine whether or not a portion of the meeting shall be closed to protect the reasonable privacy of the Member(s) involved in the action before the assembly.

ARTICLE 4 SECTION 4 MINUTES OF EACH MEETING

- 4.4.1 Unless otherwise stated in these Bylaws, minutes are kept in accordance with the current/latest edition of *Robert's Rules of Order*.
- 4.4.2 The person taking minutes of any meeting of the Association shall use a template as adopted by the Association for taking minutes and as shown in an addendum to these Bylaws.
- 4.4.3 The minutes shall include all information required by the current/latest edition of *Robert's Rules of Order*.
- 4.4.4 A list of members in attendance shall be appended to the minutes of each meeting.
- 4.4.5 If minutes are amended or changed in any way, the original wording shall be kept in the minutes and struck through, and the amended wording shall be inserted and identified as inserted.
- 4.4.6 All minutes shall be kept in the Association Minute Books (binders or folders).
 - 4.4.6.1 These books shall be labeled by year.

- 4.4.6.2 Each book shall be divided into 7 sections: one section each for the different kinds of meetings: (1) Regular, (2) Special, (3) Board, (4) Standing Committees, (5) Ad Hoc Committees, (6) Special Committees, and (7) Hearings.
- 4.4.6.3 The minutes of each kind of meeting for each year shall be labeled by date and arranged chronologically.
- 4.4.6.4 Minutes for Standing, Ad Hoc, and Special Committees shall be arranged alphabetically by specific name of the Committee in each respective section.
- 4.4.6.5 These records may, also, be scanned electronically.
 - 4.4.6.5.1 If scanned, they shall be named appropriately and linked for easy retrieval.
- 4.4.7 All minutes shall be placed in storage within 21 days after approval.
- 4.4.8 All new original files—including Architectural Control Committee records, Deed Restriction letters, documents pertaining to lawsuits, Association correspondence, and any other important papers—shall be placed in storage within 21 days of completion of the project the file concerns.
- 4.4.9 Original materials shall not be removed from the storage site but may be copied.

ARTICLE 4 SECTION 5 MEETING ATTENDEES

- 4.5.1 Guests are welcome at Regular, Special, and Board meetings except for Executive sessions of the Board.
- 4.5.2 Any person who in a meeting is out of order and/or engages in conduct disruptive to the Association, its Members, and/or its purposes shall be subject to the Disciplinary Procedures stated in the current/latest edition of *Robert's Rules of Order*.

ARTICLE 4 SECTION 6 WAIVER OF THE RIGHT OF NOTICE OF MEETINGS

- 4.6.1 Any Member may, in writing, waive the right of notice of any meeting of the Association, either before or after such meeting.
- 4.6.2 Waiver of the right of notice of a meeting of the Association, whether Board, Regular, or Special, shall be deemed the equivalent of proper notice.
- 4.6.3 Attendance at any meeting by a Member, either in person or by an approved written procedure, shall be deemed waiver by such Member of the right of notice of the date, time, and place thereof, unless such Member specifically objects to lack of proper notice in writing at the time the meeting is called to order.
- 4.6.4 The casting of a vote by a Member on any issue to be voted upon at any meeting shall be deemed a waiver by such Member of the right of notice of the meeting.
- 4.6.5 Any person, persons, or entity that does not go to a Regular or Special meeting waives the right of notice to vote at that meeting unless they have voted by an approved written procedure.
- 4.6.6 Any person, persons, or entity that in some form acknowledges a meeting has taken, is taking, or will take place cannot then claim that he or she has not been informed of the meeting.

ARTICLE 4 SECTION 7 ACTION WITHOUT A MEETING

- 4.7.1 Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if written consent setting forth the action so taken is provided by a majority of all of the members of the Board unless otherwise provided by statutes and/or laws superseding these Bylaws.

ARTICLE 4 SECTION 8 QUORUMS FOR BOARD, REGULAR, AND SPECIAL MEETINGS

- 4.8.1 The quorum of the Board shall be a majority of its members.
- 4.8.2 Except as otherwise provided in these Bylaws, the presence in person of Members representing ten percent (10%, 120.5 votes) of the total eligible votes (1205) in the Association shall constitute a quorum at all meetings of the Association, whether Regular or Special.

- 4.8.3 Except as otherwise provided in these Bylaws, the Members present at any Regular or Special meeting at which a quorum is present may continue to do business until adjournment.
- 4.8.4 In the event, however, that a sufficient number of Members leave the meeting so that fewer than a quorum remain at such meeting, business may continue to be conducted provided that both 4.8.4.1 and 4.8.4.2 are followed.
 - 4.8.4.1 At least five percent (5% equals 60.25 acreage votes) of the total eligible votes of the Association remains present in person.
 - 4.8.4.2 Any action taken shall be approved by at least a majority of the Members required to constitute a quorum. (10% or 120.5 votes constitute a quorum, so 60.26 acreage votes are a majority for this purpose.)

ARTICLE 4 SECTION 9 VOTING

- 4.9.1 At General Meetings, issues are determined by certain procedures and percentages for approval.
 - 4.9.1.1 Members shall vote in person or by an approved written procedure for
 - 4.9.1.1.1 election or removal of Board members
 - 4.9.1.1.2 changes in assessment fees above 3 %.
 - 4.9.1.2 Adoption of Restrictions shall be by signature at the percentage rate set in the Restrictions.
 - 4.9.1.3 All voting besides those stated in 4.9.1.1 and 4.9.1.2 shall be by Members voting in person.
 - 4.9.1.4 Simple majority votes are used to decide
 - 4.9.1.4.1 procedure matters
 - 4.9.1.4.2 election of Board Members
 - 4.9.1.4.3 rescinding of Board decision
 - 4.9.1.4.4 creation and dissolution of Ad Hoc Special Committees
 - 4.9.1.4.5 decisions about general issues
 - 4.9.1.4.6 the need for more frequent outside audits
 - 4.9.1.4.7 bylaws
 - 4.9.1.5 Two-thirds (2/3) majority votes are used to decide
 - 4.9.1.5.1 impeachment
 - 4.9.1.5.2 proposal to file suit
 - 4.9.1.5.3 change in assessment fees
 - 4.9.1.5.4 borrowing money
 - 4.9.1.5.5 waiver of term limit for officer/chair
 - 4.9.1.6 Voting on any issue may be by acreage if requested and agreed to by a majority of the members present.
- 4.9.2 At committee meetings, votes shall be
 - 4.9.2.1 by simple majority
 - 4.9.2.2 one (1) vote per member.
- 4.9.3 An eligible acreage vote at a Regular or Special meeting of the Members of the Association shall be one (1) vote for each acre owned and a fractional vote equal to any partial acre owned.
- 4.9.4 The Association recognizes seven (7) valid ways of voting: Voice, Show of hands, Standing, Unanimous Consent, Roll-Call, Acreage Ballot, Approved Written Procedure.
- 4.9.5 All matters for voting except procedural matters must be published to each household of the General Membership at least 15 days before the meeting where the matter will be considered.
- 4.9.6 All paper ballots shall be
 - 4.9.6.1 organized by date and motion
 - 4.9.6.2 filed in the Association managed storage
 - 4.9.6.3 kept for five years.

- 4.9.7 Voting Requirements for Specific Voting Areas:
- 4.9.7.1 Voting Area # 1: Procedural Matters
- 4.9.7.1.1 Preferred Methods: Voice, Show of Hands
- 4.9.7.1.2 Factor: Simple majority of the votes cast
- 4.9.7.1.3 Proxies accepted: No
- 4.9.7.1.4 Absentee Ballots accepted: No
- 4.9.7.1.5 Note: Single meeting only; no past practice nexus
- 4.9.7.1.6 Procedural matters include, but are not limited to, approval/disapproval of minutes and reports, motions to adjourn, creation or dissolution of committees, election or removal of Ad Hoc and Special Committee members.
- 4.9.7.2 Voting Area # 2: Election of Board Members
- 4.9.7.2.1 Preferred Method(s): Acreage vote, Unanimous Consent
- 4.9.7.2.2 Factor: Simple majority of the votes cast
- 4.9.7.2.3 Directed Proxies accepted: Yes
- 4.9.7.2.4 Undirected Proxies accepted: No
- 4.9.7.2.5 Absentee Ballots accepted: Yes
- 4.9.7.2.6 Nominations may be given from the floor.
- 4.9.7.2.7 If three or more candidates run for one office and no one of them has a majority, a run-off between the 2 highest candidates shall be held.
- 4.9.7.3 Voting Area # 3: Impeachment of Board Members
- 4.9.7.3.1 Preferred method: Acreage vote
- 4.9.7.3.2 Factor: two-thirds (2/3) majority of the votes cast
- 4.9.7.3.3 Directed Proxies accepted: Yes
- 4.9.7.3.4 Undirected Proxies accepted: No
- 4.9.7.3.5 Absentee Ballots accepted: Yes
- 4.9.7.4 Voting Area # 4: Amendment of Bylaws
- 4.9.7.4.1 Bylaw voting shall be in accordance with Article 6.
- 4.9.7.4.2 Required method: Acreage vote
- 4.9.7.4.3 Factor: simple majority of the votes cast
- 4.9.7.4.4 Proxies accepted: No
- 4.9.7.4.5 Absentee Ballots accepted: No
- 4.9.7.5 Voting Area # 5: Proposal to Sue a Member
- 4.9.7.5.1 Proposal to sue a Member shall be in accordance with 3.8.13 and 3.8.16 of the Lawsuit Feasibility procedures.
- 4.9.7.5.2 Required Method: Acreage vote
- 4.9.7.5.3 Factor: two-thirds (2/3) majority of the votes cast

ARTICLE 4 SECTION 10 ELECTIONS AND APPOINTMENTS

- 4.10.1 Election of Officers and Chairs of Standing Committees shall occur at the December Regular meeting of each year.
- 4.10.2 Elections/appointments of Special and Ad Hoc Committees, Committee Chairs, and Committee Members shall occur as prescribed in these Bylaws.
- 4.10.3 Voting procedures for elections are stated in 4.9 of these Bylaws.

**ARTICLE 4 SECTION 11 ADJOURNMENT OF MEETING TO RECONVENE AT A
LATER TIME**

- 4.11.1 A properly called meeting that has a quorum may be adjourned to a later time by a motion, a second to the motion, and an affirmative vote by the Members present and voting.
- 4.11.2 If a quorum is present at the reconvened meeting, any business that might have been transacted at the original meeting may be transacted.
- 4.11.3 All votes cast by Members prior to the original meeting by an approved written procedure on issues to be considered at the original meeting shall be valid and may be counted at the reconvened meeting at which a quorum is present and which occurs within eleven (11) months of the original meeting.
- 4.11.4 Notice of the date, time, and place for reconvening the meeting shall be given to Members of the association at least 15 calendar days prior to the meeting.

ARTICLE 4 SECTION 12 HEARINGS

- 4.12.1 Hearings are called by a specific Board or a Member of the Association to address a particular issue.
- 4.12.2 The member of the Board affected by the issue of the Hearing shall chair the Hearing, provided no conflict of interest exists.
 - 4.12.2.1 If a conflict on interest exists with the member of the Board affected, the Board shall elect a chairman *pro tem*.
- 4.12.3 All primary parties affected by the issue shall be notified directly by telephone, standard mail, e-mail, or other electronic devices of the date, time, and location of the hearing.
- 4.12.4 This date, time, and location shall be convenient to all parties of the hearing.
- 4.12.5 The location shall be a public location, neutral to all parties of the hearing.
- 4.12.6 The decision of the Committee may be appealed to the Board.
- 4.12.7 The decision of the Board may be appealed to the General Membership.
- 4.12.8 All proceedings shall be conducted as required by laws and statutes concerning hearings.
- 4.12.9 Records, including minutes and names of attendees, shall be kept and delivered to the Secretary of the Association for storage when the hearing process is complete.
- 4.12.10 The presiding officer shall respond in writing to whomever the allegation is against within 15 calendar days of the conclusion of each Hearing.

Article V

Fiscal Operations

ARTICLE 5 RULES FOR FISCAL OPERATIONS

- 5.1 The fiscal year for the Association shall be April 1 – March 31.
- 5.2 Information concerning Assessment fees shall be included in the Restrictions.
- 5.3 Fees other than assessment fees
 - 5.3.1 Legal Cost Recovery
 - 5.3.1.1 The Association shall make no attempt to recover any of its legal costs concerning fees (other than assessment fees) from an Association Member charged with an alleged violation unless the alleged violation has been found to be correct either by capitulation of the Member involved, by a mediation agreement, by arbitration, or by the ruling of a court of law.
 - 5.3.1.2 The property owner who has been proven in violation shall receive a written letter that tells the fees assessed and the reasons for these fees.
- 5.4 Expenses
 - 5.4.1 All expenses shall be approved by the Treasurer before they are committed and/or accrued.
 - 5.4.2 Only Association business expenses shall be approved.
 - 5.4.3 Two (2) members of the Board shall sign each check.
- 5.5 Budget
 - 5.5.1 A Budget shall be
 - 5.5.1.1 an integral part of financial planning for the Association
 - 5.5.1.2 presented at the March meeting, or later if necessary.
- 5.6 Legal Consultations
 - 5.6.1 Except as provided in 5.6.4, only members of the Board may contact legal counsel at the expense of the Association.
 - 5.6.2 Except as provided in 5.6.4, two members of the Board, who represent opposing sides, if any, of the issue requiring advice must participate in all contacts with legal counsel at the expense of the Association.
 - 5.6.3 Except as provided in 5.6.4, a majority of the Board must approve any contact with legal counsel at the expense of the Association.
 - 5.6.4 When complying with 5.4.1 and 5.4.2 a majority of the Members voting in person at a Regular or Special meeting may approve contact with legal counsel at the expense of the Association and designate Member(s) to make the contact.
 - 5.6.5 Approval for contacting legal counsel shall be made only in consultation with the Treasurer to determine the availability of funds to finance the legal contact.
- 5.7 Fiscal Audit
 - 5.7.1 A fiscal audit shall be conducted by the Audit Committee each year.
 - 5.7.2 The results of the audit shall be published in the first newsletter after the audit is completed.
- 5.8 The Board shall not spend more than 20 % of the Woodlane Forest Civic Association's financial reserve plus 100 % of the assessment fees collected from the property owners in the calendar year for which they are assessed.
- 5.9 The financial reserve for a calendar year shall be determined by the combined sum of funds in all Association accounts on December 31st of that calendar year.
- 5.10 The Association shall not borrow money for any purpose without
 - 5.10.1 a two-thirds (2/3) affirmative vote of the Members voting in person

- 5.10.2 a notice of the proposal to borrow money being published to each household of the General Membership at least 15 days prior to the meeting where the vote for borrowing will take place.

Article 6

Amendments to the By-Laws

- 6.1 Only a Member or group of Members of the Association may present a motion to amend a Bylaw.
- 6.2 For a member of the Board to make a motion to amend a Bylaw, that member must leave his/her seat on the Board and take a seat among the Members, making the motion from the floor as a Member of the Association. The member may then resume his/her seat at the Board table.
- 6.3 All proposed amendments to the Bylaws shall be presented in writing.
- 6.4 Amendments to the Bylaws may be proposed at Regular meetings or at Special meetings called for the purpose of proposing Bylaw amendments.
- 6.5 Votes to amend the Bylaws shall be according to 4.9.7.4.
- 6.6 If requested by 10 or more members, the Association shall hold at least one Special meeting during the discussion period for the purpose of discussing the proposed amendment.
- 6.7 The proposed amendment to the Bylaws shall be published in the minutes for the Regular or Special meeting where the amendment was proposed.
- 6.8 The proposed amendment to the Bylaws shall be published in the announcement for the Regular or Special meeting at which the discussion or the vote on the amendment is to take place.
- 6.9 The proposed amendment shall be researched by the Board or by at least 2 selected Members prior to the amendment being voted on.
- 6.10 The findings of this research shall be shared with the General Membership.
- 6.11 If the proposed Bylaw amendment itself is amended at either a discussion meeting or at the meeting for the vote, then the new, amended version shall be subject to the notification, discussion period, discussion meeting, research, and voting requirements of this Article 6.
- 6.12 Proposed amendments to the Bylaws that meet the requirements above may be voted on either at the first Regular meeting following the end of the thirty-day (30) discussion period or at a Special meeting called for the purpose of voting on the proposed amendment after the expiration of the thirty-day (30) discussion period.
- 6.13 A Bylaw shall not be suspended.

**Pages 21 - 23 are for information only.
They are not part of the Bylaws.**

Definitions

The words used in these Amended By-Laws have the same meaning as they have when used in the Declaration of Restrictions for the Association recorded in the Montgomery County, Texas, public records under Clerk's File No. 7844207 or succeeding number.

1. **Articles of Incorporation:** Document required by the state to create a corporation
2. **Assessment Fees**—fees levied on each acre of the subdivision and paid to the subdivision by the property owner of record of each acre assessed.
3. **Audit -- Fiscal** is a yearly audit by 3 people to justify one year's budget with the next.
4. **Audit -- Certified** is an audit done by a CPA or a certified accountant.
5. **By-Laws:** the document that governs the operations of the Association
6. **Committee -- Standing:** a committee that is always active
7. **Sub-Committee of a Standing Committee:** A committee created for a specific purpose that is attached to a particular Standing Committee
8. **Committee -- Ad Hoc:** A committee created to perform a specific task and attached to the entity that formed it
9. **Committee -- Select:** A committee that functions for a limited time each year, or other designated time period, for a specific recurring purpose and is attached to the entity that forms it
10. **Common areas:** Land areas owned in common by a group of people. This Association owns no common areas.
11. **Compliance letter:** Any of a series of letters that remind the property owner of a restriction(s) of the Subdivision
12. **Covenant:** an agreement
13. **Declaration:** Document that states the restrictive covenants that run with the land, often called the Deed Restrictions or simply Restrictions
14. **Deed Restrictions / Restrictions:**
 - a) the directions of the Association dealing with the real property of Woodlane Forest—Sections I and II;
 - b) restrictions that determine the use of the physical land property of Woodlane Forest—Sections I and II
 - c) a document relating to property ownership
15. **Deliverables:** Materials compiled by a group of people to be delivered to another group of people in reference to / answer to information requested by the recipient
16. **Delivery of communication:** Any notice or written communication between the parties of the subdivision shall be considered delivered when postmarked, except that such notice or written communications sent by certified mail, return receipt requested, or delivered in person to the authorized representative of the designated party shall be considered to be delivered when received and signed for.
17. **Eligible Vote:** One (1) vote for each acre owned and a percentage of 1 vote equal to any partial acre owned.
18. **Ethics:** a system of moral principles; the rules of conduct in respect to a particular class of human actions or a particular group or culture; a social contract within a group
19. **Ethics violations:** These include, but are not limited to, flagrant conflict-of-interest violations; financial irregularities with Association funds; willful misapplication of Association rules; egregious conduct; slanderous, libelous, or defaming acts; or any actions or deeds that are contrary to the law or common public interest.
20. **Board:** Officers and Chairs of Standing Committees

21. **General Membership:** All members of the Association.
22. **Grievance:** A wrong considered as grounds for complaint; something believed to cause distress
23. **Grievable Party:** Any person who has a complaint
24. **Majority:** More than fifty percent (50 %) of the total eligible number of votes
25. **Meeting – General:** A Regular or Special meeting that all the members of the Association can attend
26. **Meeting -- Regular:** A meeting of the members of the Association for reviewing and conducting general business
27. **Meeting-- Special:** A meeting of the members of the Association called for one specific purpose
28. **Member:** any person, persons, or entity that owns property in Woodlane Forest
29. **Member / Principle Member:** Any person directly related to a particular situation.
30. **Member / Property Owner in good standing:** any person, persons, or entity that is current in assessment fees as certified at least monthly by the treasurer
31. **Parliamentary Rules:** Rules that govern the orderly transaction of the Association meetings and the business of the Association
32. **Principal Office:** Place where current official records and books are kept and where correspondence is originated and received
33. **Property Owner:** Same as Member-- any person, persons, or entity that owns property in Woodlane Forest
34. **Publish:** make available to the General Membership
35. **Quorum:** The minimum number of Members who must be present at a meeting for business to be legally transacted.
36. **Regular Members of Committees:** Members of the committee besides the Chair
37. **Resolution:** A formal expression of opinion or intention agreed on by a legislative body
38. **Standing Orders/Rules:** Ways of conducting business internally; they enable; they do not govern.
39. **Storage facility:** Place where archived records are kept
40. **Written:** In writing on paper using the English language whether faxed, e-mailed, typed, handwritten, or electronic rendering

Personal Property of the Association (This list may be incomplete.)

The personal property includes

- 1) The minutes
- 2) One corporate seal
- 3) One stamp with the words Woodlane Forest Civic Association
- 4) The funds of the Association shall be monies in checking and/or investment accounts
- 5) The technical equipment of the Association shall be any technical equipment bought by or given to the Association
- 6) A copy of all forms concerning property improvements submitted by members and approved by the ACC shall be the property of the Association.
- 7) The physical mailing address and any electronic addresses of the Association
- 8) A web site
- 9) Keys for guardhouse, storage facility, and other places where association properties are stored
- 10) A guardhouse
- 11) An outdoor signboard
- 12) Three meeting announcement signs
- 13) One tape recorder and tapes

Record of By-Laws of Woodland Forest Civic Association

ORIGINAL: April 12, 1988
 Amended : June 7, 1990
 Amended: December 6, 1991
 Amended: December ---, 1992
 Amended: June ---, 1997
 Amended: September 2, 2004
 Amended: March 17, 2005
 Amended: December 15, 2005
 Amended: December 13, 2007
 Amended and Restated: June 17, 2010

SPECIAL THANKS TO EVERYONE WHO HELPED CREATE THE BYLAWS DRAFT FOR THE 2010 FINAL VERSION:

Committee Members: Starting Jan 2007: Gordon Dilmore, Matthew Heck, Bob Rogers (Ex-Officio), Sharon Romero, Jim Scott, Tim Turner, Beverley Turner (Chair) Jean White Additions starting Jan 2008: Dan Simpson, Fred Simpson, Sheila Taylor, Tommy Taylor; Colette Williams
 This draft is the result of information gathered from 14 December 2006 though 18 Mar. 2010 during which forty-seven (47) meetings were held:

2007

Gordon, Beverley and Tim met on Saturday, 20 January, 1:00 – 4:00.
 Matthew, Bob, Sharon, Beverley, Tim, and Jean met on Wednesday, 24 January, 7:00 -9:00.
 Matthew, Jean, Tim, Sharon, Bob, Beverley, and Linda Buschardt met on Wednesday, 31 January , 7:00 – 9:00.
 22 people at the 15 February special meeting.
 Jean, Tim, and Beverley met on Wednesday, 28 February, 7:00-9:00.
 Gordon and Beverley met on Wednesday, 7 March, 7:00-9:00.
 Gordon, Jean, and Beverley met on Wednesday, 28 March, 7:00-9:00.
 Gordon, Jean, Tim, and Beverley met on Saturday, 31 March, 10:00-12:00.
 Gordon, Tim, and Beverley met on Saturday, 14 April, 10:00-12:00.
 Gordon, Jim, Jean, and Beverley met on Saturday, 28 April, 10:00 -12:00.
 Gordon, Beverley met on Saturday, 12 May, 10:00-12:00.
 Gordon, Jim, and Beverley met on Thursday, 17 May, 6:30-9:00.
 Tim and Beverley met on Thursday, 31 May, 6:30-7:30.
 Gordon, Jean, Tim, and Beverley met on Thursday, 14 June, 6:30-9:00.
 Gordon, Jean, Jim, Tim, Beverley met on Thursday, 28 June, 6:30-9:00.
 Gordon and Beverley met on Tuesday, 10 June, 6:30-8:30.
 Gordon, Jim, Tim, Beverley met on Thursday, 19 July, 6:30-8:45.
 Beverley and Tim met on Thursday, 9 August, 7:00 -10:00.
 Jean, Bob, Tim, and Beverley met on Thursday, 16 August, 7:00 – 9:00.
 Jean, Bob, Tim, and Beverley met on Tuesday, 21 August, 7:00 -9:00.
 Jean, Jim, Tim, and Beverley met on Monday, 27 August, 7:00 -9:00.
 Gordon, Jean, Bob, Tim, and Beverley met on Wednesday, 05 September, 7:00-9:00.
 Gordon, Tim, and Beverley met on Wednesday, 03 October, 7:00 -9:00.
 Special association meeting with 24 people present met on 11 October, 7:00-9:00:
 George Batchelor, Joann Boyce, Ken Boyce, Gordon Dilmore, Sue Dilmore, Pat Doll, Sherrie Erickson, Tommy Erickson, John Indelicati, Brian Maas, Don Morris, Lynn Morris, Bob Organ, Patsy Organ, Frances Pinkley, Bob Rogers, Vicky Rogers, Barbara Sands, Maxine Sawyer, Jim Scott, Paul Stelter, Beverley Turner, Tim Turner, Colette Williams
 Tim and Beverley met on Thursday, 25 October, 7:00-9:00.
 Gordon and Beverley met on Saturday, 03 November, 9:00-12:00.
 Gordon and Beverley met on Thursday, 15 November, 7:00-9:00.
 Gordon, Bob, and Beverley met on Thursday, 29 November, 7:00-9:00.
 Gordon and Beverley met on Wednesday, 5 December, 7:00-9:00.

2008

Gordon, Dan Simpson, Fred Simpson, Sheila Taylor, Tommy Taylor, and Beverley met on Thursday, 17 January, 7:00-9:00.
 Gordon, Dan, Fred, Tommy, Beverley, and Colette Williams met on Thursday, 31 January, 7:00-9:00.
 Gordon, Fred, Sheila, Tommy, Beverley, and Colette met on Thursday, 14 February, 7:00-8:45.
 Dan, Sheila, Tommy, and Beverley met on Thursday, 28 February, 7:00-8:45.
 Fred, Tommy, and Beverley met on Thursday, 13 March, 7:30- 9:00.
 Fred, Tommy, Sheila, and Beverley met on Thursday, 27 March, 7:00-8:00.
 Fred, Tommy, Sheila, and Beverley met on Monday, 7 April, 7:00 – 8:45.
 Gordon, Brian Maas (30 minutes), Beverley met on Thursday 24 April, 7:00 – 8:45.
 Gordon, Fred, and Beverley met on Thursday, 15 May, 7:00 – 8:45.
 Gordon, Fred, and Beverley met on Thursday, 29 May, 7:00 – 8:45.
 Gordon, Fred, and Beverley met on Thursday, 12 June, 7:00-8:45.
 Special association meeting with 7 people present met on 17 July, 7:00-8:15:
 Gordon Dilmore, Alan Lockstedt, Frances Pinkley, Michael Pinkley, Sam Smyli, Sheila Taylor, Beverley Turner
 Gordon, Fred, and Beverley met on Thursday, 14 August, 7:00 – 8:50.
 Gordon, Fred, and Beverley met on Thursday, 1 September, 7:00 – 8:50.
 Gordon, Fred, and Beverley met on Thursday, 9 October, 7:00 – 8:50.
 Gordon, Fred, and Beverley met on Thursday, 13 November, 7:00 – 8:50.

2009

Gordon, Bob Rogers, Fred, and Beverley met on Thursday, 16 April, 7:00- 8:45.
 Gordon, Fred, and Beverley met on Thursday, 11 June 2009, 7:00 – 8:00.

2010

Regular association meeting agenda item: proxies and absentee ballots issue voted on, one section deleted, 2.1.2 reworded on Thursday, 18 Mar 2010, 7:00 – 9:00.