## BY-LAWS

## OF THE

## WOODLAWN LAKE COMMUNITY ASSOCIATION

## Adopted October 28, 2014

These by-laws govern the operations of the Woodlawn Lake Community Association ("WLCA"; "the Association"). They take precedence over previous rules, policies and understandings.

## ARTICLE I - MEMBERSHIP

Section 1. Membership in the Association is for one year and must be renewed annually. Any person or entity fitting within one of the categories in Section 2 may become a member of the Association by completing and submitting a membership form adopted for this use by the Executive Board and paying the required membership dues to the Association. Membership becomes effective at the start of the first WLCA meeting (whether or not present) following the day after the membership form and dues are submitted.

Section 2. Membership is divided among these categories:
a) Active. These are resident home owners and includes any person eighteen years and older residing in a home within the geographic boundaries of the Association that is owned by that person, the person's family, a member of the family, or a trust for the benefit of the family. Membership can be individual or family/household, based on payment of appropriate dues. These members can vote and hold elected office as defined in these by-laws. Family/household members are limited to two votes and cannot hold more that two elected positions.
b) Associate. This includes any person, school, firm, or corporation owning land or having a place of business, whether for-profit or non-profit, within the boundaries; any person residing within the geographic boundaries of the Association who does not own a home within the boundaries, nor live in a family home as set forth in Section 2a; or a resident within the Association's geographic boundary who is under the age of eighteen. These members can vote but cannot hold elected office. An entity that is not a person is limited to one vote.
c) Ancillary. Any person or entity not fitting any of the above categories, but who nevertheless maintains an interest in the Association, its purposes and objectives. These members can neither vote nor hold elected office.

Section 3. All members, regardless of type, can speak at membership meetings, subject to recognition by the Chair.

Section 4. Current members will retain all privileges under the previous by-laws until the expiration of the annual membership. Renewals will be subject to the by-laws then in place.

## ARTICLE II - BOUNDARIES

Section 1. The defined geographic boundaries of the Association are: Donaldson on the North; Culebra on the South; N. Zarzamora on the East; Gen. McMullen / St. Cloud on the West; and Fredericksburg at the northeast corner from Donaldson to N. Zarzamora.

Section 2. The geographic boundaries are temporarily extended to the east ("Eastern Reach") to include the area: W. Woodlawn on the North; Culebra on the South; Fredericksburg on the East; and N. Zarzamora on the West. The area will be included within WLCA until such time as its residents opt to form an independent neighborhood association. At that time, this section will become null and void without need for amendment of these by-laws. Residents of this area, so long as it remains with WLCA, are in the category of Associate member.

## ARTICLE III - DUES

Dues are paid for the current calendar year and may be collected at the end of the prior year at a time set by the Executive Board. At the time of the adoption of these by-laws, dues have been set and required for membership in the Association. The Executive Board may, from time to time, adjust the dues.

## ARTICLE IV - MEETINGS

Section 1. Regular meetings are held on the last Tuesday of each month, except December. The Executive Board can reset any specific meeting in view of special circumstances so long as notice is given to all members.

Section 2. Meetings are open to all members of the community.
Section 3. Only voting members of the Association can make and second motions, vote on motions and other matters, or make objections or points of order at Association meetings.
Section 4. All members may speak at membership meetings, subject to Association rules and parliamentary procedure. Non-members can speak upon recognition by the Chair, who can limit the time of the privilege. Priority to speak will always be to members, unless the non-member is an invited guest of the Association.

Section 5. Special meetings may be called by any officer or by any five members of the Association, provided that notice is given to all Association officers.

Section 6. Meetings will be governed, first, by the provisions of these by-laws; second, by any special orders of the day; and third, by Roberts Rules of Order, latest edition.

## ARTICLE V - OFFICERS

Section 1. The officers are President, Vice-President, Secretary, and Treasurer.
Section 2. The term of office is two years.
Section 3. Officers assume their duties on the first day of January following their election and serve for the two succeeding calendar years.

## ARTICLE VI - DUTIES

Section 1. The President is the principal officer of the Association and
(a) Presides at all meetings of the Association;
(b) Appoints standing and special committee chairs and members;
(c) Brings items of interest to the attention of the Association and to other concerned parties; and
(d) Represents the Association in all matters or designates representatives of the Association for specific purposes.

Section 2. The Vice-President
(a) Performs the duties of the President in the absence of the President;
(b) Becomes President for the unexpired term should the office of President become vacant; and
(c) Serves in such capacities as assigned by the President.

Section 3. The Secretary
(a) Takes minutes of all meetings of the Association;
(b) Maintains all records and letters of value to the Association;
(c) Prepares and files all forms and reports as required by the City of San Antonio or its departments; and
(d) Prepares all correspondence of the Association.

Section 4. The Treasurer
(a) Counts the WLCA monies subject to financial rules set by the Association;
(b) Keeps itemized records of all receipts and expenditures;
(c) Files all forms as required by the Internal Revenue Service and by the Office of the State Comptroller.
(d) Presents a written and an oral report on the Association's finances at each regular meeting; and
(e) Submits an annual Report of Operations of the Association.

Section 5. Each Officer is to deliver all records, books, papers, and other property belonging to the Association to his or her successor within fifteen days after leaving office.

## ARTICLE VII - BOARD MEMBERS

Section 1. There are four elected board members.
Section 2. The term of office is two years.
Section 3. The immediate past president, if any, is the fifth board member.
Section 4. Board members assume their duties on the first day of January following their election and serve for the two succeeding calendar years.

Section 5. So long as ARTICLE II, Section 2 is in effect, the Executive Board will appoint a resident of the Eastern Reach to serve as an additional board member, with the same term as the appointing board members.

## ARTICLE VIII - EXECUTIVE BOARD

Section 1. The elected Officers, the four elected Board Members, any board member appointed under these by-laws, and the immediate past President are the Executive Board of the Association.

Section 2. The duties and responsibilities of the Executive Board are to:
(a) Supervise the affairs of the Association.
(b) Makes recommendations for the Association's growth and prosperity;
(c) Propose by majority of their vote any amendments to these by-laws as they deem necessary;
(d) Transact any business between meetings of the Association and report on these at the next general meeting of the Association;
(e) Report at each January meeting the business transacted by this body during the previous calendar year;
(f) Fill Officer and Board Member vacancies, other than that of the President, for the unexpired portion of the term.

Section 3. The Executive Board must meet at least once every six months. Meetings will be called by the President with notice to all members of the Executive Board.

Section 4. Special meetings of the Executive Board may be called by any member of this body provided that notice is given to the remaining members;

Section 5. A majority of the members constitute a quorum at any meeting of this body, whether regular or special.

Section 6. Each member of this body has one vote. In order to vote, the member must be present at the meeting in which the vote is cast.

Section 7. Notwithstanding Sections 3, 4, 5, and 6, above, the Executive Board may also conduct business by use of email, telephone, and other electronic media, so long as notice of the business is made to each Executive Board member. Any votes made by use of these alternate methods must be made within a five day period of presentation of the issue being voted on, with the results available to all Executive Board members.

Section 8. Any Officer or Board Member who misses three consecutive meetings without notifying the President automatically relinquishes his/her office.

Section 9. Any Officer or Board Member who does not pay the current Association dues by the first regular meeting of the year automatically relinquishes his/her office.

## ARTICLE IX - ELECTION

Section 1. Nominations for all officer and the four board elected positions are made at the October meeting in even-numbered years. Nominations continue at the following (November) meeting before the start of voting. Candidates may be self-nominated or nominated by any other voting member as defined by these by-laws. To run for office, a candidate must have been an Active member of the Association by May 1st of the year in which elections are held.

Section 2. The President may appoint a member not seeking office in the Association as chairperson to conduct the nominations and election.

Section 3. Officers and board members are elected at the November meeting. Election is by a simple majority vote of the members present.

Section 4. Members eligible to vote are those who qualify for voting membership as set forth by these by-laws no later than September 1st immediately preceding the election.

Section 5. Each member is entitled to one vote. Family / household memberships are entitled to two votes, to be cast individually by two persons of the household present at the meeting in which voting is conducted. Entities as corporations or partnerships are entitled to one vote by a representative of the entity present at the meeting. Neither proxy nor absentee voting is allowed. Section 6. If the office of President becomes vacant, the Vice-President assumes that office for the unexpired term. All other officer and elected board vacancies are filled by the Executive Board for the unexpired term of the position being filled.

## ARTICLE X - REPRESENTATIONS

Section 1. No person will speak for or represent the Association outside of Association meetings without prior approval of the Executive Board. This includes written communications, public or private presentations, or any representation that can be perceived by others as being the views or practices of the Association.

Section 2. The Association will remain nonpartisan in all contests of a political nature. The Association may welcome candidates for elective office to meet with members at Association meetings and functions, so long as the same rights and privileges are accorded all nominees for the same office. No courtesy extended to any candidate will be construed as an endorsement of that candidate or the candidate's cause.

## ARTICLE XI - AMENDMENT

Section 1. These By-Laws may be amended by formal proposal of the Executive Board which will be presented to the membership at a regular monthly meeting. Notice will be given to all members that proposed amendments to the by-laws will be presented at a specific upcoming meeting. The amendments will be voted on at the following meeting and will be immediately adopted if they receive a simple majority vote of the members present.

Section 2. These By-Laws may be amended only once each calendar year.
ARTICLE XII - DISSOLUTION
If the Association is dissolved, the dissolution will be carried out in accordance with the provisions of the Texas Non-Profit Corporation Act, then in existence.

ARTICLE XIII - ADOPTION
These By-Laws will become effective immediately on approval by a majority of the members present at a regular meeting of the Association, following notice to all members in the Association newsletter and presentation at a prior a meeting of the members.

Proposed by the Executive Board of the Woodlawn Lake Community Association on September 22, 2014.

Notice given to the membership of the Woodlawn Lake Community Association in the WLCA newsletter for September-October 2014, published on September 25, 2014.

Presented to the Membership of the Woodlawn Lake Community Association, meeting in regular session, on September 30, 2014, and Adopted at the next regular meeting on October 28, 2014.

Alejandro Soto<br>WLCA President

