

## BY-LAWS

OF

### WHISPERING OAKS HOMEOWNERS ASSOCIATION, INC. (A Non-Profit Texas Corporation)

#### ARTICLE I

##### Purposes and Powers

- 1.1 To promote the civil well-being of the Whispering Oaks Subdivision of San Antonio, Bexar County, Texas.
- 1.2 To coordinate activities with city, county and other governmental agencies.
- 1.3 To arrange for such security as desired by the membership and as the Board of Directors deems feasible.
- 1.4 To encourage or provide for maintenance and enhancement of common areas and perimeter walls of Whispering Oaks Subdivision to the extent the Board of Directors, in its discretion, deems advisable.
- 1.5 To provide programs, welcome new residents to the subdivision, make the new residents aware of activities available in the subdivision, and provide the matrix within which social contacts between neighbors can develop spontaneously.
- 1.6 To produce, acquire, distribute, buy, sell, lease and trade or deal in and with personal property, real property and services.
- 1.7 To establish a bank account, and other such other federally insured accounts, for the common treasury and for all separate funds which are required or may be deemed advisable by the Board of Directors.
- 1.8 To keep and maintain full and accurate books and records showing all of the receipts, expenses or disbursements, and to permit the examination thereof at any reasonable time by each of the members.
- 1.9 To prepare and deliver annually to each of the members a statement showing a summary of all receipts, expenses or disbursements since the last such statement.
- 1.10 Such other acts as, in the discretion of the Board of Directors, shall promote and encourage the development and maintenance of Whispering Oaks as a prime residential area.

ARTICLE II  
Non-Profit Character

2.1 The Whispering Oaks Homeowners Association, Inc., (the "Association") is a non-profit corporation, organized and operated exclusively for non-profit purposes. No part of its net earnings shall inure to the benefit of any officer, director, member or private individual for services rendered in their capacity as an officer, director or member of said non-profit corporation; nor shall it ever declare or make to any such persons dividends. Nothing herein shall prevent the payment of reasonable compensation for professional services rendered or the reimbursement of reasonable expenses incurred in connection with the Association's affairs.

ARTICLE III  
Membership

3.1 Membership shall consist of all owners or residents of residence lots in the Whispering Oaks Subdivision, Bexar County, Texas, who have applied for membership, paid the required dues and fees, and have been admitted to the membership by the Board of Directors.

3.2 Each applicant for membership in the Association shall accompany with such application for membership, the applicable membership dues, as determined by the Board of Directors.

3.3 The annual dues shall be due and payable upon initial application as well as on or before the end of the month of October of each subsequent year.

3.4 When any member shall be in default in the payment of dues for a period of thirty (30) days from the date which such dues become payable, his or her membership will thereupon be terminated until such dues are paid and membership restored by the Board of Directors,

3.5 The initial and annual dues of the Association may be raised or lowered by the two-thirds (2/3) vote of those members present at an annual meeting or at a specially called meeting for which notice is given and for which a quorum is present, either in person or by proxy.

3.6 Each member shall be entitled to one vote on all matters presented before the general membership, and there shall be only one owner-member per residence lot owned in the Whispering Oaks Subdivision, though non-owner residents may be dues paying and voting members as well provided that only one such non-owner member per lot may be recognized as a voting member..

3.7 Except as otherwise provided by Statute, the Articles of Incorporation, or these By-laws, the number, qualification, rights, privileges, dues, fees, responsibilities, term of

membership, and provisions governing withdrawal and expulsion of members shall be established by resolution of the Board of Directors.

3.8 Unless otherwise provided by Statute, the Articles of Incorporation, or these By-laws, the right to vote as a member, and the right, title and interest of members of any class in and to the Association, and its properties and franchises shall be divested upon termination of membership.

3.9 Membership shall terminate by death, resignation, sale of lot for which membership certificate is issued, or by expulsion.

3.10 The Board of Directors may from time to time prescribe the form and contents of any certificates of membership which the corporation may decide to issue.

#### ARTICLE IV Meetings of Members

4.1 The annual meetings of active members shall be held on any Sunday in September as may be designated by the Board of Directors, in each year, for the purposes of electing Directors and acting upon such other business that may be properly brought before the meeting.

4.2 Annual meetings shall be held at such place as the Board of Directors designates by written notice to the members.

4.3 Notice of meetings shall be in writing specifying the time, place and purpose of such meeting, signed by the President, Vice President, Secretary or other person or persons calling it. Such notice may be delivered to each active member entitled to vote, or by placing such notifications conspicuously throughout the Whispering Oaks Subdivision. Such notice shall be given not less than ten (10) days nor more than forty (40) days before the meeting.

4.4 At each annual meeting the Directors shall cause to be presented a report verified by the President, Treasurer and by majority of the Board of Directors,

4.5 Members shall have one vote for each residence lot owned or occupied by them in the Subdivision and for which a separate dues payment has been made for each such lot. Nominations for Directors are submitted by the then Board of Directors and by any member submitting, in writing, a nomination to the Secretary not less than five (5) days before the annual meeting. With the affirmative vote of 2/3s of the members present, nominations for Directors may also be made by members at the meeting called therefore.

4.6 When a membership is held in the name of more than one person, only one vote may be cast by virtue thereof in any election or upon any issue.

4.7 Each dues-paid member may vote in person, or by proxy.

4.8 In elections of Directors, voting may be either by ballot or viva voce.

4.9 Unless otherwise provided by Statute, the Articles of Incorporation or these By-laws, five percent (5%) of the active membership present in person or by written proxy shall constitute a quorum for the annual or any special meeting of members. If the required quorum is not forthcoming at any such meeting, another meeting may be called with proper notice and the required quorum at such subsequent meeting shall be two-thirds (2/3) of the required quorum at the preceding attempted meeting.

4.10 The Board of Directors may call a special meeting of members upon their own motion and must call a special meeting of members upon receipt of a petition requesting such meeting bearing signatures of not less than ten percent (10%) of the active membership of the Association. No business shall be transacted at a special meeting except as stated in the notice unless by consent of four-fifths (4/5ths) of the members present, either in person or by proxy.

4.11 Each Proxy must be executed in writing by a member entitled to vote or by his duly authorized attorney in fact. Every proxy shall be revocable at the pleasure of the person executing it, or of his personal representative or assigns.

#### ARTICLE V Board of Directors

5.1 The property and business of the Association shall be managed by its Board of Directors consisting of not less than five (5) nor more than fifteen (15) members, all of whom shall be of legal age, residents of the Whispering Oaks Subdivision, Bexar County, Texas, and members in good standing of the Association.

5.2 The Board will endeavor to keep a balanced, staggered Board membership with approximately half of the Board standing for election or reelection each year. Each Director coming up for election or reelection shall be elected for a two-year term.

5.3 All Directors shall take office on the date of their election.

5.4 A majority of Directors then acting, but, in no event less than one-third (1/3) of the then authorized number of Directors, shall constitute a quorum for the transaction of business. If, at any meeting, less than a quorum be present, a majority of those present may adjourn the meeting.

5.5 In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, except as otherwise provided in the case of vacancy or vacancies occurring by reason of removal by the active members, a majority of the remaining Directors although less than a quorum, may elect a successor or successors for the unexpired term or terms.

5.6 Any member may serve on the Board of Directors provided that such member has been a resident of Whispering Oaks and a member of the Association for at least one calendar year preceding their serving on the Board.

5.7 Directors may be elected to consecutive terms.

## ARTICLE VI Meetings of Directors

6.1 The Board of Directors shall hold an annual meeting in September of each year and shall meet at such other times and places as may from time to time be fixed by resolution of the Board of Directors, or as may be specified in notice of meeting to said Directors by the President or Secretary of the Association.

6.2 Such meetings may be held at any time by the call of the President or any three (3) Directors by oral or written notice given or sent to each Director not less than two (2) days before such meeting.

6.3 A meeting of the Board of Directors may be held without notice immediately after the annual meeting of active members at the same place,

6.4 Notice need not be given for regular meetings of the Board of Directors held at times fixed by resolution of the of Directors,

6.5 Meetings may be held at anytime without notice if all Directors are present, or if all absent Directors waive notice in writing at anytime.

6.6 The Board of Directors may, in its discretion, by affirmative vote of a majority of the entire Board of Directors, appoint committees, including an Executive Committee which shall have and may exercise such powers as shall be conferred or authorized by the resolution appointing them. The Executive Committee shall be composed of Directors and shall consist of two or more members. Said Committee, if composed of two members, or a majority of said Committee if composed of more than two members, may determine its action and fix the time and place of its meeting unless the Board of Directors shall otherwise provide, The Board of Directors shall have the power at any time to fill vacancies and change the membership of, or to discharge any such committee.

6.7 The Board of Directors, in its discretion, at any meeting where a quorum is present, by affirmative vote of majority of those directors present at any meeting, may authorize the President to appoint Committees other than the Executive Committee, which shall have such powers and take such action as the Board of Directors shall direct. Such committees shall report directly to the Board of Directors and shall act only through such authority as is vested in such Committees by the Board. Such Committees may or may

not consist of one or more Directors, but must be composed of members in good standing of the Association.

6.8 At any annual meeting or specially called meeting of the members, duly called as provided in these By-laws, any Director or Directors, may, by the affirmative vote of more than fifty percent (50%) of all the active members entitled to vote for the election of Directors, be removed from office, either with or without cause, and his or her successor or their successors may be elected by majority vote at such meeting or the remaining directors may, to the extent vacancies are not filled by said election, fill any vacancy or vacancies created by such removal.

## ARTICLE VII Officers and Terms

7.1 The Board of Directors, as soon practicable after the annual meeting of members, shall elect a President, one or more Vice-Presidents, a Secretary and a Treasurer, and from time to time may appoint Assistant Secretaries, Assistant Treasurers, such other officers, agents and employees as it may deem proper. The office of Secretary and Treasurer may be held by the same person. All officers shall be chosen from among the Directors,

7.2 Officers shall serve a term of one year and thereafter until their successors are elected and qualified.

7.3 Officers may be elected to consecutive terms.

7.4 Officers may be removed from office either with or without cause at any time by a vote of two-thirds (2/3) of the members of the Board of Directors then in office. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Directors.

7.5 The President shall be the Chief Executive Officer and shall preside at meetings of the Board of Directors, the Executive Committee (if any), and the annual and special meetings of members. The President shall see that all orders and resolutions of the Board are carried into effect. In the absence of the President, the next ranking officer present shall assume the authority and duties of the President.

7.6 The Secretary shall compile and keep up to date a complete list of members and their addresses. Such lists shall be open to inspection by members or other persons lawfully entitled to inspect the same, during reasonable times. The Secretary shall keep minutes of the proceedings of the Board and of the annual or any special meeting of members.

7.7 The Treasurer shall keep correct and complete books and records of accounts and shall make such reports as the Board shall require.

7.8 In general, the officers shall have such authority and duties as are given by these By-laws and as the Board shall from time to time determine.

ARTICLE VIII  
Fiscal Year

8.1 The fiscal year of the Association shall begin or about the 1st day of October of each year, and shall end on the last day of September next following, unless otherwise determined by the Board of Directors.

ARTICLE IX  
Corporate Seal

9.1 The Association shall have no corporate seal.

ARTICLE X  
Finances

103 The Association shall be authorized to raise funds by dues, solicitations, benefits, and other legitimate methods. The funds shall be expended only in furtherance of the Association's purposes. Deposits shall be maintained at such banks as the Board shall determine.

ARTICLE XI  
Indemnification

11.1 The corporation shall indemnify the Directors, and the officers, their heirs, their executors and administrators, against all loss, costs and expenses, including attorneys fees, reasonably incurred by such Director or Officer in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a Director or Officer of the Association, except as to matters which he or she shall be finally adjudged in such action, suit or proceeding, to be liable for gross negligence or willful misconduct. The foregoing right shall not be exclusive of other rights which such Director or Officer may be entitled. All liability, loss, costs and expenses incurred or suffered by the Association by reason or arising out of, or in connection with the foregoing indemnification provision, shall be treated and handled by the Association as a common expense.

ARTICLE XII  
Expenditures and Limited Authority to Borrow Funds

12.1 At the annual meeting at which a quorum is present in person or by written proxy, the Board of Directors may be authorized by majority vote of the members to borrow money to finance a specific capital improvement or project.

ARTICLE XIII  
Execution of Instruments

13.1 The persons who shall be authorized to execute any and all instruments, conveyances or enter into contracts on behalf of the Association shall be the President and Secretary of the Association, or such other persons as the Board of Directors may from time to time designate.

ARTICLE XIV  
Waiver of Notice

14.1 Whenever any notice is required to be given to any person, a waiver thereof in writing signed by such person, whether before or after the time stated therein, shall be equivalent to giving of such notice.

ARTICLE XV  
Resignation

15.1 Any Director, Officer or committee member may resign by giving notice in writing to the President or the Secretary.

ARTICLE XVI  
Power of Members and Directors to Amend By-laws

16.1 The Bylaws of this corporation may be amended repealed, or added-to, or new By-laws may be adopted the two thirds vote of a quorum of members at the annual or any special meeting called and for which notice is given according to these Bylaws; PROVIDED, HOWEVER, that Article XI of the By-laws herein cannot be rescinded or repealed.

ARTICLE XVII  
Dissolution

17.1 Upon dissolution of the corporation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the

corporation. In the event that such dedication is refused acceptance. such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes and uses that most clearly reflect the purposes and uses to which they were required to be devoted by the corporation.

The foregoing Bylaws of the Whispering Oaks Homeowners Association, Inc. were initially adopted by the Directors of said corporation in 1975 and most recently revised at the Annual Membership Meeting of the Association held on September 28, 2008.

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Samuel H. Fisher, Jr.  
President

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Lisa Abramson  
Secretary