

EIGHTH AMENDED AND RESTATED BY-LAWS OF
WHISPERING OAKS HOMEOWNERS ASSOCIATION, INC.

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. **(amended in 1987)**

3.3 The annual membership dues shall accrue at the start of each fiscal year. Dues shall be submitted either in equal consecutive monthly payments or as a one-time payment in the first month of annual membership. A convenience surcharge not to exceed 10% may be added to any monthly payment to offset processing costs. **(amended in 1987; 2008; 2020; 2023)**

3.4 Renewal of a membership in good standing shall be considered to remain as such for a period of thirty (30) days from the start of the new fiscal year, after which the membership will thereupon be terminated until such dues are paid and membership restored by the Board of Directors. **(amended in 2004; 2025)**

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 the annual or at a specially called meeting for which notice is given and for which a quorum is present, either in person or by proxy. **(amended in 1987; 2004; 2008)**

3.6 Each member in good standing shall be entitled to one vote on all matters presented before the general membership. There shall be only one owner-member per residence lot owned in the Whispering Oaks Subdivision, however in instances where the property owner does not occupy said residence, one non-owner resident from such a property may become a member, potentially in addition. All members, including those who pay via monthly installments, must have submitted not less than the equivalent of twelve (12) consecutive months of membership dues preceding the meeting or ballot for any vote. **(amended in 2004; 2008; 2020)**

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. **(amended in 2008)**

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 Saturday or Sunday in January 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. **(amended in 1987; 2023; 2025)**

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 two-thirds (2/3) of the members present, nominations for Directors may also be made by members at the meeting called therefore. **(amended in 1987; 2004; 2008)**

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. **(amended in 2008)**

4.7 Each dues-paid member may vote in person, or by proxy. **(amended in 2008)**

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. **(amended in 1987; 2008)**

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 (4/5) 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. Directors must abstain from Board votes which are likely to affect their property significantly disproportionate versus an average property. Directors serving concurrently on the board of the Whispering Oaks Swim & Tennis Club or its affiliates shall abstain from voting on resolutions which allocate Association funds to the Club. **(amended in 1987; 2004; 2021; 2023)**

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. **(amended in 2008)**

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. **(amended in 2004)**

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 for a two year term, provided that such member has been a resident of Whispering Oaks for one year and a member of the Whispering Oaks Homeowners Association for one year, or if less than a year, must be a homeowner of record, preceding their serving on the Board. **(amended in 2008; 2014)**

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 January 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. **(amended in 1987; 2023)**

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 Regular meetings of the Board of Directors which achieve quorum shall occur not less than quarterly, and if failing to do so, the Board shall promptly call a meeting of the general membership to allow re-evaluation of the Organization's leadership in accordance with Section 6.8. The Board shall reasonably notify the general membership of the location and time of its regular meetings. Additional non-regular meetings of the Board of Directors may be held at other times without notice if all Directors are present or if participation of Director(s) has been waived in writing beforehand. **(amended in 2021)**

6.5 Virtual participation by Directors in regular and non-regular meetings is allowed to achieve quorum. Directors not in attendance at a duly called meeting that achieves quorum may authorize another Director of their choosing to cast select ballots on their behalf via proxy. Notice of each said proxy must be provided to the Board President in writing prior to the respective ballot and specify the initiative for which the proxy vote is being cast. **(amended in 2021)**

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. **(amended in 1987)**

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.

6.9 The Board of Directors may suspend the Board participation and all related Board privileges of any Director whose participation is determined to be of concern by a vote of two-thirds (2/3) of all other Directors. Each suspension may not exceed six (6) months. **(added in 2021)**

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. **(amended in 2004)**

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. **(amended in 2008)**

7.7 The Treasurer shall keep correct and complete books and records of accounts and shall make such reports as the Board shall require. The Treasurer shall insure all financial documents required by law, including but not limited to tax documents and non-profit registrations, are filed in a timely manner and notify the President if failing to do so. The Treasurer shall provide complete and current records in a timely manner to his or her immediate successor appointed by the Board of Directors. **(amended in 2021)**

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 on or about the 1st day of January of each year, and shall end on the last day of December following, unless otherwise determined by the Board of Directors. **(amended in 1987; 2023)**

ARTICLE IX

Corporate Seal

9.1 The Association shall have no corporate seal.

ARTICLE X

Finances

10.1 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. **(Amended in 2025)**

10.2 The Treasurer may deposit or invest excess funds with FDIC-insured institutions in accounts which shall not allow the principle to be at risk of diminishment. The Board of Directors shall secure majority approval from the attending Membership at the Annual Meeting or a duly called Special Meeting before committing to investments that do not meet this requirement. **(Added in 2025)**

10.3 At the Annual Meeting, the Treasurer shall provide a summary of expenditures from the preceding fiscal year and secure majority approval from the attending Membership of an anticipated budget for the current fiscal year. If during the fiscal year, the Board of Directors determines expenditures are likely to exceed fifteen (15) percent of the total budget, the Membership shall be promptly notified in writing. **(Added in 2025)**

10.4 At its discretion and via majority vote among the Board of Directors at a duly called meeting, existing funds may be designated as Reserved for anticipated types of expenditures which may be incurred in the current or future fiscal years. The Treasurer shall identify Reserved funds in financial reports. Use of said funds for a purpose of other than the approved designation shall require approval by the majority of the attending Membership at the Annual Meeting. **(Added in 2025)**

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 attorney's 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. **(amended in 2008; 2015; renumbered 2023)**

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 By-laws of this corporation may be amended, repealed, or added to, or new By-laws may be adopted the two-thirds (2/3) vote of a quorum of members at the annual or any special meeting called and for which notice is given according to these By-laws; PROVIDED, HOWEVER, that Article XI of the By-Laws herein cannot be rescinded or repealed. **(amended in 1987; 2004)**

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 Eighth Amended and Restated Bylaws of the Whispering Oaks Homeowners Association, Inc. were initially adopted by the Directors of said corporation in 1975 and most recently revised and adopted at the Annual Membership Meeting of the Association held on January 26, 2025.

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