**AMENDED AND RESTATED BYLAWS**

**OF**

**WILDWOOD PROPERTY OWNERS ASSOCIATION**

**STATE OF TEXAS §**

 **§**

**COUNTY OF HARDIN §**

 **§**

**COUNTY OF TYLER §**

**ARTICLE I**

**DEFINITIONS**

Section 1. “WPOA” shall mean and refer to the Wildwood Property Owners Association, a nonprofit corporation organized and existing under the laws of the State of Texas.

Section 2. “Wildwood” is a Subdivision Development, parcels of land that are subject to separate conveyance and exclusive ownership.

Section 3. “Subdivision Development” is a community of separate lots, exclusively owned parcel of real property and Common Areas of land owned by WPOA for the benefit of the lot owners.

Section 4. “Declaration” means an instrument filed in the real property records of a county that includes restrictive covenants governing a residential subdivision. Tex. Prop. Code, Sec. 209.002 (3). “Declaration” as defined by State law is the WPOA Dedication and Restrictions.

Section 5. “Dedicatory instrument” means each governing instrument covering the establishment, maintenance, and operation of a residential subdivision. The term includes restrictions or similar instruments subjecting property to restrictive covenants, bylaws, or similar instruments governing the administration or operation of a property owners’ association, to properly adopted rules and regulations of the property owners' association, and to all lawful amendments to the covenants, bylaw, rules, or regulations. Tex. Prop. Code, Sec. 209.002 (4). “Dedicatory instrument” as defined by State law is the WPOA Dedication and Restrictions, Articles of Incorporation, Bylaws, and Rules and Regulations.

Section 6. “The Properties” shall mean and refer to the real estate described in the Declaration and such additions thereto which has been or may hereafter be brought within the jurisdiction of the WPOA as provided in the Declaration.

Section 7. “Common Properties” shall mean and refer to those areas so designated upon any recorded subdivision plat of The Properties and to any area or improvement hereafter so designated by the WPOA and intended to be devoted to the common use and enjoyment of Owners of The Properties, and shall specifically but not exclusively include the following:

Roads and Streets

Lakes

Golf Course(s)

Permanent Parks

Permanent Recreational Plots

Water System

Sewer System

Stables

Airport

Section 8. “Board” shall mean and refer to the duly elected governing body of Wildwood Property Owners Association. Tex. Prop. Code, Sec. 209.002 (2).

Section 9. “Owner” means a person who holds record title to property in Wildwood Property Owners Association and includes the personal representative of a person who holds record title to property in Wildwood Property Owners Association. Tex. Prop. Code, Sec. 209.002 (6).

Section 10. “Member” shall mean and refer to every person or entity who is a record owner of property in Wildwood.

Section 11. “Associate Member” shall mean and refer to every person or entity who is a resident renting or leasing property in Wildwood, but who does not own property in Wildwood. “Associate Members” may participate in the privileges if the owner from whom they rent or lease provides, in writing to WPOA, a release of said privileges to them. This does not give voting privileges to Associate Members.

Section 12. “Good Standing” An Owner in good standing is one who has not been declared out of compliance of the WPOA Declaration by the WPOA Board of Directors.

Section 13. “Member of Family” means minor children, adult unmarried sons and daughters and other relations who are permanent members of the household .

Section 14. “Guest” shall mean and refer to a person specifically invited to visit by a member of the property owning family and must be cleared through the Security Gate by the property owner. NO property owner may issue a blanket invitation to a group of persons.

Section 15. “Assessment” means a regular assessment, special assessment, or other amount a property owner is required to pay WPOA under the dedicatory instrument or by law. Tex. Prop. Code, Sec. 209.002 (1).

Section 16. “Regular assessment” means an assessment, charge, fee, or dues that each owner is required to pay WPOA on a regular basis and that are to be used by WPOA for the benefit of the subdivision in accordance with the original, extended, added, or modified restrictions. Tex. Prop. Code, Sec. 209.002 (8).

Section 17. "Special Assessment" means an assessment, a charge, a fee, or dues, other than a regular assessment, that each WPOA owner is required to pay WPOA, according to procedures required by the Dedicatory Instruments, for:

1. defraying, in whole or in part, the cost, whether incurred before or after the assessment, of any construction or reconstruction, unexpected repair, or replacement of a capital improvement in common areas owned by the property owners' association, including the necessary fixtures and personal property related to the common areas;
2. maintenance and improvement of common areas owned by the property owners' association;
3. or other purposes of the property owner's association as stated in its articles of incorporation or the dedicatory instrument for WPOA. Tex. Prop. Code, Sec. 209.002 (12).

Section 18. “Board Meeting” means a deliberation between a quorum of the voting board of WPOA during which WPOA business is considered and the board takes formal action; and does not include the gathering of a quorum of the board at a social function unrelated to the business of WPOA or the attendance by a quorum of the board at a regional, state, or national convention, ceremonial event, or press conference, if formal action is not taken and any discussion of association business is incidental to the social function, convention, ceremonial event, or press conference. Tex. Prop. Code, Sec. 209.0051 (1).

Section 19. Fiscal year shall be January 1- December 31.

**ARTICLE II**

**ORGANIZATION AND RESPONSIBILITIES OF THE WPOA**

Section 1. Organization

1. The WPOA shall be composed of Owners as herein above defined. Their rights and privileges, the conditions thereof and restrictions thereon are hereinafter set out in Articles IX (Rights of Owners: Voting), X (Rights of Owners: Easement of Enjoyment of the Common Properties), XI (Rights of Owners: Budget and Assessment Increase), and XII (Meeting of Owners).
2. The WPOA shall be governed by a Board of Directors. Its powers and duties are hereinafter set out in Article IV (Board of Directors: Right of Assessment, Powers and Duties).
3. Officers of the WPOA shall be a General Manager (President) and Business Manager (Vice President/Treasurer), and Secretary. Their qualifications, responsibilities, and duties are hereinafter set out in Article VII (WPOA Officers: Qualifications, Powers and Duties ).

Section 2. Responsibilities

The WPOA shall preserve and improve the present assets of the corporation, acquire additional assets and efficiently operate its present and future facilities for the common use and benefit of the Owners. To accomplish these ends the WPOA shall have certain rights, as provided for in the Declaration, the Articles of Incorporation, these Bylaws, and the law governing nonprofit corporations in the State of Texas, to be exercised by its Board of Directors unless specifically vested in the Owners, and which are set out in Article IV (Board of Directors: Right of Assessment, Powers and Duties), hereof as to the Board and in Articles IX (Rights of Owners: Voting), X (Rights of Owners: Easement of Enjoyment of the Common Properties), XI (Rights of Owners: Budget and Assessment Increase), and XII (Meeting of Owners) hereof as to Owners.

**ARTICLE III**

**BOARD OF DIRECTORS: QUALIFICATIONS, NUMBER, TERM OF OFFICE,ATTENDANCE AT MEETINGS, AND VACANCIES**

Section 1. Qualifications.

A Director must be an Owner of the WPOA and must have been duly elected as provided in State of Texas law, the Declaration, the Articles of Incorporation, and these Bylaws.

If a Board is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a Board member has been convicted of a felony or crime involving moral turpitude, not more than 20 years before the date the Board is presented with the evidence, the Board member is immediately ineligible to serve on the Board, automatically considered removed from the Board, and prohibited from future service on the Board. Tex. Prop. Code, Sec. 209.00591 (b).

Section 2. Number

The number of Directors shall be nine (9).

Section 3. Term of Office

Board of Directors will serve until the expiration of their respective terms as follows:

Position 1 - 2025

Position 2 - 2023

Position 3 - 2024

Position 4 - 2025

Position 5 - 2023

Position 6 - 2024

Position 7 - 2025

Position 8 - 2023

Position 9 - 2024

Said terms expire at the close of the annual meeting of Owners, which shall be held on the second Saturday of February, as provided in Article XII (Meetings of Owners) hereof. Hereafter three (3) members of the Board shall be elected each year for a term of three (3) years commencing at the close of such annual meeting. Nomination procedure is set out in Section 1 of said Article V (Board of Directors: Nomination and Election of Directors).

Section 4. Length of term: Each Director's term shall be for a period of three (3) years.

Section 5. Attendance at Meetings

In the event any member of the Board shall be absent from three consecutive regular monthly meetings, the Board may declare the office of said absentee Director to be vacant.

Section 6. Vacancies

1. A Board member may be appointed by the Board only to fill a vacancy on the Board. A Board member appointed to fill a vacant position shall serve for the remainder of the unexpired term of the position. Tex. Prop. Code.Sec.209.00593(A).
2. In the event the offices of five (5) or more Directors become vacant more than sixty (60) days prior to the annual meeting and such vacancies continue for more than ten (10) days without any of them being filled by the Board, with the result that there are less than five (5) Board members remaining, a special meeting of owners for the purpose of filling such vacancies shall be called by any Board member or officer of WPOA, to be held within thirty (30) days. Voting shall be in the manner provided for in Article V, Section 2, (Board of Directors: Nomination and Election of Directors) hereof.
3. In the event a vacancy is created by the removal of a Board member (i.e. not by resignation, death or disability), at the request of the Board of Directors, his/her successor shall be elected by the Owners and the successor shall serve for the remainder of his/her predecessor's term.

**ARTICLE IV**

**BOARD OF DIRECTORS: RIGHT OF ASSESSMENT, POWERS AND DUTIES**

Section 1. Right of Assessment

1. The Board shall have the authority to levy and collect assessments from Owners to be used as authorized by the Declaration for the improvement and maintenance of properties, services, and facilities devoted exclusively to the purpose of promoting the recreation, health, safety, and welfare of the Owners of The Properties. Such purpose must be related to the use and enjoyment of Common Properties. The use of the assessments shall include but not be limited to:
2. Payment of all taxes legally assessed against property owned by the WPOA.
3. Payment of the premiums on all insurance policies required, in the reasonable judgment of the Board, for the protection of the WPOA, its directors, officers, employees, and its property.
4. Upkeep, repairs, replacement or additions to the facilities situation on the Common Properties.
5. Maintenance of roads and streets.
6. Furnishing municipal services as necessary.
7. The Board shall have the further authority to lower the assessment but not to raise it except as provided in Article XI, Section 2, (Right of Owners: Budget and Assessment Increase) hereof. It shall also have the authority to levy and collect from Owners, a special assessment for such purposes, as may be specified by the Board of Directors in written notice of meetings called pursuant to Article XI, Section 3 (Right of Owners: Budget and Assessment Increase) hereof, to consider such special assessment, provided that such assessment shall have been approved by the Owners as set out in Article XI, Section 4, (Right of Owners: Budget and Assessment Increase) hereof.

Section 2. Powers

With the approval and supervision of the Board, the General Manager shall have the power to:

1. Borrow money for the purpose of improving or maintaining the Common Properties and, in aid thereof, mortgaging the same.
2. Own, operate, or lease out the Common Properties, and the facilities thereon, and any other real estate or the improvements thereon necessary for the efficient operation of the WPOA.
3. Levy and collect service or use charges and admission or other fees for the use and enjoyment of the Common Properties.
4. Adopt, publish, and record in respective counties, all Dedicatory Instruments and enact and publish resolutions which the Board shall deem necessary for the efficient operation of the WPOA, including but not limited to the use of The Properties, and all facilities thereon, and the personal conduct of the Owners and guests on The Properties.
5. The Board shall have the power to enforce its rules, regulations, and restrictions in accordance with applicable Texas law.
6. Limit the number of people per lot or living unit who may be entitled to the benefit of an easement of enjoyment of the Common Properties.
7. Enforce all rights, covenants, restrictions, and agreements applicable to The Properties and the owners thereof, and to Common Properties, as provided for in the Declaration or which are now or may hereafter be contained in or authorized by the Articles of Incorporation or the Bylaws.
8. Conduct any business authorized by the Declaration or Bylaws that, in the opinion of the Board, will promote the common benefit and enjoyment of the Owners of The Properties.
9. Perform all acts required or authorized by the Declaration, the Articles of Incorporation, and elsewhere herein.

Section 3. Duties

It shall be the duty of the Board to:

1. Elect a Chairperson and a Vice-Chairperson annually. The Chairperson shall preside at all meetings of the Board and all meetings of the Owners and shall have such other duties as may be set out elsewhere in these Bylaws.
2. The Vice-Chairperson shall perform all the duties of the Chairperson in his/her absence.
3. The Secretary shall perform all the duties of the Chairperson in the absence of the Chairperson and Vice-Chairperson.
4. The longest serving Board member shall perform all of the duties of the Chairperson in the absence of the Chairperson Vice-Chairperson, and Secretary.
5. The next longest serving Board member shall perform all of the duties of the Chairperson in the absence of the Chairperson, Vice-Chairperson, Secretary, and the longest serving Board member.
6. Employ the officers of WPOA, set their salaries, prescribe job responsibilities and the terms and conditions of their employment, and require security or fidelity bonds of all persons authorized to have control over, possession of, or responsibility of funds of WPOA.
7. Keep a complete record of all of its acts and of all corporate affairs, and present a summary statement thereof at the annual meeting of the Owners or at any special meeting of Owners which has been requested in writing by one-fourth of the voting membership as provided in Article XII, Section 2, (Meeting of Owners) hereof, and at which such a statement would be pertinent.
8. Make all policy decisions relative to the management and operation of the WPOA.
9. Supervise the job performance of the General Manager and Business Manager.
10. Make the books and records of WPOA, including financial records, open to and reasonably available for examination by an Owner, or a person designated in writing signed by the owner as the owner's agent, attorney, or certified public accountant. An Owner is entitled to obtain from the association copies of information contained in the books and records. Tex. Prop. Code, Sec. 209.005 (c).
11. Adopt a records production and copying policy that prescribes the costs WPOA will charge for the compilation, production, and reproduction of information requested. Tex. Prop. Code, Sec. 209.005 (i).
12. Charge the budget and finance committee to assist in the preparation of the annual proposed budget. The annual proposed budget is to be finalized and submitted to the Board for action by the end of November each year.

**ARTICLE V**

**BOARD OF DIRECTORS: NOMINATION AND ELECTION OF DIRECTORS**

Section 1. All applicable Property Association State laws will be followed in all Wildwood Property Owners Association elections.

Section 2. Nominations

1. Nomination of candidates for election to the Board shall be made only by a Nominating Committee, which shall be appointed by the Board prior to each annual meeting and which shall serve from the close of such annual meeting to the close of the next annual meeting. The Nominating Committee shall solicit candidates for election. Write-in candidates are not permitted.
2. The Nominating Committee shall consist of five members. The outgoing committee may select one of its members to serve on the committee for the following year. No member may serve more than two terms. Board members may not serve on this committee.
3. Eligibility of Candidates:

Candidates must be WPOA Owners. All candidates must file for candidacy before or no later than 12:00 p.m. of December 31 each year.

1. The list of candidates, with their one page letter of intent (i.e.: work experience, community service, education and personal information), shall be contained in a sealed envelope, which shall be presented to the Election Committee Chairperson (at the regular January Board Meeting) by the Nominating Committee chair and designated representative in the same sealed envelope. There shall be no disclosure prior to this time of the candidates names. The members of the Election Committee will open the sealed envelope containing letters of intent and announce the candidates’  names to the Board at the January Board meeting in open session and such committee shall proceed with the preparation of the ballots, and the planning and conduct of the election. Once candidate names have been announced, no candidate may withdraw. Announcement of candidates constitutes candidates name being placed on official Board of Directors election ballot.
2. A draw by numbered slips of paper shall determine place on the ballot. Each candidate will draw for a position on the ballot. Once this is complete, the Election Committee chairperson will have each candidate sign and date by their name indicating their approval for their position on the ballot.

Section 3. Election

Election of Directors shall be by written ballot as hereinafter provided to voters. A voter shall be an Owner. Tex. Prop. Code, Sec. 209.0059 (a).

1. Each voter will receive, by mail (regular or electronic), one ballot of his/her class, which shall:
2. Provide the names of the candidates.
3. Each voter will vote for three (3) different candidates. Voters shall not vote for the same candidate. No cumulative voting is allowed.
4. The three (3) candidates receiving the most number of votes will be the (3) three new Board members.
5. The candidate receiving the highest number of votes will receive the lowest number position being elected.
6. The candidate receiving the next highest number of votes will receive the next lowest number position being elected.
7. The candidate receiving the next highest number of votes will receive the next lowest number of votes being elected.
8. Should there be a tie for any position the tie will be settled in a one week runoff with a final vote (one vote per Owner) on the next Friday after the Annual Meeting.  This vote will be in person at the Mill House from 8:00 am to 11:59 am. The winner (candidate with the most votes) will be announced on the following Monday.
9. Written and signed ballots are not required for WPOA uncontested races. Tex. Prop. Code, Sec. 209.0058 (c). In the event only three persons submit letters of intent to the Nominating Committee for the election, there will not be an election as uncontested races are not required.
10. Candidate ballots shall be prepared and mailed by the Election Committee to each voter at least fifteen (15) days in advance of the Annual Meeting date or Special Meeting called for elections only. Completed ballots must be received by the WPOA Election Committee at P.O. Box 368, Village Mills, TX 77663, by 11:00 a.m. the Friday (received, not postmarked) before the Annual Meeting in February or as specified for special meeting elections.
11. Homeowner mail-outs will contain ballots only. Candidate letters of intent will be posted at the Mill House, the WPOA office, and will be available on-line at [www.wild woodresortcity.com.](http://www.wildwoodresortcity.com/) Non-homeowner mail-outs will contain ballot and candidate's letter of intent.
12. The following instructions shall accompany the mailed ballot:
13. Any vote, which is limited or restricted in any way, is invalid and will not be counted.
14. Mark your ballot, sign ballot, fold and place in self-addressed return envelope and seal. Clearly print your name and address in the upper portion of the self-addressed return envelope on the lines provided. Your name and address must be the same as on the ballot packet mailed to you. It must match the qualified voter list on file with WPOA. Failure to match may disqualify the vote.
15. Return by U.S. mail to the Election Committee, P.O. Box 368, Village Mills, TX 77663. The Election Committee will not accept envelopes without sufficient postage.
16. Provision for lost ballot. There will be only one ballot issued to each Owner. It must be returned by mail. If ballot is lost, the Owner may request a replacement ballot.
17. Procedure for Receipt of the ballot:
18. The Election Committee representatives, will pick up ballots at the post office and place a rubber band around the ballots. The ballots will be placed in a locked box. In the event the first locked box becomes full, a second locked box will be used.
19. An Election Committee member will receive all remaining ballots at the U. S. Post Office at 11:00 a.m., the Friday before the Annual Meeting in February and the Committee will then proceed to open the returned envelopes, count the votes and tally them on a prepared form.
20. The WPOA Office will provide the Election Committee a verified voter list after the final ballot pick up at the post office.
21. The election results shall be announced at the meeting by the Chairperson of the Election Committee and the tabulated results presented to the Secretary for recording as a permanent record. A copy of the results shall be presented to each Board member, the General Manager and any newly appointed Board members.

**ARTICLE VI**

**BOARD OF DIRECTORS: MEETINGS**

Section 1. Regular Meetings

The Board shall meet regularly each month on a day and at a time to be set by the Board; however, any such monthly meeting may be dispensed with by the Chairperson for good and sufficient reason.

Section 2. Special Meetings

Special meetings shall be called by the Chairperson as he/she deems necessary and must be called by the Chairperson at the request of any WPOA officer or any two Directors.

Section 3. Notice

Notice of each regular or special meeting shall be given to Owners by mail not later than the 10th day or earlier than the 60th day before the date of the meeting or at least one-hundred (144) hours before the start of a regular Board meeting and at least seventy-two (72) hours before the start of a Special Board meeting by posting the notice in a conspicuous manner reasonably designed to provide notice to the members as provided by Texas Property Code, Chapter 209 .0051 (e) (2) and any amendment thereto. Written notices shall be addressed to the Member's address last appearing on the books of WPOA, or supplied by such Member to the Association for the purpose of notice. All notices shall specify the place, day, hour of the meeting, and general subject of a regular or special board meeting including a general description of any matter to be brought up for deliberation in executive session.

Section 4. Open Meetings and Agenda

Regular and special Board meetings must be open to owners, subject to the right of the board to adjourn a Board meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with WPOA’s attorney, matters involving the invasion of privacy of individual owners, or matters that are to remain confidential by request of the affected parties and agreement of the Board. Following an executive session, any decision made in the executive session must be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual owners, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary must include a general explanation of expenditures approved in executive sessions. Tex. Prop. Code, Sec. 209.0051 (c).

Meeting agenda outline will include but not be limited to the following:

Meeting Called to order Chairperson

Approval of minutes Secretary

Approve expenditures and accounts Board

Financial/Income report Business Manager

Meeting adjourned Chairperson

Request for matters to be placed on the agenda for regular meetings of the Board of Directors shall be made in writing, no later than two (2) weeks before the regular meeting of the Board at which the matter is to be considered.

The WPOA Board of Directors may meet by any method of communication, including electronic and telephonic, without prior notice to owners, if each Director may hear and be heard by every other Director, or the board may take action by unanimous written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate Board action. Any action taken without notice to Owners must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special Board meeting.

Section 5. Quorum and Voting

Five (5) WPOA Directors shall constitute a quorum. All Board decisions must be made by the vote of a majority of a quorum of Directors. At any WPOA Board meeting, a majority of affirmative votes shall carry an item of business. Tie votes will result in defeat of an item of business.

Section 6. Other Meetings

The Board may not consider or vote on any of the following matters unless done so in an open Board meeting for which notice was provided to Owners:

1. fines;
2. damage assessments;
3. initiation of foreclosure actions;
4. initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety;
5. increases in assessments;
6. levying of special assessments;
7. appeals from a denial of architectural control approval; or
8. a suspension of a right of a particular owner before the owner has an opportunity to attend a board meeting to present the owner's position, including any defense, on the issue.
9. lending or borrowing money;
10. the adoption or amendment of a dedicatory instrument;
11. the approval of an annual budget or the approval of an amendment to an annual budget;
12. the sale or purchase of real property;
13. the filling of a vacancy on the board;
14. the construction of improvements other than the repair, replacement, or enhancement of existing capital improvements; or
15. the election of an officer. (Tex. Prop. Code, Sec. 209 .0051 (h) (87 - 101).

**ARTICLE VII**

**WPOA OFFICERS: QUALIFICATIONS, POWERS AND DUTIES**

Section 1. General Manager (President)

The General Manager shall not be a member of the Board and need not be a WPOA Owner. He/she shall administer and supervise the business operation of the WPOA in conformance with Texas law, the WPOA Dedication and Restrictions, the WPOA Articles of Incorporation, these Bylaws, WPOA rules and regulations, and the stated policies of the WPOA Board of Directors. His/her duties shall include but not be limited to:

* 1. Employing and discharging, as necessary, all WPOA employees except officers, recommending salaries, prescribing job responsibilities and requirements, and terms and conditions of employment; however, before employing or discharging department managers he/she shall inform the Board of his/her contemplated action. Employment and salaries must be within budgetary limits.
	2. Supervising the work of WPOA employees in the performance of their duties.
	3. Consulting regularly with all Committee Chairpersons and keeping the committees informed of all matters within the areas of their concern.
	4. Signing all promissory notes with the Treasurer and signing all deeds, mortgages, leases, and other documents authorized by the Board, with such co-signers as the Board shall require.

Section 2. Business Manager

The Business Manager shall not be a member of the Board and need not be a WPOA Owner. His/her duties shall include but not be limited to:

1. Receiving all monies of the WPOA which he/she shall deposit in insured bank accounts or invest as directed by the Board, and disbursing the same as directed by the Board, except that prior approval shall not be necessary for disbursements made in the ordinary course of business within approved budget limits.
2. Signing all checks and, when required by the Board, co-signing, with the General Manager any documents authorized by the Board.
3. Keeping proper books for accounts.
4. Causing an annual audit and/or review to be made at the completion of the fiscal year by a Certified Public Accountant upon request by the Board of Directors.
5. Assisting in the preparation of the proposed annual budget.
6. Facilitate Certified Public Accountant in preparing annual balance sheet and income statement to be presented by the CPA at the annual meeting.
7. Presenting a financial report to the Board at each regular monthly meeting, which shall contain such facts and figures as the Chairperson of the Board shall instruct him/her to present.
8. Performing such other duties as may be required by the Board, the General Manager, or bylaws.

Section 3. Absence/Vacancy

In the event any officer, because of absence or incapacity of any kind, is unable to perform any of the duties of his/her office, or in the event of a vacancy of any office, the Chairperson of the Board may designate some other person to perform such duties during such time or until such vacancy is filled by the Board.

**ARTICLE VIII**

**COMMITTEES**

Section 1. Appointment

The Chairperson of the Board, with approval of a majority of the Board, shall appoint the following Standing Committees :

Budget and Finance

Nominating

Election

Golf

Lakes

Parks

Streets and Utilities

Long Range Planning

Architectural Control

The Chairperson may also appoint such other committees, either standing or AD HOC, as deemed necessary. All committee members must be Owners in good standing.

Standing Committee members can serve only two (2) consecutive terms, and immediate family members cannot serve together on committees. Also, no one person can serve on more than two (2) committees at the same time.

Section 2. Standing Committees

The Budget and Finance committee shall consist of at least five (5) Owners and no more than seven (7) Owners, each serving a three-year term. All other standing Committees shall consist of no more than (5) five Owners, each serving a three-year term, except Nominating Committee members. The method of selection of the Nominating Committee is set out in Article VIII, Section 8 (e) (Specific Instructions for Standing Committees; Nominating Committee), hereof.

Except as otherwise specifically provided in this Article, no Board member shall serve on any Standing Committees. At its first meeting following the annual meeting each year the Board shall appoint Owners to fill vacancies on all existing committees except the Nominating Committee; for new committees it shall appoint one (1) member for a one-year term, two (2) members for a two-year term, and two (2) members for a three-year term. AD HOC committees shall consist of such Owners and exist for such periods of time as the Board shall determine at the time any such committee is formed.

Section 3. Vacancy

When a committee has a vacancy, the Nominating Committee shall request that Owners interested in serving on the specified committee should submit their names and letters of intent to the Nominating Committee. Vacancies will be posted at the Mill House, the WPOA Office, and will be available on-line at www.wildwoodresortcity.com. The Nominating Committee shall, then, submit the names of interested candidates to the Board of Directors for each vacancy on each committee resulting from the expiration of a member's term. Whenever a vacancy occurs for any other reason, the same procedure shall be followed at the earliest possible date.

Section 4. Election of Chairperson, Vice-Chairperson and Secretary

At the first meeting of each committee following the appointment of the new members, a Chairperson, Vice-Chairperson, and Secretary shall be elected. The Secretary shall keep the minutes of each meeting and promptly submit a copy thereof to the General Manager.

Section 5. Meetings

Each committee shall meet at least one time annually on a date and time and at a place to be set by each committee chairperson and approved by the General Manager who shall publish annually the schedule of committee meetings and the names of committee members. Special meetings may be called by the Chairperson. Committee Chairpersons may appoint subcommittees as they deem necessary .

Section 6. Attendance by General Manager

At the request of the committee Chairperson, the Facilities General Manager will attend the committee meeting to disseminate current information concerning WPOA matters and be available for advice on matters of administration.

Department managers shall also be present as the committee chairperson may desire.

Section 7. Duties

Generally, it is the duty of each committee to discuss and analyze the problems within its area of concern. Such matters may originate within the committee or be suggested by other WPOA Owners or submitted by the Board for committee discussion and recommendation. Should Board action be desired on any committee recommendation, such item must be starred in the committee minutes for the attention of the Board. The Board's action thereon shall be reported back to the committee. The committees, when required by the Board, shall assist in communicating Board or administrative action or policy to the members . All committees shall perform such duties as are set out herein and such further duties as the Board may authorize in the future.

Section 8. Specific Instructions for Standing Committees

1. Budget and Finance Committee

At least two (2) members and no more than three (3) members of the budget and finance committee shall be Board members. It shall assist in the preparation of the annual proposed budget; recommend the final proposed budget for Board action. It shall perform a monthly review of the monthly financial statement. It is to cooperate with the Long Range Planning Committee on long-term plans, which may require financial support.

1. Election Committee

This committee shall work with designated WPOA office personnel in the preparation and distribution of ballots. It shall be responsible for the counting and tallying of the votes and announcing the results of the election.

1. Golf Committee

The primary concerns of this committee are the golf program and facilities and the equitable use of the course by owners, non-owners, and all golf associations.

1. Lakes Committee

The concerns of this committee are with impoundments of water, spillways, fish, wildlife preservation and control; boating, public docks, boat launching, angling; and the appearance, maintenance, and proper usage of the lake.

1. Nominating Committee

Four members of this committee shall be appointed annually by the Board to serve from the close of one annual meeting to the close of the next annual meeting and one member, selected by the outgoing committee, shall serve one additional term for the purpose of continuity . The Committee shall meet at the call of its Chairperson or as directed by the Board. The procedure to be followed for nomination of Board members is set out in Article III, Section 5, (Board of Directors: Qualifications, Number, Term of Office, Attendance at Meetings, and Vacancies; Attendance at Meetings); and Article V, Section 1, (Board of Directors: Nomination and Election of Directors; Nominations); hereof. This committee shall also submit to the Board for approval at the first meeting following the annual meeting owner names with their letter of intent for each non-Board member opening on the Standing Committees . The Board may appoint from such roster or otherwise. With respect to each committee, the committee chairperson and each candidate must be notified as soon as possible by the Board Chairperson of all appointments to that committee. No letter of intent file is to be retained by the Nominating Committee but shall be kept in the WPOA office.

1. Parks Committee

The concerns of this committee are the appearance, maintenance and proper usage of the parks, which includes Rogers Park, beach, campgrounds, children's playground, Picnic Island, beach pavilion and any future park developments.

1. Long Range Planning Committee

One member of this committee shall be a Board member, one a former Board member, and the General Manager. This committee shall study all areas of major concern to the WPOA in the future development of Wildwood. A five-year plan shall be maintained.

1. Streets and Utilities Committee

The concerns of this committee are roads, streets, parking, traffic, street lighting, sanitation, drainage and water distribution.

1. Architectural Control Committee

The purpose of the Architectural Control Committee is to maintain general harmony of construction in Wildwood Resort City, assure conformity with the natural surroundings, and to implement provisions of the applicable deed restrictions.

The architectural guidelines are for the protection and wellbeing of all Wildwood Owners. For the protection and assurance of quality and safe building, WPOA has adopted the Southern Standard Building Code, Southern Standard Plumbing Code, and National Electrical Code. In addition to the National Electrical Code, WPOA requires an outside disconnect on all new construction. All new construction will be required to meet the above codes with no exception. Interior remodeling plans do not have to be submitted to the committee for approval.

No building or other structure shall be erected, placed or altered on any lot and/or tract until the complete construction plans, specifications and a plot plan, in duplicate, showing the location of the structures, have been submitted and approved in writing by the Architectural Control Committee. NO construction shall begin until a building permit has been obtained from WPOA and posted. All construction, whether new, alteration, or replacement must meet the building requirements and restrictions in place at the time of the proposed work.

Any outside construction that adds value to the property, i.e., decks, fences, garages, carports, driveways and outbuildings, will require approval from the Architectural Control Committee. After approval by ACC, the owner is required to contact the Administration Office for any permits that may be required.

Specific deed restrictions are outlined in detail in the WPOA Dedication and Restrictions.

The General Manager shall be a member of the Architectural Control Committee. No building or other structure shall be erected, placed, or altered on any lot until the construction plans and specifications and a plot plan, showing the location of the structures, have been approved by the Architectural Control Committee in writing .

**ARTICLE IX**

**RIGHTS OF OWNERS: VOTING**

Section 1. Entitled to Vote

Shareholders of each class, both Class A and Class B, shall be entitled to one vote regardless of number of lots owned. There shall be only one ballot issued to each Shareholder.

Proxy votes will not be accepted for the election of the Board of Directors and amendments that appear on the ballot. The Board, may in its discretion, utilize electronic or absentee ballots.

Proxy votes will be accepted for the annual meeting or special meetings regarding changes in the Articles of Incorporation and/or amendments as provided in the Bylaws (Article 14, Section 2, a. and b. Amendments). Return Annual Meeting Proxy by mail to Board of Directors' Secretary, WPOA, P.O. Box 903, Village Mills, TX 77663.

Owners will vote annually Director vacancies.

Section 2. Term For Voting by Proxy for Annual Meeting

Each member desiring to vote by proxy must make such designation in writing subscribing same and naming the person to exercise the proxy and returning said proxy by mail to the Board of Directors' Secretary so that the proxy is on file for not less than 24 hours prior to the meeting. Appearance in person at such meeting shall automatically void the proxy.

**ARTICLE X**

**RIGHTS OF OWNERS: EASEMENT OF ENJOYMENT OF THE COMMON PROPERTIES**

Section 1. Right and Easement of Enjoyment

As provided in the Declaration, every Owner in good standing shall have the right and easement of enjoyment in and to the Common Properties, subject to clarification by the Board and to the restrictions and conditions set out therein and in Article IV, Section 1, (Board of Directors: Right of Assessment, Powers and Duties; Right of Assessment) hereof, and the rules and regulations which may be adopted by the Board and which are not in conflict with the provisions of the Declaration or the Articles of Incorporation.

Section 2. Delegation of Right of Enjoyment

Every person who is an Owner in good standing may, each year, delegate his right of enjoyment in the Common Properties to the members of his/her family, as defined herein, without loss of such right himself/herself. The rights and privileges of such persons are subject to WPOA rules, regulations, and these bylaws.

**ARTICLE XI**

**RIGHT OF OWNERS: BUDGET AND ASSESSMENT INCREASE**

Section 1. Budget and Assessment Increase

The proposed WPOA budget for the next calendar year will be available for all Owners inspection and review prior to final Board approval. The Owner inspection and review is at the discretion of the Board.

Section 2. Assessments

1. The owner's assessment may be increased yearly by the WPOA Board of Directors only after a meeting duly called by the Board to discuss operating capital expenditures and reason for need of assessment increase.
2. Assessment increases and owner's maximum assessment are limited and/or restricted per the following schedule:

Class A (Homeowner Assessment Schedule)

Category

 Maximum Assessment General Maintenance Assessment $120.00 per month

Capital Improvement Assessment $30.00 per month

Class B (Non-Homeowner Assessment Schedule)

Category

 Maximum Assessment

General Maintenance Assessments $30.00 per month

Capital Improvement $10.00 per month

Water Usage Assessment Based on consumption

Sewer Usage Assessment Based on consumption

Garbage Pickup Assessment Based on contractor’s price

Section 3. Maximum Assessment.

To increase the maximum permissible amounts in the various assessments beyond those set forth above, the affirmative vote of 51 percent of the Owners of either class present at an annual or special meeting called for such purpose and voting in person upon such amendment shall be required. Quorum for this meeting shall be ten percent as required by Article XII, Section 4 (Quorum).

Section 4. Special Assessments.

Special assessments, as provided for in Article IV, Section 1 (c) (Board of Directors: Right of Assessment, Powers and Duties; Right of Assessment) hereof, may be authorized only by a vote of the Owners as defined in Article 1, Section 10 (Definitions; Member). Voting procedures shall be as provided for a maximum assessment increase, including all of the provisions of Section 3, (Maximum Assessments) above.

**ARTICLE XII**

**MEETINGS OF OWNERS**

Section 1. Annual Meeting

The regular annual meeting of the Owners shall be held on the second Saturday of the month of February in each year, at the hour of 2:00 p.m. The purpose of the annual meeting is to elect directors, increase maximum assessments in accordance with the Bylaws, amend the Articles of Incorporation, and conduct any other business authorized by the Board of Directors or a majority of the Members.

Section 2. Special Business Meetings

Special meetings of the Owners for any purpose, including those provided for in the Declaration and the Articles of Incorporation, may be called at any time by the Chairperson of the Board as he/she shall deem necessary and must be called by the Chairperson at the written request of two or more Members of the Board, or Members who jointly have the right to cast one-fourth of all the votes of the entire membership.

Section 3. Notice

Notice of all meetings shall be given to Owners by mail not later than the 10th day or earlier than the 60th day before the date of the meeting Written notices shall be addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to WPOA for the purpose of notice. All notices shall specify the place, day, hour of the meeting, and general purpose of the meeting.

Section 4. Quorum

Except as otherwise expressly provided for herein for voting, in order to conduct business at any meeting, a quorum of at least ten percent (10%) (in person, by proxy, by absentee or electronic ballot) of the shares represented by the Members of each class shall be required for the conduct of business. In order to carry and be adopted, any item of business shall require the majority vote of the shares of the Members representing each class at such meeting, whether in person, by proxy, by absentee or electronic ballot).

Section 5. Methods of Voting

Voting by the Owners on any question shall be by signed and written ballot. Tex. Prop. Code, Sec. 209.0058 (a).

Section 6. Ballot

The submission of a ballot by an Owner constitutes an appearance by that Owner at the meeting for the purpose of the issue stated in the ballot.

**ARTICLE XIII**

**CORPORATE SEAL**

Section 1. Description

The WPOA shall have a seal in circular form having within its circumference the words: WILDWOOD PROPERTY OWNERS ASSOCIATION SEAL.

**ARTICLE XIV**

**AMENDMENTS**

Section 1. The provisions of these Bylaws may be amended at any time by a majority of the Board of Directors of WPOA with the exception of:

1. any amendment to the Bylaws changing the number, make-up, or terms of the Board of Directors; and
2. any amendment to increase the maximum permissible amount of the various assessments in Article XI.

Section 2. In the case of an amendment to the Bylaws under either 1 or 2 above, the affirmative vote of 51 percent of the Owners of either class present at an annual or special meeting called for such purpose and voting in person upon such amendment shall be required. Quorum for this meeting shall be ten percent (10%) as required by Article XII, Section 4 (Quorum).

**ARTICLE XV**

**MISCELLANEOUS**

Section 1. Any officer, Director or employee who is a director, officer or employee of, or in any other manner affiliated with, any individual, group, association, partnership, corporation, joint venture or other organization (collectively "Affiliated Entities") which transacts any business with WPOA shall not be disqualified by reason of that affiliation from participating with respect to the authorization, execution, delivery or performance of any contract between WPOA and the Affiliated Entity, provided that such person's affiliation is disclosed in writing to the Board of WPOA before the Board's authorization of any such contract and provided further that the Board of WPOA determines that the contract is on terms which are competitive with services available from similarly qualified persons or firms.

Section 2. The Board of Directors or officers shall enter contracts or other commitments as agents for WPOA without personal liability for any such contract or commitment.

Section 3. No Director of WPOA shall be liable to any person, business entity or other enterprise for any action taken pursuant to the restrictions or bylaws of WPOA, and the acceptance by any part of a deed to any property within Wildwood shall constitute such party's covenant and agreement that such liabilities shall not exist. WPOA shall further indemnify any Director, officer, agent or employee, or former Director, officer, agent or employee of WPOA, or any person who may have served at its request, as a Director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against expenses actually and necessarily incurred by such person and any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which such person is made a party by reason of being or having been such a Director, officer or employee (whether or not a Director, officer, agent or employee at the time such costs, or expenses are incurred by or imposed upon such person) except in relation to matters as to which such person shall be adjudged in such act ion, suit or proceeding, to be liable for gross negligence or willful misconduct in performance or such person's duty. WPOA may also reimburse to any Director, officer or employee, the reasonable cost of settlement of any such action, suit or proceeding, if it shall be found by a majority of the committee of the Directors not involved in the matter in controversy, whether or not a quorum, that it was to the interest of WPOA that such settlement be made and such Director, officer or employee was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer, agent or employee may be entitled by law or under any by-law, agreement, vote of members, or otherwise.

Section 4. These Bylaws are set forth to comply with the requirements of the Texas Business Organization Code and Texas Property Code.

Section 5. WPOA is not organized for profit. No member, member of the Board or person from whom WPOA may receive any property or funds shall receive or shall be lawfully entitled to receive pecuniary profit from the operation thereof, and in no event, shall any part of the funds or assets of WPOA be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the Board may, from time to time, be reimbursed for his or her actual and reasonable expenses incurred in connection with the administration of the affairs of WPOA.

Section 6. If any part of these bylaws shall be held invalid or inoperative for any reason, the remaining parts, as far as possible and reasonable, shall be valid and operative, and effect shall be given to the intent manifested in the portion held invalid or in operative.

Section 7. CONTROLLING PROVISION.

In the event of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; in the event of any conflict between the Declaration and these Bylaws the Declaration shall control; and in the event of a conflict between the Declaration and Articles of Incorporation, the Declaration shall control.

I further certify that I am the duly elected, qualified and acting Secretary of the Association and these Amended and Restated Bylaws of Wildwood Property Owners Association were approved at a meeting of the Board of Directors of the Association, by at least a majority vote of a quorum of the Board members being present and remaining throughout, and being duly authorized to transact business.

 **Wildwood Property Owners Association**

 By:

 Printed:

 Its: Secretary

THE STATE OF TEXAS §

 §

COUNTY OF HARDIN §

 §

COUNTY OF TYLER §

 BEFORE ME, the undersigned notary public, on this \_\_\_ day of \_\_\_\_\_\_\_\_\_, 2021 personally appeared \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Secretary of Wildwood Property Owners Association, known to me to be the person whose name is subscribed to this instrument, and acknowledged to me that he/she executed the same for the purpose and in the capacity herein expressed.

Notary Public in and for the State of Texas