



# **By-Laws of Westwood Hills Ancient Oaks Property Owners' Association By-Laws Approved - September 28th, 2022**

## **Article I – Name**

### **Section 1. Name**

The Name of this association shall be Westwood Hills Ancient Oaks Property Owners' Association, hereinafter referred to as the "POA".

## **Article II – Objective**

### **Section 1. Purpose**

The POA is formed for the purpose of protecting the personal property rights of all members, their families, and guests and for the rendering of such services as the Board of Directors shall deem practical and appropriate to the general welfare and within the limitations set forth in the By-Laws and in accordance with Texas Property Code, Title 11, Chapter 209.

### **Section 2. Authorized Activities**

To properly carry out the purposes outlined in Section 1, the Board of Directors may perform any or all the following activities.

- A. Handle the collection of the annual assessment for the maintenance fund, and any other additional assessments as proposed by the Board of Directors and approved by the eligible voting members of the POA.
- B. Administer and disburse the maintenance fund as well as other resources to provide for the maintenance and improvements of roads, streets, parkways, and other dedicated areas.
- C. Perform such services which in the judgment of the Board of Directors and within the guidelines of the restrictions, may be necessary and proper to protect the health and safety of the members and to keep the area neat, clean and in good order.

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- D. Enforce charges, restrictions, conditions, and covenants existing upon and created for the benefit of any property for which this POA renders service.
- E. Negotiate and administer contracts for any of the services approved by the POA membership or for which it is assigned responsibility, and for any function or service deemed by the Board of Directors to be in the best interest of the POA membership. In no event, shall the Board of Directors indebted the POA with any financial loan without two-thirds majority approval of the eligible POA voting members.
- F. Perform such other functions as are deemed necessary and expedient to the promotion of the welfare of the POA, including but not limited to the confirmation of the Board President's appointment of an Architectural Review Committee (ARC) to ensure conformance with the restrictive covenants.
- G. When in the best interest of the POA and approved by the eligible voting membership, the Board of Directors may acquire by donation, gift, purchase or other means, hold, enjoy, lease, operate, maintain, convey, sell, transfer, mortgage, or otherwise encumber, dedicate for public use, or otherwise dispose of real or personal property of any kind.
- H. Provide the necessary financial support of the POA operation through handling of the annual assessment from each property owner in Westwood Hills Ancient Oaks Subdivision, and such additional assessments as may be necessary or required in the furtherance of the purpose of this POA as determined by the Board of Directors and approved by the eligible voting members of the POA.

## Article III – Membership

### Section 1. Mandatory Membership

Membership in the POA will be mandatory for all persons who are owners of real property in the Westwood Hills Ancient Oaks Subdivision as set forth in the Declaration of the Covenant of Restrictions.

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## Section 2. Number of Members

A husband and wife joint tenancy, or joint tenancy, or tenants in common, individuals, partnerships, trust(s), corporations, LLCs, or any entity owning property in Westwood Hills Ancient Oaks Subdivision shall be considered as one member and entitled to one (1) vote regardless of the size or number of tracts owned. An exception to this will be in the case of a property owner who owns more than one taxable property that is not adjacent to their main taxable property, in which case they will have one (1) vote per taxable parcel of property and will pay one (1) assessment fee per each taxable parcel of property.

## Article IV – Dues and Assessments

### Section 1. Financial Obligation

- A. The annual dues of each property owner shall be in such amount as established annually by the Board of Directors and approved by the eligible POA voting members at the Annual POA meeting.
- B. Dues are assessed on an annual basis from January 1st to December 31st of each year.
- C. Dues notices shall be issued to every POA member each year on or about February 1<sup>st</sup> from the Treasurer by both postal mail and email.
- D. It is the property owner's responsibility to update a valid e-mail address and register it with the POA.
- E. Dues and assessments for new property owners during a billing year will be prorated from day of closing on the property.
- F. Annual dues are considered due upon receipt of notice but not considered delinquent until after December 31st. Becoming delinquent will result in a fine determined by the Board of Directors in accordance with Texas Law.

### Section 2 Additional Assessments

- A. It is possible that on an occasion the POA may have specific financial needs requiring an additional assessment. If an additional assessment is



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approved by the eligible POA voting members, each property owner is obligated to share in the financial obligation.

- B. Any additional assessment shall require a two-thirds majority approval of the eligible POA voting members for adoption.

## Section 3. Non-Payment of Financial Obligations

Any member who becomes delinquent in the payment of current annual dues or additional assessments against such member's property shall forfeit their voting rights until such dues / assessments are brought current. Failure to pay annual dues / assessments will result in a fine. The amount of the fine will be determined by the Board of Directors in accordance with Texas law.

## Section 4. Delinquent Payment Plan

To work with property owners that become delinquent on annual dues or additional assessments, the POA offers payment plans. Plans are constructed on an individual basis with agreements on amount due and circumstances without accruing additional monetary penalties. Payment plans may include reasonable costs associated with administering the payment plan or interest.

- A. The POA is not required to enter a payment plan with an owner who failed to honor the terms of a previous payment plan during the two years following the owner's default under the previous payment plan.
- B. Members may not enter a payment plan more than once in any 12-month period.
- C. Payments received under a payment plan shall be applied to the outstanding balances in accordance with the Texas Property Code, Title 11, Section 209: Priority of Payments.

## Article V – Meetings of POA Membership

### Section 1. Annual Meetings

There shall be an annual meeting for the membership on a Saturday between May 1<sup>st</sup> and August 1<sup>st</sup> of each year at the time and place to be designated by the Board of Directors, provided that the specific place shall be within a ten-mile radius of Westwood Hills Ancient Oaks Subdivision.



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## Section 2. Special Meetings

Special meetings of the membership may be called by the POA President, or by any group of members holding not less than 25% of the eligible votes entitled to be at such meetings.

## Section 3. Meeting Notices

- A. Notice of any meetings of the membership shall state place, day, and hour of the meeting, whether it is a regular or special meeting, and if the latter, the reason for which the meeting is called.
- B. For an election or vote taken at a meeting of the POA membership, not later than the 10<sup>th</sup> day or earlier than the 60<sup>th</sup> day before the date of the election or vote, the Board of Directors shall give written notice of the election or vote to each member of the POA for purposes of a POA membership election or vote.

## Section 4. Quorum

At any meeting of the membership, twenty-five percent (25%) of the eligible voting members present in person or by proxy shall constitute a quorum for the transaction of business. A majority of the votes cast by eligible voting members at such meetings shall be the act of the members and shall bind the POA. For issues which have been defined in advance notices, ballots in writing may be submitted to the President, Vice President or Secretary/Treasurer and counted if submitted before the time of the meeting.

## Article VI – Membership Voting

### Section 1. Voting Methods at Meeting

- A. Eligible POA voting members may cast a vote or ballot:
  - 1. In Person at any POA meeting of the membership.
  - 2. By Proxy.
  - 3. Absentee Ballot or Electronic Ballot.
  - 4. Signed written ballot.

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**B. Proxy Voting** - Eligible voting members may utilize a Proxy to represent them at any meeting of the membership and any voting at such meeting provided that such named Proxy is an eligible POA voting member.

1. No POA member may exercise more than two proxies at any meeting of the membership.
2. Existence of any proxy authorization shall be submitted to the President, Vice President or Secretary/Treasurer prior to the meeting being called to order and kept on file by the Secretary/Treasurer. Any eligible voting members may request to view the proxies at any time.

**C. Absentee or Electronic Ballots**

1. May be counted as an owner present and voting for the purpose of establishing a quorum only for items appearing on the ballot;
2. May not be counted, even if properly delivered, if the owner attends any meeting to vote in person, so that any vote cast at a meeting by a property owner supersedes any vote submitted by absentee or electronic ballot previously submitted for that proposal; and
3. May not be counted on the final vote of a proposal if the motion was amended at the meeting to be different from the exact language on the absentee or electronic ballot.
4. A nomination taken from the floor in a board member election is not considered an amendment to the proposal for the election.
5. An Absentee Ballot must include all the following:
  - a. An absentee ballot that contains each proposed action and provides an opportunity to vote for or against each proposed action.
  - b. Instructions for delivery of the completed absentee ballot, including the delivery location.
  - c. Have the following language: "By casting your vote via absentee ballot you will forgo the opportunity to consider

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and vote on any action from the floor on these proposals, if a meeting is held. This means that if there are amendments to these proposals your votes will not be counted on the final vote on these measures. If you desire to retain this ability, please attend any meeting in person. You may submit an absentee ballot and later choose to attend any meeting in person, in which case any in-person vote will prevail."

6. An Electronic Ballot means a ballot given by email.
- D. Required Signed Written Ballots** - A vote cast by an eligible POA voting member must be in writing and signed by the member if the vote is cast:
1. Outside of a meeting.
  2. In an election to fill a position on the board.
  3. On a proposed adoption or amendment of a dedicatory instrument.
  4. On a proposed increase in the amount of a regular assessment or the proposed adoption of an additional assessment.
  5. On the proposed removal of a board member.
- E.** Electronic votes cast constitute written and signed ballots.
- F.** In a POA election, written and signed ballots are not required for uncontested races.

## **Section 2. Ballots in Lieu of Special Meetings**

- A.** At the option of the Board of Directors, a main ballot may be submitted via mail or email to the eligible POA voting membership in lieu of calling a special meeting.
- B.** Ballots in lieu of Special Meetings will require Signed Written Ballots described above in Article VI, Section 1.D.
- C.** For an election or vote of POA members in lieu of calling a special meeting, the Board shall give notice of the election or vote to all members entitled to vote on any matter under consideration. The notice



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shall be given not later than the 20th day before the latest date on which a ballot may be submitted to be counted.

- D. No votes will be counted as valid if received or post marked after the due date of return has passed.
- E. The Board of Directors shall issue the voting results to the POA membership within 72-hours after the stated balloting date has been accomplished.
- F. Electronic votes cast constitute written and signed ballots.
- G. A ballot must include: each proposed action and provide an opportunity to vote for or against each proposed action and instructions for delivery of the completed ballot, including the delivery location.

## Section 3. Required Participation

The following minimum participation of the eligible voting members is required for an election to be certified:

- A. Amendments to the Declaration of Covenant of Restrictions requires 67% participation.
- B. Additional Assessments or a loan debt 67% participation.
- C. All other motions or elections require 25% participation.

## Section 4. Majority Vote

All voting decisions meeting the minimum participation requirements, require a simple majority (greater than 50%) of the votes cast by eligible POA voting members unless otherwise specified in the By-Laws to be certified and become the act of the Westwood Hills Ancient Oaks POA.

## Article VII – Board of Directors

### Section 1. Composition of Board

The Board of Directors shall consist of the following:

- A. Officers:
  - 1. President.

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2. Vice President.
  3. Secretary / Treasurer (NOTE: this position may be combined into one individual or can be two separate positions and individuals).
- B. Non-officer Members:**
1. Two Members at Large.

## Section 2. Nominations

All Board of Directors shall be nominated and elected by the eligible voting members of the POA at a membership meeting unless otherwise provided within these By-laws governing voting.

- A.** Within the written notice of the annual meeting, a request for nominations for open positions will be announced to the eligible voting membership.
- B.** Nominations for open positions will also be taken from the floor at the scheduled annual meeting.
- C.** No two offices shall be held by the same person at the same time, with the exception that the Secretary and Treasurer may be the same person.
- D.** Only members of the POA in good standing are eligible for nomination.

## Section 3. Elections

Election for open positions on the Board of Directors will be held at the annual POA meeting. For an election to take place the membership will be notified not later than the 10th day or earlier than the 60th day before the date of the election. Notices will be provided via email and postal mail.

## Section 4. Terms of Office and Compensation

- A.** The term of the President, Vice President, Secretary and Treasurer shall be three years and shall be elected on a staggered basis.
- B.** The term of Members at Large shall be two years and shall be elected on a staggered basis.
- C.** There is no limit to the number of consecutive terms a member may serve in any position.

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- D. Should any Board Member become disqualified or unable to serve during their term, the appointment of such Board Member shall immediately terminate. If the vacancy is that of the President, then the Vice President will move into the role of President. The Board of Directors shall appoint someone to fill the Vice President position until the next annual POA meeting. If the vacancy is that of any other board member, the Board of Directors may appoint someone to fill the position until the next annual POA meeting or may choose to leave the position vacant until the next annual POA meeting.
- E. No Board of Directors Member of the POA shall be compensated for their services as such.

## Section 5. Duties of the Board of Directors

- A. **President** - The chief duties of the President are to:
  - 1. Act as chief administrative officer of the POA.
  - 2. See that the basic policies, general activities, and programs that will further the goals and objectives of the POA are planned, formulated, and presented to the POA.
  - 3. See that the membership is kept fully informed of all membership meetings, Board of Directors meetings, the conditions, and operations of the POA.
  - 4. Preside over and attend all membership meetings and meetings of the Board of Directors.
  - 5. Appoint members of the Architectural Review Committee (ARC).
  - 6. Appoint a Web Site Administrator.
  - 7. Appoint a Communications Director.
  - 8. Appoint Others as deemed necessary to further the day-to-day activity of the POA.
  - 9. May appoint committee chairmen, committees or Task Forces as deemed appropriate to further the objectives of the POA.



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10. Sign letters, approve contracts, and documents necessary to carry out the will of the POA.
  11. Operate within the annual budget and see that the finances of the POA are reviewed at least annually by the Board of Directors and approved by the eligible voting membership at the annual meeting of the membership.
- B. Vice President** – The chief duties of the Vice President are to:
1. Assist the President.
  2. Perform such other duties as may be delegated to him/her by the President.
  3. Preside in the absence of the President at meetings of the membership and the Board of Directors.
  4. Assume the office of the President upon the President's resignation, death or incapacitation and shall complete the term until the next annual election.
- C. Secretary** – The chief duties of the Secretary are to:
1. Keep accurate minutes of all Member meetings of the POA.
  2. Keep accurate minutes of all Board of Director meetings.
  3. Provide a copy of all meeting minutes of Member meetings and Board of Director meetings to the Communication Director for dissemination to the POA membership within 5 business days of the meeting's conclusion.
  4. Maintain current membership records and voting rights.
  5. Maintain copies of all correspondence, contracts and preserve association history.
  6. Provide a list of POA members to the Board of Directors and Director of Communications.
- D. Treasurer** - The chief duties of the Treasurer are to:
1. Have a general understanding of accounting procedures.

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2. Prepare financial report for annual review.
  3. Prepare and assist the President in operating within the annual budget.
  4. Report at the annual meeting the financial status of the POA.
  5. Invoice all property owners' annual dues and additional assessments, record payments, and send past due notices.
- E. Member at Large** – The Chief duties of the Member at Large are to:
1. Have a working knowledge of the POA Governing Documents
  2. Attend all Board of Director meetings
  3. Participate and assist in all programs that will further the goals and objectives of the POA.

## Section 6. Committees, Task Forces, and Staff

- A.** The President shall appoint members of the Architectural Review Committee (ARC).
1. A person may not be appointed or elected to serve on an Architectural Review Committee if the person is:
    - a. A current board member.
    - b. A current board member's spouse.
    - c. A person residing in a current board member's household.
- B.** The President may appoint, subject to confirmation by the Board of Directors, Task Forces composed of POA members if deemed necessary.
1. Task Forces shall be of such size and shall have duties, functions, and powers as assigned by the President.
  2. The President shall be an ex-officio member of the Task Force and shall be notified of their meetings.
  3. As an ex-officio member, the President has all rights, responsibilities, and duties as any other member of the Task Force including voting rights.

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- C. No member of a Committee, Task Force, or Staff shall be compensated for their services as such.

## Section 7. Meetings of the Board of Directors

- A. **Quorum** - For the Board of Directors to conduct business at a Board meeting, there must be a majority of currently elected Board members present to constitute a quorum for the Board to consider any POA business and / or take any formal action.
- B. All regular Board meetings are to be held monthly with day, hour, and time posted on the POA website and mailed or emailed.
- C. A special meeting of the Board of Directors may be scheduled as the President deems appropriate provided POA members shall be given notice of date, hour, place, and purpose of meeting including an agenda.
- D. Notification of Scheduled or Special Board of Directors meetings.
  - 1. Notices shall be mailed and/or emailed to all members not later than the 10th day or earlier than the 60th day before the date of the meeting; or
  - 2. Notice can be provided at least 144 hours before the start of a regular Board meeting and at least 72 hours before the start of a special Board meeting by:
    - a. Posting the notice on the POA website and
    - b. Sending the notice by email to each POA member who has registered and email address with the association.
- E. All Board of Directors scheduled meetings and/or special meetings will be open meetings to the POA membership; however, the Board may adjourn to go into a closed executive session when necessary.
- F. The President will preside over the Board of Directors but will not vote except in case of a tie.
- G. All Board meeting will follow Robert's Rules of Order along with written minutes that record attendance, quorum status, and summary of discussions and motions including a general summary of any decisions



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made in executive session as well as a general explanation of expenditures approved in executive session. Minutes will be furnished to POA members within 5 business days.

## **Article VIII - Amendments**

### **Section 1. Declaration of Covenant of Restrictions**

Amendments/revisions may be made to the Westwood Hills Ancient Oaks POA Declaration of Covenant of Restrictions at any regular meeting, or special meeting called for that purpose, or by a special mail ballot under the guidelines of the POA By-Laws and Texas Property Code. The revisions shall be within the scope and prerogative authorized by the Texas Property Code. Such amendments/revisions shall be approved by a required participation of at least 67% of the eligible POA voting members and approval by a majority (greater than 50%) of those eligible POA voting members through signed or electronic ballots as prescribed by Texas law. The amended Declaration of the Covenant of Restrictions will be effective and binding and shall be filed in the Deed Records of Burnet County, Texas within 10 days of approval. The approved amended Declaration of Covenant of Restrictions shall also be filed with Texas Real Estate Commission (TREC) within 7 days of filing with Burnet County.

### **Section 2. POA By-Laws**

Amendments/revisions may be made to the Westwood Hills Ancient Oaks POA By-Laws at any regular meeting, or special meeting called for that purpose, or by a special mail ballot under the guidelines of the POA By-Laws and Texas law. The revisions shall be within the scope and prerogative authorized by the POA By-Laws and Texas law. Such alteration, amendments, or deletions of any of the By-Laws shall be approved by a required participation of at least 25% of the eligible POA voting members and approval by a majority (greater than 50%) of those of the eligible POA voting members casting votes. Approved amendments or deletions of any of the By-Laws will be effective and binding and shall be filed in the Deed Records of Burnet County, Texas within 10 days of approval. The amended By-Laws shall also be filed along with a Certificate of Management with the Texas Real Estate Commission (TREC) within 7 days of filing with Burnet County.

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## Article IX – Miscellaneous

### Section 1. Orderly Progression

Robert's Rules of Order will be used for orderly progression at all Westwood Hills Ancient Oaks POA meetings.

### Section 2. Reference Statute

Texas Property Code, Title 11, Chapter 209, is the reference statute for requirements in the Westwood Hills Ancient Oaks Declaration of Covenant of Restrictions and the POA By-Laws.

### Section 3. Adoption Date

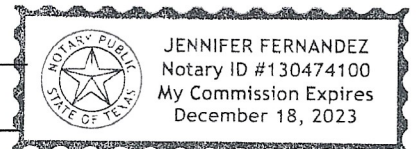
These By-Laws are duly adopted as the By-Laws of Westwood Hills Ancient Oaks POA on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Westwood Hills Ancient Oaks POA:

President [Signature]  
Vice President [Signature]  
Secretary/Treasurer [Signature]

This instrument was acknowledged before me the 29<sup>th</sup> day of September 2022, by J. Don McAlpin in the capacity of Secretary / Treasurer of Westwood Hills Ancient Oaks POA, Marble Falls, Texas

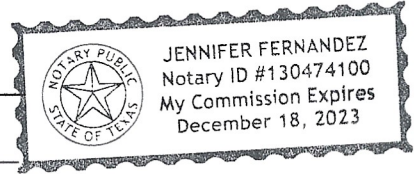
Notary Public, State of Texas [Signature]  
My commission expires 12/18/2023



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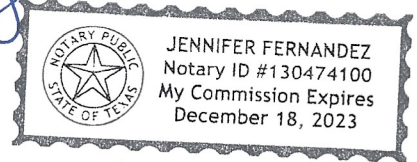
This instrument was acknowledged before me the 29<sup>th</sup> day of September 2022, by Stacey Duane Nobles in the capacity of Vice President of Westwood Hills Ancient Oaks POA, Marble Falls, Texas

Notary Public, State of Texas Jennifer Fernandez  
My commission expires 12/18/2023



This instrument was acknowledged before me the 30<sup>th</sup> day of September 2022, by Gurnie Nathaniel Barfield of Westwood Hills Ancient Oaks POA, Marble Falls, Texas in the capacity of President

Notary Public, State of Texas Jennifer Fernandez  
My commission expires 12/18/2023



FILED AND RECORDED  
OFFICIAL PUBLIC RECORDS

Janet Parker

Janet Parker, County Clerk

Burnet County Texas

9/30/2022 2:17:29 PM

FEE: \$86.00

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