

**BYLAWS OF
WOODCREEK HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I - MEMBERSHIP

Section 1. Incorporators. The members of the Woodcreek Homeowners Association, Inc. ("Association") shall be those persons who have signed the Articles of Incorporation as incorporators together with all persons who are hereafter received as members as hereinafter provided.

Section 2. Members. Persons who are owners of their primary residence in Woodcreek I and II, the streets of Southern Circle, Southern Court, Belvedere, Buckskin, and the 2100 Block of Cedar Circle shall become members of the Association upon payment of appropriate dues as set by the Board of Trustees.

Section 3. Membership. Each residence in Woodcreek I or II, the streets of Southern Circle, Southern Court, Belvedere, Buckskin, and the 2100 Block of Cedar Circle that is owned by a member(s) is entitled to one (1) membership in the Association. This membership grants to the homeowner(s) the right of one (1) vote on each separate matter requiring a vote of the members at general and special meetings of the Association. This one (1) vote may be split into two (2) one-half votes.

Section 4. Associate Members. Non-voting social privileges will be extended to non-homeowner residents of Woodcreek I and II, the streets of Southern Circle, Southern Court, Belvedere, Buckskin, and the 2100 Block of Cedar Circle and they will be called associate members upon payment of annual dues for associate members as set by the Board of Trustees.

Section 5. Certificate Nonassignable. The certificate of membership and the rights and privileges of a member shall not be assignable or transferable and will terminate with the sale of the member's house.

Section 6. Absentee Vote. A vote by a member may be made in person or by an absentee ballot.

Section 7. Boundaries. Only houses in the subdivisions of Woodcreek I and II as defined by the Deed Restrictions for these two subdivisions, along with those located on the streets of Southern Circle, Southern Court, Belvedere, Buckskin, and the 2100 Block of Cedar Circle, are eligible for membership in the Association.

ARTICLE II - GOVERNMENT

Section 1. Board of Trustees. The general management of the affairs of the Association shall be vested in the Board of Trustees, who shall be elected as provided in Article IV of these Bylaws. The Board shall consist of a President, a Vice-President, a Secretary, a Treasurer and three trustees.

Section 2. Officers. The officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer.

Section 3. President as Committee Member. The President shall be a member, ex officio, of all committees.

ARTICLE III - MEETINGS

Section 1. General Meetings of the Association. Each year a minimum of two general meetings of the members of the Association shall be held. One meeting shall take place in September to hold elections. All general meetings shall be held on a night that is convenient to the majority of the members. Notice of the time and place of the meetings shall be delivered to each member at least ten (10) days prior to the day of the meeting. This notice shall contain an agenda and details of any matters requiring a vote of the members.

Section 2. Special Meetings of the Association. Special meetings of the Association may be called by the Board of Trustees at any time or by an officer upon request of members representing ten (10) memberships to such officer made in writing. Notice of the meeting shall be delivered to each member at least seven (7) days prior to the meeting, and at such special meeting there shall be considered such business as is specified in the notice of the meeting

Section 3. Quorum for Meetings of the Association. At all meetings of the Association, either general or special, addressing questions requiring a vote of the members, there shall be a quorum present before the meeting may be called to order. A quorum shall consist of the memberships present and a majority of the members of the Board of Trustees. In the absence of the President and the Vice-President, a vote will be taken to elect someone from those members present to preside at that meeting.

Section 4. Lack of Quorum. If a quorum is not constituted by members present and the absentee votes brought to the meeting, the presiding officer will adjourn the meeting to a day and hour fixed by him/her.

Section 5. Order of Business. At all meetings of the Association, the order of business shall be as follows:

- a. Reading of minutes of prior meeting for information and approval.
- b. Reports of officers.
- c. Reports of committees.
- d. Election of officers and trustees (election meetings only).
- e. Unfinished business.
- f. New business.

Section 6. Meetings of the Board of Trustees. Meetings of the Board of Trustees shall be called by the President on his/her own initiative whenever in his/her judgment it may be deemed necessary, or by an officer upon request of any two (2) members of the Board of Trustees. Two (2) days notice of a meeting of the Board shall be given.

Section 7. Quorum for Board Meeting. A majority of the members of the Board of Trustees shall constitute a quorum.

ARTICLE IV - ELECTION OF TRUSTEES AND OFFICERS

Section 1. Nominations. Nominations may be made by any member of the Association. Those members nominated for President, Vice-President, Secretary, Treasurer and Trustee shall be placed on the ballot if they so desire. Each member nominated must be in good standing. There shall be only one (1) person from each household placed on the ballot in any one year.

Section 2. Notification of Members. Each member shall receive written notification of all nominations at least 10 days prior to the date of the election. An absentee ballot shall be included with this notification.

Section 3. Election of the Board of Trustees. The Board of Trustees, including the officers shall be elected by secret ballot. The President shall be the individual who receives the most votes for the office of President. The Vice-President shall be the individual who receives the most votes for the office of Vice-President. The Secretary will be the individual who receives the most votes for the office of Secretary. The Treasurer will be the individual who receives the most votes for the office of Treasurer. The three individuals nominated for the position of Trustee who receive the most votes shall be elected as Trustees.

Section 4. Installation of Officers and Trustees. All newly elected officers and trustees shall take office on October 1st of each year.

Section 5. Automatic Officer or Trustee Resignation. Any officer or trustee who has missed, on a cumulative basis, an average of more than one out of three Board meetings in one year, or more than three Board meetings in one year, shall be considered to have resigned. The vacancy shall be filled in accordance with Article V.

Section 6. Removal of Officers and Members of the Board of Trustees. A recall vote may be called by members representing one-third (1/3) of the memberships, with a vote for dismissal by members representing two-thirds (2/3) of the memberships required for dismissal.

ARTICLE V - VACANCIES ON THE BOARD

Section 1. Vacancies. If a vacancy occurs among the officers or trustees, the Board of Trustees shall elect a member to fill the unexpired term.

ARTICLE VI - DUTIES OF OFFICERS AND TRUSTEES

Section 1. President. The President shall preside at all meetings of the Association and the Board of Trustees.

Section 2. Vice-President. In the absence of the President, the Vice-President shall perform the duties of the President

Section 3. Secretary. The Secretary shall keep the minutes of all meetings of the Association and of the Board of Trustees; shall read such minutes at the beginning of each meeting for approval; and shall have the responsibility of notifying the members or the Board of Trustees of all notices. He/She shall keep an updated list of members in good standing.

Section 4. Treasurer. The Treasurer shall have charge of all receipts and moneys of the Association, and shall deposit them in the name of the Association in a bank approved by the Board of Trustees. He/She shall keep a regular account of the Association's receipts and disbursements, shall submit all records when requested, and shall provide an itemized statement for distribution at general meetings of the Association. He/She shall sign checks and withdrawal slips on behalf of the Association for withdrawal of funds from the Association's bank account(s). All the checks and withdrawal slips must be signed by the Treasurer and one (1) other officer. If the Treasurer is not available, two (2) officers may sign a check. The Treasurer's Account Book and other records shall be audited at the end of the fiscal year by a committee appointed by the Board of Trustees.

Section 5. Execution of Instruments. The President and the Secretary or Treasurer, on being so directed by the Board, may sign all leases, contracts or other instruments in writing as authorized by the members of the Association.

Section 6. Indemnification. The members, by a vote of members representing a majority of memberships present at a general or special meeting of the Association, may indemnify any trustee or officer or former trustee or officer of the corporation for expenses and costs (including attorney's fees) actually and necessarily incurred by him/her in connection with any claim brought against him/her, by action in court or otherwise by reason except in relation to matters as to which he/she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Section 7. City Representation. The Board shall ensure that a representative of the Association attends, as necessary, meetings of the Carrollton City Council and the Planning and Zoning Commission meetings.

ARTICLE VII - DUTIES AND POWERS OF THE BOARD OF TRUSTEES

Section 1. Management of the Association. The Board of Trustees shall have general charge and management of the affairs, funds and property of the Association. The Board shall have full power, and it shall be the Board's duty to carry out the purposes of the Association according to its Articles of Incorporation and Bylaws; to determine whether the conduct of any member is detrimental to the welfare of the Association; and to fix the penalty for such misconduct or any violation of the Bylaws or Rules.

Section 2. Expenditure of Funds. The Board of Trustees shall have the authority to expend the funds of the Association and may not change the Bylaws unless so voted by the members.

Section 3., Policy Decisions. The Board of Trustees shall have the right to make policy decisions (according to the Bylaws) for the membership with any member having the right to dissent.

Section 4. Rule Making. The Board of Trustees may make rules for the conduct of the members and the use of the Association property and define and limit privileges of the members, not inconsistent, however, with anything set forth in these Bylaws. All meetings shall be conducted according to "Robert's Rules of Order" to protect the rights of the minority.

Section 5. Appointment of Committees. The Board of Trustees may appoint such committees as it deems necessary.

Section 6. No Authority to Impose Liability on Members. The Board of Trustees shall not impose any liability or levy any assessment upon the members.

Section 7. Additional Rules and Regulations. The Board of Trustees may establish and enforce any and all additional rules and regulations deemed advisable and necessary except as restricted in this Article.

ARTICLE VIII - COMPENSATION

Section 1. Compensation. The officers, trustees and members serving on committees shall not receive any salary or compensation for services rendered to the Association.

ARTICLE IX - BOOKS AND RECORDS

Section 1. Inspection by Members. All books, records and meeting minutes may be inspected by any member, for any proper purpose at any reasonable time, by request in writing to the President.

Section 2. General Meeting Minutes. The Board shall cause to be kept correct and complete minutes of the meetings of its members. These minutes shall be read at the next general meeting, corrected if necessary, and accepted into the official record by majority vote of the memberships present.

Section 3. Board Meeting Minutes. The Board shall cause to be kept correct and complete minutes of the meetings of the Board. These minutes shall be read at the next trustee meeting, corrected if necessary, and accepted into the official record by majority vote of the trustees and officers present.

Section 4. Treasury Receipts. The Board shall cause to be kept correct and complete records of financial receipts. Account records to be kept by the Treasurer shall include the purpose for which funds were received, the date of receipt by the Treasurer, and the name and address of the person from whom the money was directly received; if the money is received from an intermediary, the account records shall also include the purpose for which the funds were given to the intermediary, the date of receipt by the intermediary, and the name and address of the person(s) from whom the intermediary received the money.

Section 5. Treasury Disbursements. The Board shall cause to be kept correct and complete records of financial disbursements. Account records to be kept by the Treasurer shall include the purpose for which funds were disbursed, the date of the

disbursement by the Treasurer, and the name and address of the person to whom the check was disbursed; if the check is disbursed by an intermediary, the date of the disbursement by the intermediary, and the name and address of the person(s) to whom the intermediary disbursed the money.

Section 6. Account Book. The official financial records of the Association shall be kept in the Account Book. Ledger entries shall be made by the Treasurer consistent with Section 4 and Section 5 of this Article and shall include a monthly balance consistent with bank statements.

Section 7. Corporate Record. The official non-financial records of the Association shall be kept in the Corporate Record book. This record shall include the approved general meeting minutes, the approved Board meeting minutes, current Bylaws, and a current membership list. The Corporate Record book shall be maintained by the President or his/her designee.

ARTICLE X - INITIATION FEES AND DUES

Section 1. Annual Dues. The annual membership per residence dues for each fiscal year commencing October 1, 1985 shall be set by the Board of Trustees.

Section 2. Time for Payment of Dues. The annual dues shall be payable by each member on or before December 1st and shall be paid to the Treasurer.

Section 3. Loss of Membership. Any membership whose dues are unpaid on December 1st of any fiscal year shall automatically lose membership.

ARTICLE XI - RULES AND REGULATIONS FOR MEMBERS

Section 1. Membership. Members who own their primary residence in Woodcreek I and II, the streets of Southern Circle, Southern Court, Belvedere, Buckskin, and the 2100 Block of Cedar Circle are entitled to one (1) membership in the Association in accordance with Article I, Section 3. A membership grants to the homeowner(s) of a residence one (1) vote on each separate matter requiring a vote of the members at general and special meetings of the Association in accordance with Article I, Section 3. This one (1) vote may be split into two (2) one-half votes.

Section 2. Guest Speakers. Guest speakers invited to any meeting must have the approval of the Board of Trustees.

Section 3. Expulsion. Any membership can be terminated by a vote for termination by members representing two-thirds (2/3) of all memberships if in the opinion of the

members the membership is detrimental to the welfare of the Association. Due notice and a hearing shall be given prior to such vote on termination of the membership.

Section 4. Upon Whom Binding. Each and every member and associate member of the Association shall be bound by and abide by these Bylaws, Rules and Regulations.

ARTICLE XII - NOTICES

Section 1. Notices. All notices to members shall be delivered to their addresses as given on the books of the Association, and such delivery shall constitute presumptive evidence of service thereof.

ARTICLE XIII - AMENDMENTS

Section 1. Amending these Bylaws. These Bylaws may be amended only by a vote for amendment by members representing two-thirds (2/3) of the memberships present at a general or special meeting of the Association, provided notice of the proposed amendments has been stated in the call for the meeting.

Adopted July 11, 1979

Last Revision January 15, 2001