



Welcome to The Oaks

Canyon Lake, Texas

The Oaks Property Owners Association

By-Laws



ARTICLE I

Offices

A. The principal office of the Corporation in the State of Texas shall be located in Comal County, Texas. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

B. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered Office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Purpose

‘THE OAKS’ Property Owners Association is established as a non-profit corporation organized for the purpose of constructing, owning, operating and maintaining the commonly owned parks and recreational facilities of “THE OAKS” SUBDIVISION and all usual and necessary accessories thereto, assessing and collecting the annual fees for the maintenance thereof as prescribed in the Subdivision Restrictions, administering the Subdivision restrictions and regulations, representing “THE OAKS” property owners in relations with public agencies and other organizations, and engaging in such other activities as are intended to promote the general welfare and common interests of the lot owners. The principal functions of the Corporation shall include, but not be limited to the following:

Assess, collect, and disburse the annual maintenance fees provided for by the Subdivision Restrictions.

Assure proper operation, maintenance, and use of the parks, private roads, and recreational facilities of the

Subdivision. Establish and enforce the rules and regulations regarding the use of these facilities.

Provide for proper architectural control and upkeep of properties in the Subdivision by assuring

adherence to established restrictions and building standards. Maintain security and safety in the Subdivision and prevent unauthorized use of its facilities by outsiders and ineligible lot owners. Represent “THE OAKS” lot owners in dealing with the Corps of Engineers, County Commissioners, law enforcement authorities, tax agencies, public utilities, and other public authorities and agencies.

Cooperate with other similar organizations in pursuing common interest and objectives. Promote social interchange and community spirit among residents.

ARTICLE III

Membership

1. The members of the Corporation shall be owners of record title or purchasers under contract of sale of residential lots in “THE OAKS” Subdivision of Comal County, Texas and on which said lots the assessment fees as stated in the latest instrument for the restrictions, covenants, conditions, easements, assessments, liens and restrictions as filed of record in the Comal County Deed Records of the State of Texas as same pertain to “THE OAKS” Subdivision.
2. Membership in this Corporation shall not be transferable or assignable except by sale or other such legal transfer of ownership of a lot in “THE OAKS” Subdivision.
3. The Board of Directors shall provide for the issuance of certificates or other such evidence of membership in the Corporation, which shall be in such form and signed by such Officers of the Corporation as may be determined by the Board. The name and address of each member and the date of issuance of the certificate shall be entered in the records of the Corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore on such terms and conditions as the Board may determine.

ARTICLE IV

Directors and Officers

Board of Directors

1. The affairs of the Corporation shall be managed by a Board of Directors consisting of nine (9) members to be elected by the membership at its Annual General Meeting to serve alternating two year terms.
2. Directors of the Corporation must be owners of lots in “THE OAKS.” If the Corporation is presented with written, documented evidence form 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, the board member is immediately ineligible to serve on the board of the Corporation, automatically considered removed from the board, and prohibited from future service on the board.

3. Any vacancy occurring on the board because of death, resignation, and disqualification or otherwise shall be filled by the board of directors and shall complete the term of the vacating director.

4. Any Director elected by the members may be removed by the members whenever in their judgment the best interests of the Corporation would be served thereby.

5. The Board of Directors shall have the authority to remove any director who in the judgment of the Board of Directors is not making a good faith effort to participate in the working of the board and is causing the board to be dysfunctional. This director shall be put on notice of the board's intention and be given an opportunity to rectify the situation before being removed by the board.

Officers

1. At its first meeting following the Annual General Meeting, members of the Board of Directors shall select a President, Vice-President, Secretary, and Treasurer to serve as Officers of the Corporation.

2. The Board of Directors may elect to appoint from time to time such other officers or assistants as it deems desirable, to have such duties and authority as it may prescribe,

3. Any two or more offices may be held by the same person, except for the President who may hold only that one office.

4. The officers so elected or appointed shall hold office until the next election of Directors at the next Annual Meeting after which new officers will be selected.

5. Any officer elected or appointed by the Board may be removed from that office by the Board whenever in its judgment the best interests of the Corporation would be served thereby.

The principal duties of the Officers of the Corporation are as follows:

1. The President shall be the principal executive officer of the Corporation and shall in general, supervise, control and coordinate all of the business and affairs of the Corporation. He shall preside at all meetings of the Members and of the Board of Directors. He may sign, with The Secretary or any other officer of the Corporation so



authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By- Laws or by statute to some other officer or agent of the Corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors

2. The Vice-President shall, in the absence of the President or in the event of his inability or refusal to act, perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

3. The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors; give all notices in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the Corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

4. The Treasurer shall have charge and custody and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article X, Section E of these by-laws; oversee the assessment and collection of the maintenance fees to be paid by all "THE OAKS" lot owners and the records kept thereof, and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned to him by the President or Board of Directors. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety as the Board shall determine.

ARTICLE V

Committees



A. Decisions and policies of the Board of Directors shall be carried out by five Standing Committees consisting of three members each and shall include a Maintenance Committee, and Architectural Committee, Neighborhood Watch Committee. Also added in 2015 are the Finance and Legal Committee

B. Other special committees may be established by the Board of Directors from time to time as deemed necessary to perform such duties or functions as the Board may prescribe.

C. Members of the Committees shall be elected by a majority vote of the board, with Committee chairman to be selected by the members of the committee. Insofar as possible, the members of the Committees shall be selected from the Board of Directors, in accordance with their individual abilities and personal preferences, but if there are insufficient Directors available to adequately staff the committees, appointments may be made from the general membership; but in all cases a member of the Board of Directors shall be placed in charge of each committee.

D. The duties and responsibilities of the Standing Committees shall include, but not be limited to, the following:

Maintenance Committee

Look after the maintenance and operation of the pool, parks, and private roads of the Subdivision

- Advise the Board of maintenance requirements and costs.
- Define duties of, select, and supervise the work of the Subdivision Caretaker.
- Obtain bids, purchase supplies and equipment, and arrange maintenance and repair work as authorized by the Board of Directors; supervise work performed and assure conformance to specifications.
- Procure and coordinate voluntary assistance for maintenance, beautification and construction work.
- Deal with County Commissioners regarding the maintenance of County Roads within the Subdivision and with any other County Officials and matters pertaining to their jurisdiction.

Architectural Committee

- Provide guidelines and review and approve plans for all construction in the Subdivision to assure conformance to Subdivision Restrictions and proper building standards. Assure adherence to established restrictions with respect to proper use and upkeep

of Subdivision properties. Keep up to date on local building code and permit requirements and advise lot owners in this regard.



The Neighborhood Watch Committee

- Is responsible for organizing and managing the committee and communicating with the board of directors and the Property Owners the day to day activities in The Oaks neighborhood. The Committee is not vested with any law enforcement powers but instead will develop liaison with interested county, state and federal law enforcement offices. Property Owners are encouraged to call 911 or 1-830-620-3400 for 899 prefixes use 885-4883 (Comal County Sherriff's office) to report law enforcement issues and then email or call the committee chairman to report the problem and the law enforcement contact.

The Finance Committee

- Propose and upon approval of the Board, submit to the property owners the Oaks POA Fiscal Year Operating Budget at the Oaks POA annual meeting of members;
- Provide a monthly update report on the budgeted versus actual expenses at each monthly meeting;
- Monitor the monthly Treasurer Reports for accuracy and completeness;
- Facilitate the annual audit of the Treasurer's Reports with the Association's accountant of record and facilitate preparation of the annual Federal Tax Return with the Association Tax Preparer of Record;
- Hold each committee accountable for their line items budgeted for on the Fiscal Year Operating Budget and Expenses report furnished by the Committee; and
- Other responsibilities to be defined by the committee and approved by the Board during the fiscal year.

The Legal Committee

- Represent the Board on all legal matters that require consultation with the Association's attorney of record.
- Report to the Board on any legal issues that required intervention by the Association's attorney of record;
- Submit in writing any proposed changes to the Association's governing documents to the Board prior to submission for approval to the membership; and
- Other responsibilities to be defined by the committee and approved by the Board

during the fiscal year.

In addition to the above duties, the Standing Committees shall carry out other related functions as instructed by the Board of Directors, and will review and recommend changes in the Subdivision restrictions and regulations within their areas of responsibility, subject to approval of the Board of Directors, members, or lot owners as required.



ARTICLE VI

Compensation and Indemnification

A. Directors and Officers of the Corporation shall receive no monetary compensation for their services, and in order to prevent any conflict of interest, may not be employed or contracted by the Board to perform any services for which they are to be paid, except for reimbursement of out-of-pocket expenses incurred in the performance of their duties. They may, however, resign their positions to accept such employment and be replaced by interim appointment as prescribed in Article IV above.

1. Indemnification of Officers and Directors of the Corporation shall not be subject to any personal liability in connection with the performance of their corporate duties, and every Director or Officer shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him, in connection with any controversy to which he may be made a party or in which he may become involved, by reason of his being or having been a Director or Officer of this Corporation, whether or not he is a Director or Officer at the time such expenses are incurred, unless the Director or Officer involved is adjudged guilty of negligence or misconduct in the performance of his duties in connection with the subject of such controversy, provided, that in the event of a voluntary settlement of any such controversy by the Officer or Director involved; the indemnification provided herein shall apply only when the Board of Directors approves such settlement and any reimbursement to such involved Director or Officer as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE VII

Meetings of Members

Annual Meeting



A general meeting of the members of the Corporation will be held each year to review activities and financial status of the Corporation, elect Directors, consider proposed changes in the Subdivision Restrictions and Regulations, amend By-laws, consider any changes in fees and assessments, and to conduct such other business as may properly be brought before the meeting.

1. Such meeting will normally be held on the second Saturday in June, but the time and place of the meeting may be changed from time to time by the Board of Directors as it deems advisable.
2. Written or printed notice of the Annual Meeting will be mailed to all member lot owners no less than ten (10) nor more than sixty (60) days before the date of such meeting, including an agenda of the matters to be discussed. Members of the Corporation may request a special meeting with the signature of 10% of the membership requesting such.

Special Meetings

Special meetings of the members may be called by the Board of Directors as required with notice of time, place and purpose of the meeting to be mailed to all members no less, than ten (10) nor more than fifty (50) days before the date of such meeting.

Voting Procedures

The voting rights of an owner may be cast or given:

1. In person or by proxy at a meeting of the property owners' association;
2. By mailed absentee ballot;
3. By electronic ballot; or
4. By any other method prescribed by the Declaration.

An absentee or electronic ballot:

- May be counted as an owner present and voting for the purpose of establishing a quorum only for items appearing on the ballot;
- 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
- 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.

“Electronic Ballot” means a ballot:

1. Given by: Email or Facsimile;

2. For which the identity of the property owner submitting the ballot can be confirmed; and For which the property owner may receive a receipt of the electronic transmission and receipt of the owner's ballot.



Quorum of Members

Thirty (30) members of the Corporation shall constitute a quorum.

ARTICLE VIII

Board of Directors Meetings

A. Regular meetings of the Board of Directors shall be held monthly or more frequently, as required, without other notice than this By-Law, to transact the normal business of the Corporation. The time and place of these meetings shall be determined from time to time by the Board.

B. Regular and special board meetings must be open to the 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 the Corporation'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 the executive session.

Members shall be given notice of the date, hour, and place, and general subject of a regular or special board meeting. The notice shall be:

1. Mailed to each property owner not later than the 10th day or earlier than the 60th day before the date of the meeting; or
2. Provided at least 72 hours before the start of the meeting by: Posting the notice in a conspicuous manner designed to provide notice to members
3. In a place located on the Corporation's common property or, with the property owner's consent, on other conspicuously located privately owned property within the subdivision; or
4. On any internet website maintained by the corporation; and sending the notice by email to each owner who has registered an email address with the association.

D. The board may meet by any method of communication, including electronic and telephonic, without prior notice to the 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.

E. Special meetings of the Board of Directors may be called by the President as required. Notice of any such special meetings of the Board shall be given at least three (3) days previously by verbal notice delivered personally or written notice sent by mail or email to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid. If notice be given by email, such notice shall be deemed to be delivered when the email is sent by the POA Officer or Director at their last known email address. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws

F. Quorum – A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if a lesser number of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

G. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the board of Directors, unless the act of a greater number is required by law or these By-Laws.

H. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a majority of the Directors.

ARTICLE IX

Rules of Order

The rules in Roberts Rules of Order (current addition) shall govern the organization in all cases in which they are applicable and in which they are not inconsistent (in conflict) with these By-laws.

ARTICLE X

Source, Use and Control of Funds and Property

A. Source of Funds

The principal source of funds to be used by the Corporation in carrying out its activities shall be the Annual Maintenance fees as provided in the Subdivision Restrictions. No other fees, dues or assessments shall be imposed unless approved by vote of majority (51%) of the members of the Corporation.

3. The Board of Directors may accept on behalf of the Corporation any contributions, gifts, bequests or devises, monetary, material, or otherwise to be used for the general purposes or special purpose of the Corporation, and may engage in special fund raising campaigns as it deems necessary to meet the financial needs of the Corporation.

B. Use of Funds

The Board of Directors shall have full authority to expend Corporate funds as it deems necessary to carry out the established purposes and objectives of the Corporations, subject to the following restrictions and limitations.

1. Unless otherwise approved by the members, the funds and assets of the Corporation may be used only for the general benefit of "THE OAKS" lot owners as a whole, in accordance with the purposes and objectives as established in Article II above.

2. Expenditures shall be limited to funds currently available (income on a year to year basis). No debt shall be incurred or properties mortgaged except as approved by the members.

3. No funds shall be spent for additional facilities (capital assets) or major improvements, nor shall existing facilities or properties be disposed of, without the approval of the members.

4. The approval required for exceptions to the foregoing restrictions and limitations shall consist of a majority vote of the members attending the Annual Membership Meeting or Special Meeting of the members called for such purpose, or amendment of these By-laws.

C. Contracts

The Board of Directors may authorize any officer, or offers, or agent or agents of the Corporation,

in addition to the Officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

D. Checks and drafts

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and counter- signed by the President of the Corporation. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in depositories selected by the Board of Directors.

ARTICLE XI

Books and Records

1. The Corporation has adopted a Document Retention and Production policy that has previously been filed in the Comal County real property records. All books and records of the Corporation may be inspected by any Member or his agent or attorney for any proper purpose at any reasonable time.
2. The fiscal year of the Corporation shall begin on the first day of June and end on the last day of May each year, coinciding with the Subdivision maintenance fee assessment period.

ARTICLE XII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

Amendment of By-Law

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a two-thirds (2/3) majority of the members present at any regular meeting or at any special meeting, where written notice is given of an intention to amend or repeal these By-laws or to adopt

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The Oaks Property Owners Association



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