



VG-267-2022-1459030

Brazos County
Karen McQueen
County Clerk

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Any provision herein which restricts the Sale, Rental or use of the described REAL PROPERTY because of color or race is invalid and unenforceable under federal law.

File Information:

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Gary Gawer
4128 Woodcrest Dr.
BRYAN TX 77802



STATE OF TEXAS
COUNTY OF BRAZOS

I hereby certify that this Instrument was FILED In the File Number sequence on the date/time printed hereon, and was duly RECORDED in the Official Public Records of Brazos County, Texas.

Karen McQueen
County Clerk
Brazos County, TX

BYLAWS OF WOODCREST HOMEOWNERS ASSOCIATION, INC.

A NON-PROFIT CORPORATION

AMENDED MARCH 13, 2019

AMENDED NOVEMBER 6, 2019

ARTICLE 1

OFFICES

Principal Office

1.01 The principal office of the corporation in the State of Texas shall be located in the City of College Station, County of Brazos. 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

Registered Office and Registered Agent.

1.02 The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent, 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 2

MEMBERS

2.01 Every person or entity who is a record owner of a fee or undivided fee interest in any lot or living unit, lying and being situated in Wheeler Ridge,, Phase IV, Brazos County, State of Texas, which is more particularly described as; All those certain lots, tracts or parcels of land lying and being situated in Brazos County, Texas, and being Lots One (1) through thirty-two (32), Block Four (4), WHEELER RIDGE, PHASE IV, an addition to the City of Bryan, Texas, according to plat recorded in Volume 474, page 767, Deed Records of Brazos County, Texas, shall be a member of the Corporation. Provided however that any such person or entity who holds such interest merely as security for the performance of any indebtedness or obligation shall not be a member.

Voting Rights

2.02 The Corporation shall have one class of membership.

Members shall be all those owners as hereinafter defined. Members shall be entitled to one (1) vote for each lot or living unit in which they hold an interest required for membership by Section 2.01. When more than one (1) person holds such interest or interests in any lot or living area all such persons shall be members, and the vote of such lot or living unit shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such lot or living unit.

"Owner" as used and referred to herein shall mean and refer to the record owner, whether one (1) or more persons or entities, of the fee simple title to any lot or living unit situated in or upon the property described in Section 2.01 hereof.

(2)

However, it shall not mean or refer to a mortgage unless and until such mortgage has acquired title pursuant to a foreclosure or any proceeding in lieu of foreclosure.

ARTICLE 3

MEETINGS OF MEMBERS

Annual Meeting

3.01 An annual meeting of the members shall be held on the 3rd Saturday in February beginning with the year 2019 at the hour of 10:00 a.m., for the purpose of electing Directors and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas such meeting shall be held on the next succeeding Saturday. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

Special Meeting

3.02 Special Meetings of the members may be called by the President, the Board of Directors, or not fewer than one-fourth (1/4) of the members having voting rights.

Place of Meeting

3.03 The Board of Directors may designate any place in College Station or Bryan, Brazos County, Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a specific meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the state of Texas, but if all of the members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such a meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

Notice of Meetings

3.04 Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting not less than ten (10) nor more than thirty (30) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Informal Action by Members

3.05 Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

(3)

Quorum

3.06 The members holding fifty-one (51%) percent of the votes, which may be cast at any meeting shall constitute a quorum at such meeting except for assessment and special assessment meetings where sixty (60%) percent is required..

Proxies

3.07 At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Voting by Mail

3.08 Where Directors or officers are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE 4

BOARD OF DIRECTORS

General Powers

4.01 The affairs of the corporation shall be managed by its Board of Directors.

Number, Tenure and Qualifications

4.02 The number of Directors shall be at least three (3) persons but may be increased to any number not to exceed nine (9) by vote of the members at any annual meeting. Each Director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.

Regular Meetings

4.03 A regular meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after and at the same place as the annual meeting of members for the purpose of electing the officers of the board for the coming year. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas for the holding of additional regular meetings of the Board without other notice than such resolution.

Special Meetings

4.04 Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meetings of the Board called by them.

(4)

Notice

4.05 Notice of any special meeting of the Board of Directors shall be given at least seven (7) days prior thereto by written notice delivered personally or sent by mail 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 so addressed with postage thereon prepaid. Any Director shall waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of such meeting unless specifically required by law or by these bylaws.

Quorum

4.06 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Manner of Acting

4.07 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 bylaws.

Vacancies

4.08 Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Informal Action by Directors

4.09 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 all of the Directors.

ARTICLE 5

OFFICERS

Officers

5.01 The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties

(5)

prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the office of President.

Election and Term of Office

5.02 The officers of the corporation shall be elected annually by the Board of Directors at its regular annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor have been dully elected and shall have qualified.

Removal

5.03 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Vacancies

5.04 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

President

5.05 The President shall be the principal executive officer of the corporation and shall in general supervise and control 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 shall sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws 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 from time to time.

Vice President

5.06 In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall 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. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

Secretary-Treasurer

5.07 The Secretary's and Treasurer's responsibilities shall be combined into one office that of Secretary-Treasurer with separate functions:

A. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books to be provided for that purpose, give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; 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.

B. The Treasurer shall prepare the budgets of the association for approval by the Board of Directors; maintain monthly updates of the approved budgets; oversee the accounting and practices of the property manager; oversee the bid process and awarding of contracts of the association; and, in general perform all duties incident to the office of Treasurer.

The Secretary-Treasurer shall also perform any other duties as from time to time may be assigned to him by the President or the Board of Directors.

Assistant Secretaries and Assistant Treasurers

5.08 If required by the Board of Directors, the Assistant Treasurer shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE 6

COMMITTEES

Committees of Directors

6.01 The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing, or removing any member of such committee or any Director or officer of the corporation; amending the articles of incorporation; authorizing the sale, lease, exchange or mortgage of any of the property or assets of the corporation; authorizing the increase or decrease of any dues or maintenance assessments; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolutions of the Board of Directors which by its term provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon him by law.

Other Committees

6.02 Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the members of such committee shall be members of the corporation and appointed by the Board of Directors. Any members thereof may be removed by the persons authorized to appoint such members whenever in their judgment the best interest of the corporation shall be served by such removal.

ARTICLE 7

COMMON PROPERTIES

Defined

7.01 A purpose for which this association and nonprofit corporation was formed is to hold, maintain and develop any properties within the above referenced description which may be designated as Common Properties, for the mutual use, enjoyment and benefit of all members of the corporation. Common properties are any properties within said subdivisions so defined and designated.

Members' Easements of Enjoyment

7.02 Subject to Section 7.03 of this Article, every member shall have a right and easement of enjoyment in and to any common properties and such easement shall be pertinent to every lot or living unit owned by the members.

7.03 The Developer, Blackburn-Riley, Inc., its successors and assigns, may retain legal title to any common property until such time as it has completed improvements thereon and until such time as in the opinion of the developer, the .than July 1, 1984.

Extent of Members Easement

7.04 The rights and easements of enjoyment created in any common properties shall be subject to the following:

(a) The right of the Developer and of the corporation, in accordance with these bylaws, to borrow money for the purpose of improving any common properties and in aid thereof to mortgage any such property;

(b) The right of the corporation to take such steps as are legally necessary to protect any said properties against foreclosure;

(c) The right of the corporation as provided in these bylaws to suspend the enjoyment rights of any member for any period during which any assessment remains unpaid, and for any period not to exceed thirty (30) days from any infraction of its bylaws, rules and regulations;

(d) The rights of the corporation to charge reasonable admission and other fees for the use of any common properties; and

(8)

(e) The right of the corporation to dedicate or transfer all or any part of any common properties to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members. Provided, however, that no such dedication or transfer or determination as to the purposes or as to the conditions thereof shall be effective unless members entitled to cast 2/3 of the votes of each class of membership agree to such dedication, transfer, purpose or condition and unless written notice of the proposed agreement and action thereon is sent to every member at least ninety (90) days in advance of any action taken. Such action, in the event there is a sufficient vote, shall be embodied in an instrument signed by all members casting such votes and the same shall be recorded together with any such dedication and transfer.

ARTICLE 8

MAINTENANCE ASSESSMENTS

Personal Assessments

8.01 Each member agrees to pay to the corporation monthly assessments or charges and special assessments for capital improvements. The assessments levied by the corporation shall be used exclusively for the purpose of promoting the recreation, health, safety and welfare of members of the corporation and in particular for the improvements and maintenance of properties, services and facilities devoted to this purpose and related to the uses and enjoyment of any common properties and the lots or living units owned by the members. In addition to maintenance upon any common area, the Association shall provide exterior maintenance on the residential units as follows: paint and otherwise care for front building surfaces, trees, shrubs, grass and walks. If the need for maintenance or repair is caused by the willful act or neglect of any owner, his family or invitees, the cost of such maintenance or repairs shall be added to and shall become a part of the assessment to which such lot is subject.

Obligation of Lien

8.02 The monthly and/or special assessments together with any interest thereon and the costs of collection thereof hereinafter provided shall be a personal obligation of each member of the corporation and shall be a charge and assessment upon the land, lot and living unit which each member owns and shall be a continuing lien against said land, lot and living unit.

Basic and Maximum Monthly Assessments

8.03 The monthly assessments on each lot or living unit belonging to a member other than the developer, until January 1, 1984, shall be \$15.00 beginning on the first day of the month following the date of transfer and purchase by a person or entity of a lot or living unit from the developer and thus becoming a member of this corporation. After January 1, 1984, monthly assessments may be increased by a vote of the membership of this corporation for the next succeeding three (3) years and at the end of such period of three (3) years for each succeeding period of three (3) years.

Provided, however, the Board of Directors may, after consideration of current maintenance costs and further needs of the corporation, fix actual assessments for any period at a lesser amount. For the purpose of figuring the amount of assessment, for a given single family residential unit which is constructed on more than one lot (as lot is shown by recorded plat) in the subdivision, such unit shall be for the purpose of assessment, considered as 1 lot, and the owner shall not be entitled to more than one vote.

Special Assessment for Capital Improvements

8.04 The association may levy in any assessment year a special assessment applicable to that year only for the purpose of defraying in whole or in part the cost of any construction or reconstruction, or unexpected repair, or replacement of a capital improvement upon any common properties, including the necessary fixtures and personal property related thereto. Provided however any such assessment shall require the consent of two-thirds of each class of members who are voting in person or by proxy at a meeting duly called for that purpose, written notice of which shall be sent to all members at least thirty (30) days in advance, setting forth the purpose of the meeting.

Change in Basis and Maximum of Monthly Assessments

8.05 Subject to Section 8.03 hereof, and for the period herein specified, the corporation may change the maximum and basis of the assessments fixed by Section 8.03 hereof for any period. Provided, however, any such change shall have the consent of two-thirds (2/3) of each class of members, who are voting in person or by proxy at a meeting duly called for this purpose. Written notice shall be sent to all members at least thirty (30) days in advance setting forth the purpose of the meeting.

Quorum for any Action Authorized Under Section 8.04 and 8.05

8.06 At the first meeting called, as provided in Section 8.04 and 8.05 hereof, the presence at the meeting of the members or of proxies entitled sixty (60%) percent of all votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at such meeting, another meeting may be called subject to the notice requirements set forth in Section 8.04 and 8.05 and the required quorum at any such meeting shall be one-half (1/2) of the required quorum at the preceding meeting, provided that no such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Date of Commencement of Special Assessment

8.07 Due date of any special assessment under Section 8.03 hereof shall be fixed in the resolution authorizing such assessment.

Evidence of Payment

8.08 The corporation shall, upon demand at any time furnish to any member liable for said assessments, or title company, a certificate in writing signed by an officer of the corporation, setting forth whether said assessment has been. Such certificate shall be conclusive evidence of payment of any assessment therein stated to have been paid.

Effect of Non-Payment of Assessment; The personal Obligation of the Owner;

Remedies of the Corporation

8.09 If the assessment is not paid on the date when due as heretofore specified then such assessment shall become delinquent and such assessment, together with any interest thereon, and costs of collection shall thereupon become a continuing lien and shall bind the Lot, Living Unit or Property in the hands of the then owner-member, his heirs, devisees, personal representatives and assigns, However, the personal obligation of the member shall remain his personal obligation for the statutory period and shall not pass to his successors in title unless expressly assumed by them.

Effective – January 1, 2019

The Assessment is due on the first day of each month. If the assessment is not paid on or before the 10th of each month, a \$10.00 late fee may be assessed, and the corporation may bring an action at law against the member personally obligated to pay the same as well as foreclose the lien against the member's property so assessed. There shall be added to the amount of such assessments the cost of preparing and filing the complaint in such action, and in the event a judgment is obtained, such shall include interest on the assessment as above provided and a reasonable attorney's fee to be fixed by the Court together with the costs of the action.

Conflict of Provision

8.10 Should any provision of this Article 8 of the Bylaws conflict with any provision of that certain Declaration executed by Blackburn-Riley, Inc. on November 1, 1982, recorded in Volume 547 page 601 of the Deed Records of Brazos County, Texas, then such provision or provisions in such Declaration and its amendments, if any, shall prevail.

ARTICLE 9

BOOKS AND RECORDS

9.01 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of all members entitled to vote. All books and records of the corporation may be inspected by any member or his authorized agent or attorney for any proper purpose at any reasonable time.

ARTICLE 10

FISCAL YEAR

10.01 The fiscal year of the corporation shall begin on the first day of January and end on the last day in December in each year.

ARTICLE 11

WAIVER OF NOTICE

11.01 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 bylaws 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 12

AMENDMENTS TO BYLAWS

12.01 These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two (2) days written notice is given of an intention to alter, amend or repeal these bylaws or to adopt new bylaws at such meeting.

IN WITNESS WHEREOF, the undersigned, being the Declarant Herein, has hereunto set his hand and seal this 18th day of January, 2022.

Woodcrest Home Owners Association

[Handwritten Signature]

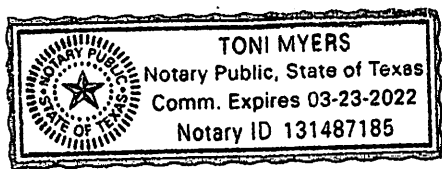
Gary J. Gawer

WHOA Secretary Treasurer

THE STATE OF TEXAS

COUNTY OF BRAZOS

This instrument was acknowledged before me on Jan 18th, 2022, by Gary J. Gawer, Secretary-Treasurer of Woodcrest Home Owners Association, Inc. a Texas Corporation.



[Handwritten Signature]

Notary Public in and for Brazos County, Texas

My commission expires 3-23-2022

Toni Myers

Print name of Notary