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BY-LAWS OF SCENIC OAKS PROPERTY OWNERS' ASSOCIATION, INC. A NON-PROFIT CORPORATION

(As Amended by the Membership on November 19, 2021)

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ARTICLE I

NAME: LOCATION: PURPOSE

- 1) Name. The name of the corporation is Scenic Oaks Property Owners Association, Inc., hereafter referred to as the "Association." The Association is organized to be a nonprofit corporation for the purpose of obtaining, constructing, managing, maintaining, and/or governing the property and residential development known as the Scenic Oaks Subdivision.
- 2) Principle Office. The principle office of the Association shall be located at the address indicated on the latest management certificate filed in the Official Public Records of Bexar County, Texas or such other location within Bexar County, Texas as may be designated by the Board of Directors from time to time.
- 3) Registered Office and Agent. The Association shall comply with the requirements of the TBOC to maintain a registered office and registered in Texas, which shall be designated by the Board of Directors from time to time. The registered office shall be the same office as that of the registered agent. The registered office may, but need not, be identical with the Association's principal office in Texas. The Board of Directors may change the registered agent as provided in the TBOC.

ARTICLE II

DEFINITIONS

- 1) "Association" shall mean and refer to Scenic oaks Property Owners Association, Inc., its successors, and assigns.
- 2) "Association Property" shall mean all "Common Area" easements and personal property and attachments thereto owned by the Association, or granted to it, for the common use and enjoyment of the Members.
- 3) "Common Area" shall mean all real property (including the improvements thereto) owned and acquired, by fee title or by easement, by the Association for the common use and enjoyment of the Owners.
- 4) "Declaration" shall mean Declaration of Covenants, Conditions, restrictions, Reservations, and Easements of the Owners of Lots in The Scenic Oaks Subdivision, as amended and restated January 14, 2008, and thereafter.
- 5) "Lot" shall mean and refer to any plot of land (with the exception of the "Common Area") shown on the recorded subdivision plats of Scenic Oaks and on plats of any additional subdivision which may hereafter be brought into the Association.
- 6) "Member" shall mean and refer to those persons entitled to membership in the Association (a Member is also an "Owner") as provided in Article VI of the Articles of Incorporation.
- 7) "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, of the title to any Lot which is a part of the Subdivision, including contract for deed purchasers, but excluding contract for deed sellers and those holding title merely as security for performance of an obligation. An "Owner" is also a "Member".
- 8) "Subdivision" shall mean the Scenic Oaks Subdivision, according to plats of record, and such additions thereto as may be shown on future plats of record.

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ARTICLE III

MEETING OF MEMBERS

1) Annual Meetings.

- a) The annual meeting of the Members of the Association, whether in-person or remote, shall be held during the month of January of each year, at such time, date, and, if an in-person meeting, place in Bexar County, Texas, as may be determined by the Board of Directors, except such meeting shall not be held on a Sunday or a national holiday and except in the case of a catastrophic event as described below. At the discretion of the Board of Directors, the annual meeting of the Members of the Association, whether in-person or remote, may be held at such other reasonable date and time provided the date is not more than thirty (30) days prior to or subsequent to the month of January (except in the case of a catastrophic event) and is not a Sunday or a national holiday. Further, the Board of Directors, at its discretion, may conduct any regular or special meeting of the Members by means of electronic, telephonic conference or similar communications equipment, including videoconferencing technology or the Internet, or any combination of audio and video equipment, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting (a "Remote Meeting"). Participation in such a Remote Meeting shall constitute presence in person at the meeting, except where a person participate in the meeting for the express purpose of objecting to the transaction of any business on the ground that the Remote Meeting is not lawfully called or convened. A right to attend a Remote Meeting is not the same as a right to participate.
- b) However, notwithstanding any other provision to the contrary, should the annual meeting be delayed as a result of a catastrophic event caused by an act of God (e.g., floods, fires, earthquakes) or other causes, such as: war, an act of terrorism; an epidemic, pandemic, or public health crisis; a mandated quarantine, shelter in place or similar order from any applicable state, county or local governmental authority or agency; or, any other cause or event which poses a material risk to adversely impact the health, safety and welfare of the Members of the Board of Directors or the Association that is beyond the control of the Board of Directors ("Catastrophic Event"), the then seated Directors shall hold office until their successors have been elected and hold their first meeting, except as is otherwise provided herein. In such event, the Board of Directors shall schedule the annual meeting as soon as practical following the scheduled date of the annual meeting or the date required by the By-Laws of the Association.

2) Special Meetings. Special meetings of Members may be called at any time by the President, by a majority of the Board of Directors, or upon written request of ten percent (10%) of the Members entitled to vote at the meeting.

3) Notice of Meetings. Except as otherwise provided in the Articles of Incorporation or these By-Laws, written notice of each meeting of Members, whether in-person or remote, shall be given by, or at the discretion of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not less than ten (10) nor more than sixty (60) days before the date fixed for such meeting, to each Member, addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. Alternatively, if the Members' email address is registered for the purpose of statutory notice, such

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notice may be given by emailing the same not less than ten (10) nor more than sixty (60) days before the date fixed for such meeting, to the Member's email address last appearing on the books of the Association. Such a notice shall specify the time, date, and, if an in-person meeting, place of the meeting, whether initial or reconvened, and, in the case of a special meeting, the purpose(s) of such meeting. For an Association-wide vote or election to be conducted without a meeting, written notice to each Member shall be given not less than twenty (20) days before the latest date on which a ballot may be submitted to be counted.

Whenever written notice to a Member of the Association is permitted or required hereunder, such shall be given by the mailing of such, or emailing of such if an email address is registered for the purpose of notice, to the address, or email address, of such Member last appearing on the records of the Association, unless such Member has given written notice to the Association of a different address or email address, in which event such notice shall be sent to the Member at the address or email address so designated. It is incumbent on the Member to maintain a current mailing address, and/or email address if registered for the purpose of notice, with the Association and notify the Association of any change in Member's mailing address or email address.

- 4) Quorum – Adjournment. The Members holding ten percent (10%) of the total eligible votes of the membership of the Association, present in person or represented by proxy, absentee ballot, or electronic ballot, shall constitute a quorum at all meetings or an Association-wide vote of the Members for the transaction of business, except as otherwise provided by law, by the Articles of incorporation or by these By-Laws.

If, however, such quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote at the meeting, present in person or represented by proxy, shall (with notice described as follows) have the power to adjourn the meeting and call another meeting immediately after the adjournment of the initial regular or special called meeting or within sixty (60) days following the initial meeting until a quorum shall be present or represented, subject to the limitations of the Texas Property Code.

Provided the original notice to Members of an annual or special called meeting contains a provisional date for a reconvening of the initial meeting in case it is adjourned due to lack of quorum, verbal notice of reconvening conveyed to those present at the initial meeting shall be sufficient notice to satisfy all notice provisions in these By-Laws.

In the absence of a quorum at a meeting of Members, if the meeting is rescheduled as permitted herein, the quorum shall be reduced to five percent (5%).

Any subsequent meeting of the Members shall return to the original ten percent (10%) quorum requirements as specified in these By-Laws, subject to the reduction of quorum specified herein. Ballots cast by absentee or electronic ballot shall not count towards the quorum if the proposed item on the ballot is amended from the language on the absentee or electronic ballot at a meeting of the Members. This exclusion provision does not apply to a ballot for the election of Directors.

- 5) Methods of Voting: Proxies.

a) All Members of the Association may attend meetings of the Association and all voting Members may exercise their vote or votes at such meetings in person, by proxy if a vote is held at an in-

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person meeting, by absentee ballot and, if offered by the Association, electronic methods as described in TEX. PROP. CODE 209.00592. All proxies shall

- i) be in writing, signed and dated by the Member granting the proxy;
- ii) contain Member's contact information (e.g., telephone, email address, or facsimile number) for verification purposes; and
- iii) be filed with the Secretary of the Association by the date designated by the Board of Directors.

At any time after a Member executes a proxy, but prior to the voting deadline established by Subsection (d) herein, the Member may revoke the proxy by submitting a post-dated absentee ballot or delivering a notice of cancellation of the proxy to the Secretary of the Association. Every proxy shall be valid for a period of eleven (11) months unless stated otherwise or revoked by the Member granting the proxy. A proxy shall automatically cease upon conveyance by the Member of their Lot(s). In the event that more than one valid proxy is submitted for a Member, the latest executed proxy, as determined by the date and/or time of signature, shall control. Proxies not delivered by the start of the meeting or by an earlier date or time, if specified in the notice of the meeting, shall be invalid.

Additionally, at the discretion of the Board of Directors, an election or vote of Members on matters requiring a membership vote may be conducted without a meeting by conducting an Association-wide vote by absentee ballots, or if offered by the Association, electronic means as stated above. Any vote cast in an election or vote by a Member must be in writing, signed and dated by the Member. In an Association-wide election, written, signed, and dated ballots are not required for uncontested races. Cumulative voting, fractional votes, and split votes will not be permitted.

The decision of the Board of Directors as to the number of votes a Member is entitled to cast, based upon the number of Lots owned by the Member shall be final.

The vote of a majority of the votes entitled to be cast by the Members present in person, by proxy, absentee ballot or electronic ballot, at a meeting or an association wide vote, for which a quorum was present or met, shall be necessary for the adoption of any matter by the Members, unless a greater proportion is otherwise required by the Association's Governing Documents or Texas law.

- b) If offered by the Association as determined by the Board of Directors, in its sole discretion, an electronic vote (i) given by email, facsimile, or posting on an internet website established by the Association for voting, if available, (ii) for which the identity of the Member submitting the ballot can be confirmed, and (iii) for which the Member may receive a receipt of the electronic transmission and receipt of the Member's ballot shall constitute a written, signed and dated ballot.
- c) An absentee or electronic ballot (i) may be counted as an Owner present and voting and for the purpose of establishing a quorum only for items appearing on the ballot; (ii) may not be counted, even if properly delivered, if the Owner attends the meeting to vote in person, so that any vote cast at a meeting by an Owner supersedes any vote submitted by absentee or electronic ballot previously submitted for that proposal; and (iii) may not be counted on the final vote of a proposal if the motion amended at the meeting is different from the exact language on the absentee or electronic ballot.

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- d) In the event of a Remote Meeting (as defined in Article III, Section (1)(a) of these By-Laws), all voting Members may exercise their vote or votes by absentee ballot, and if offered by the Association, by electronic methods as described in TEX. PROP. CODE 209.00592. For a Remote Meeting, the Board of Directors shall extend the voting period beyond adjournment to allow Members to listen to candidates' presentations as to their qualifications and the reasons the candidates desire to be a member of the Board of Directors. The deadline for the receipt of absentee ballots and, if offered, electronic ballots shall be published in the Notice of Annual Meeting or Special Called Meeting. In such event, votes received during the extended voting period shall be considered a vote taken at the Remote Meeting.
- 6) Action Without a Meeting. Any action required or permitted by law to be taken at a meeting of the Members may be taken without a meeting, without prior notice, and without a vote if written consent specifically authorizing the proposed action is signed by the Members holding at least the minimum number of votes necessary to authorize such action at an in-person meeting of all Members entitled to vote thereon. Such consents shall be signed within sixty (60) days after receipt of the earliest dated consent delivered to the Association at its principal place of business in Texas. Such consents shall be filed with the minutes of the Association and shall have the same force and effect as a vote of the Members at an in-person meeting. Within ten (10) days after receiving authorization for any action by written consent, the Secretary shall give written notice to all Members entitled to vote who did not give their written consent, fairly summarizing the material features of the authorized action.

ARTICLE IV

BOARD OF DIRECTORS – TERM OF OFFICE

ELECTION – REMOVAL

- 1) Number and Qualification. The affairs of this Association shall be managed by a Board of nine (9) Directors who shall be Members of the Association. The number of Directors may be increased or decreased from time to time by resolution of the Board of Directors, but no decrease shall have the effect of shortening the term of any incumbent Director and the Board of Directors may never consist of less than three (3) nor more than nine (9) Directors. An amendment of the By-Laws shall not be required to increase or decrease the number of Directors. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by an election at an annual meeting or special called meeting of Members called for that purpose.
An elected Director shall be a Member of the Association at the time of nomination and must remain a Member during the term in office. Should a Director cease being a Member during the term of office, the term shall end simultaneously with the termination of the membership. In the case of an entity Member, should the relationship between the entity Member and the Director representing it terminate, that directorship will be deemed vacant and the entity Member shall appoint its successor representative to serve out the remaining term. There shall be no other requirement that restricts a Member's right to run for a position on the Board of Directors except as may be limited by TX. PROP. CODE 209.00591, as amended. If a Lot is owned by a legal entity, such as a partnership or corporation, any officer, partner, agent, or employee of that entity Member is eligible to serve as a Director and is deemed to be a Member for the purposes of this section. If the

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relationship between the entity Member and the Director representing it terminates, that directorship will be deemed vacant and the entity shall appoint its successor representative to serve out the remaining term.

- 2) Term of Office. The current members of the Board of Directors shall hold office until their successors have been elected and hold their first meeting. Each successor Director shall be elected to serve a term of three (3) years. In the event the number of Directors shall be increased by resolution of the Board for Directors, the additional positions created shall be classified to provide for staggered terms. Members of the Board of Directors are not subject to term limits and may serve successive terms.
- 3) Vacancies. In the event a Director's position becomes vacant due to death, incapacitation, resignation, loss of membership in the Association, or removal, his successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his predecessor.
- 4) Removal. Any Director may be removed from the Board of Directors, with or without cause, by a majority vote of the Members of the Association. Any Director whose removal is sought shall be given notice of the proposed removal.
- 5) Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for any actual expenses incurred in the performance of his duties.

ARTICLE V

BOARD OF DIRECTORS – NOMINATION AND ELECTION

- 1) Solicitation of Candidates.
 - a) At least forty-five (45) days before the date the Association disseminates ballots to the Members for purposes of voting in a Board member election, whether at an in-person meeting or an Association-wide vote without a meeting, the Association must provide notice to the Members soliciting candidates interested in running for a position on the Board of Directors. The notice must contain instructions for an eligible candidate to notify the Association of the candidate's request to be placed on the ballot and the deadline to submit the candidate's request. The deadline may not be earlier than the tenth (10th) day after the date the Association provides the notice required by this subsection.
 - b) The notice required by this Subsection (a) must be:
 - i) mailed to each Member; or
 - ii) provided by:
 - (1) posting the notice in a conspicuous manner reasonably designed to provide notice to Association Members:
 - (a) in a place located on the Association's Common Areas or, with the Property Owner's consent, on other conspicuously located privately owned property within the Subdivision; or
 - (b) on any Internet website maintained by the Association or other Internet media; and
 - (2) sending the notice by email to each Member who has registered an email address with the Association.

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- iii) The Association shall include on each absentee ballot or other ballot for a Board Member election the name of each eligible candidate from whom the Association received a request to be placed on the ballot in accordance with this Subsection (a). No nominations shall be accepted from the floor.

2) Election.

- a) Appointment of Election Officer. The Board of Directors shall, prior to the annual or special called meeting or an Association-wide vote if an election is to be conducted and prior to accepting nominations, by resolution designate one (1) Member who is not standing for re-election to the Board of Directors to serve as Election Officer for the election of Board of Directors.

The Election Officer shall receive written nominations as provided herein and shall administer the election or vote at the annual or special called meeting or the Association-wide election or vote.

The Election Officer shall appoint, in writing, such assistants as are in the Election Officer's judgement required to conduct the election. The assistants may be members of the Board of Directors that are not up for re-election and need not be Members of the Association. Such assistants shall not be paid for their services.

A person who is a candidate for election or who is otherwise the subject of an Association-wide vote, or a person related to that person within the third degree by consanguinity or affinity, as determined under Chapter 573, Government Code, may not tabulate or otherwise be given access to the ballots cast in that election or vote except as part of a recount process authorized bylaw and set forth in TEX. PROP. CODE 209.00594, as amended.

A person other than a candidate or related person, as previously described in this Subsection (a), may tabulate votes in the Association election or vote, but may not disclose to any other person how an individual voted; and a person other than a person who tabulates votes under this Subsection (a), including a candidate or person related to a candidate as previously described in this Subsection (a), may be given access to the ballots cast in the election or vote only as part of a recount process authorized by law. If ballots are to be returned to the Association by email, fax, mail or otherwise, the Election Officer shall ensure that a person identified in the preceding sentence does not have access to the returned ballots.

- b) Election Results. The results of balloting shall be announced by the Election Officer before the close of the in-person meeting at which the election takes place or after the expiration of the voting period as determined by the Board of Directors, or at the first annual or special called meeting held after and Association-wide election. The candidate(s) receiving the highest number of votes shall be declared by the President or Vice-President, if there is no President, to have been elected. The President or Vice-President shall announce only the names of the successful candidate(s) and shall not announce or post the vote totals of the respective candidates. The Election Officer shall thereafter certify, in writing, the results of the balloting, which shall then be countersigned by his or her assistants.

ARTICLE VI

BOARD OF DIRECTORS – MEETINGS

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- 1) Regular Meetings. Regular meetings of the Board of Directors shall be held with notice, as required by the Texas Property Code, at such time, date and place as determined by the Board of Directors, except no meeting shall be held on a Sunday or national holiday.
- 2) Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days' notice to each Director.
- 3) Quorum: Majority Vote. At meetings of the Board of Directors, a majority of the number of Directors fixed by these By-Laws shall constitute a quorum for the transaction of business. 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, except as otherwise specifically provided by statute, the Article of Incorporation, or these By-Laws. If a quorum is not present at a meeting of the Board of Directors, the Directors present may adjourn the meeting and shall (with notice as described herein) have the power to adjourn the meeting and call another meeting immediately after the adjournment of the initial meeting or within sixty (60) days following the initial meeting until a quorum shall be present or represented, subject to the limitations of the Texas Property Code. Provided the original notice to Members of the Board of Directors meeting contains a provisional time and date for a reconvening of the initial meeting in case it is adjourned due to lack of quorum, verbal notice of reconvening conveyed to those present at the initial meeting shall be sufficient notice to satisfy all notice provisions in these By-Laws. A Director may vote in person or by proxy executed in writing by the Director appointing another member of the Board of Directors to vote on the Director's behalf. A Director's proxy shall expire thirty (30) days after the date the proxy is executed or when revoked, whichever is sooner.
- 4) Place of Meetings. Except for meetings held by electronic or telephonic means, on-person meetings of the Board of Directors, regular or special, shall be held in Bexar County, Texas.
- 5) Notice of Board of Directors Meeting. Members shall be provided notice of the date, hour, place, matters to potentially be deliberated in executive session, and the general subject of a regular or special Board of Directors meeting. Notice shall be provided in one (1) of the following manners:
 - a) Mailed to each Member not later than the tenth (10th) calendar day or earlier than the sixtieth (60th) calendar day before the date of the meeting; or
 - b) Provided at least one hundred forty-four (144) hours prior to the start of a regular Board meeting and at least seventy-two (72) hours prior to the start of a special Board meeting by:
 - i) Posting notice in a conspicuous manner reasonably designed to provide notice to the Association, which includes posting notice on the Association's Common Areas, [posting notice on a conspicuously located Member's Property with that Member's consent, or posting notice on an Internet website maintained by the Association or by a management company on behalf of the Association.
 - ii) Emailing notice to each Member who has a registered email address with the Association. It is the duty of each Member to provide the Association with an updated email address.
- 6) Open Meetings. Regular and special meetings of the Board of Directors are open to Members of the Association, subject to the following provisions:
 - a) No audio or video recording of the meeting may be made, except by the Board of Directors or with the Board of Directors' prior, written consent.

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- b) Members who are not Directors may not participate in Board of Directors deliberations or discussions, unless expressly authorized to do so by the vote of a majority of a quorum of the Board of Directors.
 - c) The Board of Directors may, with the approval of a majority of a quorum, adjourn any meeting and reconvene in executive session to discuss and vote on personnel matters, litigation in which the Association is or may become involved, contract negotiations, enforcement actions, confidential communications with the Association's attorney and any order of business of a confidential nature involving a Member and matters to remain confidential at the request of the affected parties and agreement of the Board of Directors. The nature of business to be considered in executive session will first be announced in open session. Following an executive session, and decision made in the closed session shall be summarized orally and placed in the meeting minutes. The oral summary shall be in general terms and shall include a general explanation of expenditures and shall not breach the privacy of individual Members, violate any privilege, or disclose information that is to remain confidential at the request of the affected parties.
 - d) The Board of Directors may prohibit attendance by non-Members, including lessees, representatives, proxies, agents, and attorneys of Members.
 - e) The Board of Directors may prohibit attendance by any Member who disrupts meetings or interferes with the conduct of Board of Directors business.
- 7) Action Without Meeting and Notice. The Board of Directors shall be permitted to take action without a formal meeting and without notice as follows:
- a) Subject to the limitations of TEX. PROP. CODE 209.0051, any action permitted to be taken without a meeting or vote may be taken if a consent in writing, setting forth the action so taken, is signed by all the members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting. The signed consent, or a signed copy, shall be placed in the minutes book. The consent may be in more than one counterpart so long as each Director signs one of the counterparts.
 - b) The Board of Directors may meet by any method of communication, including electronic and telephonic meetings, without prior notice to the Members. The Board of Directors may take action either pursuant to a verbal or electronic vote during such meeting, provided each Director may hear and be heard by every other Director or by unanimous written consent. Any action taken by the Board of Directors without notice to the Members must be summarized orally, including, but not limited to, actual or estimated expenditures approved, and documented in the written minutes of the next regular or special Board of Directors meeting. The Board of Directors may not, unless done in an open meeting for which prior notice was given to the Members, consider or vote on any of the following matters:
 - i) fines;
 - ii) damage assessments;
 - iii) initiation of foreclosure actions;
 - iv) initiation of enforcement actions, excluding temporary restraining orders or violation involving threat to health or safety;
 - v) increases in assessments;
 - vi) levying of special assessments;
 - vii) appeals from a denial of Architectural Review Committee approval;

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- viii) suspension of a right of a particular Member before the Member has an opportunity to attend a regular or special meeting of the Board of Directors;
- ix) lending or borrowing of money;
- x) the adoption or amendment of a dedicatory instrument;
- xi) the approval of an annual budget or the approval of an amendment of an annual budget that increases the budget by more than 10 percent;
- xii) the sale or purchase of real property;
- xiii) the filling of a vacancy on the board of Directors
- xiv) the construction of capital improvements other than the repair, replacement or enhancement of existing capital improvements; or
- xv) the election of an officer.

ARTICLE VII

BOARD OF DIRECTORS – POWERS AND DUTIES

- 1) Powers. The Board of Directors shall have power to:
 - a) Adopt and publish rules and regulations governing the use of the Association property and facilities including the personal conduct of the Members and their guests thereon; and to establish penalties for infractions of such rules and regulations.
 - b) Suspend a Member's right to use any Common Area, facilities or services after notice of a violation of the governing documents or published policies, rules, and regulations and an opportunity for a hearing before the Board of Directors or during any period in which such Member shall be in default in the payment of any assessment levied by the Association.
 - c) Exercise on behalf of the Association all powers, duties, and authority vested in or delegated to the Association and not specifically reserved to the membership by the Articles of Incorporation, the Declaration, or by other provisions of these By-Laws;
 - d) Declare the office of a member of the Board of Directors to be vacant in the event that such member is absent from three consecutive regular meetings of the Board of Directors; and
 - e) Engage a manager, independent contractors, and such employees as they may deem necessary, and to prescribe their duties.
 - f) Add new units of the Subdivision to the membership of the Association, to be effective at such times as the plats for said new units are approved by the Commissioners Courts of the respective counties in which said units are located.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

- 1) Enumeration of Offices. The officers of the Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, and a Secretary, Treasurer, and such other officers as the Board of Directors may from time to time by resolution create.
- 2) Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each Annual Meeting of Members.

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- 3) Term. The officers of the Association shall be elected annually by the Board of Directors. Each officer shall hold office for a term of one year or until his successor is elected, unless he shall sooner resign, or shall be removed or otherwise be disqualified to serve.
- 4) Special Appointments. The Board of Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.
- 5) Resignation and Removal. Any officer may be removed from office by the Board of Directors at any time with or without cause. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 6) Vacancies. A vacancy in any office may be filled by an appointment made by the Board of Directors at a regular or special meeting of the Board of Directors. The officer appointed to such vacancy shall server for the unexpired term of the officer replaced.
- 7) Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.
- 8) Duties. The duties of the officers are as follows:
 - a) President. The President shall
 - i) preside at all meetings of the Board of Directors;
 - ii) shall see that orders and resolutions of the Board of Directors are carried out;
 - iii) shall sign all leases, mortgages, deeds, and other instruments, and shall co-sign all checks in excess of \$300.00 and promissory notes.
 - b) Vice-President. The Vice President shall
 - i) act in the place of the President in the event of his absence, inability, or refusal to act, and
 - ii) shall exercise and discharge such other duties as may be required of him by the Board of Directors.
 - c) Secretary. The Secretary shall
 - i) record the voters and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members;
 - ii) serve notice of meetings of the Board of Directors and Members;
 - iii) keep appropriate current records showing the Members of the Association together with their addresses;
 - iv) and perform such other duties as may be required by the Board of Directors or by law.
 - d) Treasurer. The Treasurer shall
 - i) receive and deposit in appropriate bank accounts all funds of the Association, and shall disburse such funds in excess of \$300.00 as directed by resolution of the Board of Directors;
 - ii) shall sign all checks and promissory notes of the Association;
 - iii) shall keep proper books of account;
 - iv) shall cause and annual audit (or review) of the Association books to be made by a certified public accountant within ninety (90) days after the end of the fiscal year;
 - v) shall prepare an annual budget and statement of income and expenditures, a copy of which documents shall be available to each Member, and report of which shall be given at the Annual Meeting of Members.

(As Amended by the Membership on November 19, 2021)

ARTICLE IX

COMMITTEES

The Association shall appoint a nominating committee as provided in Article V of these By-Laws. In addition, the Board of Directors may appoint such other committees as it may deem appropriate in the performance of its duties.

ARTICLE X

MEMBERSHIP IN ASSOCIATION: VOTING RIGHTS

- 1) Membership. Every Owner of a Lot shall be a Member of the Association; membership shall be appurtenant to and may not be separated from ownership of a Lot.
- 2) Voting Rights. The Association shall have one class of voting membership. Members shall be comprised of both Resident and Non-resident Members. Resident Members shall be all Owners of any Lot in the Subdivision who shall have completed the construction of the foundation for a residence on such Lot. Non-resident Members shall be those Owners in the Subdivision who have not completed construction of a foundation for a residence on the respective Lot or Lots. All Members shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they may determine, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declarations, each Member is obligated to pay to the Association annual and special assessments, along with properly imposed fees, penalties and charges, which are secured by a counting lien upon the property against which such are made.

Any such which are not paid when due shall be delinquent and subject to the remedies provided for in the Declaration.

No owner may waive or otherwise escape liability for assessments, fees, penalties and charges provided for herein by non-use of the common area or abandonment of his Lot.

ARTICLE XII

PROPERTY RIGHTS

- 1) Owner's Easement of Enjoyment. Every Owner of a Lot shall have a right and easement of enjoyment in and to the Association Property, which shall be appurtenant to and shall pass with the title to such Lot, subject to the rights of the Association set out in the Declaration.
- 2) Delegation of Use. Subject to such limitation as may be imposed by the Board of Directors, each owner may delegate his right of enjoyment in and to the Association Property and facilities to the members of his family and to guests accompanied by the respective owners.

(As Amended by the Membership on November 19, 2021)

ARTICLE XIII

BOOKS AND RECORDS: INSPECTION

The books, records and papers of the Association shall be subject to reasonable inspection by any Member during ordinary business hours. The Article of Incorporation, Declaration and By-Laws of the Association shall be available for inspection by Members at the principal office of the Association where copies shall be made available for sale at a reasonable price.

ARTICLE XIV

CORPORATE SEAL

The Association shall not have a corporate seal.

ARTICLE XV

FISCAL YEAR

The fiscal year of the Association shall be the calendar year, except that the first fiscal period shall begin on the date of incorporation and shall end on December 31st of the year of incorporation.

ARTICLE XVI

AMENDMENTS

- 1) Amendment of By-Laws. These By-Laws may be altered, amended or repealed either: (i) by the affirmative vote of two-thirds (2/3) of the members of the members of the Board of Directors, provide notice of the proposed alteration, amendment, or repeal is contained in the notice of the meeting, or (ii) at a meeting of the Members at which a quorum is present or represented,, by the affirmative vote of a majority of the total eligible votes of the membership of the Association present or represented at the meeting and entitled to vote there at, provided notice of the proposed alteration, amendment or repeal is contained in the notice of the meeting.
- 2) Rules of Construction. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

BY-LAWS OF SCENIC OAKS PROPERTY OWNERS' ASSOCIATION, INC. A NON-PROFIT CORPORATION

(As Amended by the Membership on November 19, 2021)

Except as modified by this First Amendment, the By-Laws shall remain in full force and effect.

CERTIFICATE OF OFFICER

The undersigned certifies that the foregoing First Amendment to the By-Laws of Scenic Oaks Property Association, Inc., was duly approved and adopted on the date first above written by approval of a majority of a quorum of the Board of Directors of Scenic Oaks Property Association, Inc., at a meeting conducted on the 15th day of November, 2021 and that the undersigned has been authorized by the Board of Directors to execute and record this instrument. The undersigned further certifies that the foregoing First Amendment to the By-Laws of Scenic Oaks Property Owners Association, Inc., constitutes a dedicatory instrument under TEX. PROP. CODE 202.006 which applies to the operation of Scenic oaks Subdivision, a subdivision located in Bexar County, Texas, as hereinabove described.

Signed this 19th day of November, 2021.

SCENIC OAKS PROPERTY OWNERS ASSOCIATION, INC.

James Butler

President

eFILED IN THE OFFICIAL PUBLIC eRECORDS OF BEXAR COUNTY
LUCY ADAME-CLARK, BEXAR COUNTY CLERK

Document Number: 20210326150

Recorded Date: November 22, 2021