

**BYLAWS OF  
CLEAR SPRINGS PARK PROPERTY OWNERS ASSOCIATION  
A NON PROFIT CORPORATION**

**ARTICLE 1  
OFFICES**

**Principal Office**

1.01 The principal office of the corporation shall be located in the State of Texas, County of Bexar.

**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 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 2  
MEMBERS**

**Classes of Members**

2.01 The corporation shall have one class of members. The qualifications and rights of the members shall be as follows:

**Qualifications for Membership**

2.02 All members shall be property owners. Each member must pay annual dues as described in Article 10 of these by-laws.

**Voting Rights**

2.03 Members shall be entitled to vote on each matter submitted to a vote of the members. Each member shall have one vote no matter how many lots are owned. When more than one person owns a lot, there shall be only one vote for the lot. If the multiple owners cannot agree on their vote, they shall forfeit their vote.

**Termination of Membership**

2.04 Membership shall be terminated upon the failure of a member to pay the annual dues within the time prescribed in Article 10.

**Resignation**

2.05 Any membership is void from one calendar year to the next if POA membership dues are not kept current; any member may resign by filing a written resignation with the Secretary. In either case, resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

**Transfer of Membership**

2.06 Membership in this corporation is not transferable or assignable.

## **ARTICLE 3 MEETINGS OF MEMBERS**

### **Annual Meeting**

3.01 An annual meeting of the members shall be held in May beginning in the year 1991, in accordance with paragraph 3.04, for the purpose of electing Directors and for the transaction of other business as may come before the meeting.

### **Special Meeting**

3.02 Special meetings of the members may be called by the President, the Board of Directors, or not less than one tenth of the members having voting rights.

### **Place of Meeting**

3.03 The Board of Directors may designate any place within the State of 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 special 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 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, by mail or by electronic communication, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) 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 bylaws, 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 delivered when deposited in the United States mail addressed to the member according to the records of the corporation; when using electronic communication, confirmed email receipt or that email was opened will be sufficient evidence the communication was received; if by fax, fax confirmation will be sufficient.

### **Quorum**

3.05 Ten members or ten percent of the membership, whichever is greater, shall constitute a quorum at called meetings. If a quorum is not present, a majority of the members attending may adjourn the meeting without further notice.

### **Proxies**

3.06 At any meeting of members, a member entitled to vote may vote by proxy executed in writing or electronic communication 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.

## **ARTICLE 4**

### **BOARD OF DIRECTORS**

#### **General Powers**

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

4.02 There shall be at least seven directors of the corporation. At the first annual meeting, in 1991, a full board of directors shall be elected. At the second annual meeting, three directors, selected by lot, shall be replaced by normal election procedure. Thereafter, all directors shall serve two year terms, thereby having a rotation of directors.

4.03 A regular annual 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. 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 any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

#### **Notice**

4.05 Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally, by mail or sent by electronic communication to each Director as shown by the records of the corporation. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member according to the records of the corporation. 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 is 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 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; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

#### **Manner of Acting**

4.07 The act of a majority of Directors present at a meeting of 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 by these bylaws.

4.08 Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve until the next annual meeting, at which time, an election shall be held to fill the unexpired term.

### **Operations**

4.09 Board Officers and Directors shall maintain a CSPPOA Board Operations Manual which outlines and describes all Board roles and responsibilities; is a repository for forms and documents helpful in the performance of all duties such as required by the State of Texas and Bexar County; and explain other aspects of POA operations. The Board Manual is intended to ensure continuity, assist future Board Officers and Directors in the performance of their duties, and to ultimately improve the neighborhood and POA. Updates and changes to the Manual are appropriate and necessary from time to time, but should remain intact for prosperity's sake and be utilized to increase Board and POA effectiveness.

### **Compensation**

4.10 No director shall receive compensation for any service rendered to the Association. Any director may, however, be reimbursed for actual expenses incurred in the performance of the director's duties.

### **Informal Action by Directors**

4.11 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 written or electronic communication setting forth the action so taken shall be signed by all of the Directors.

4.12 A member of the Board of Directors may be removed from office by a two-thirds majority vote of the members present at either the annual or special meeting.

## **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 the Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same persons, except the offices of President and Secretary.

### **Election and Term of Office**

5.02 Officers shall serve for one year. An election of new officers shall be held at the annual meeting of the Board of Directors.

**Removal**

5.03 Any officer elected by the Board of Directors may be removed by majority vote of the Board of Directors whenever, in the best judgment of the Board, the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**Vacancies**

5.04 A vacancy in an office, because of death, disqualification or otherwise, may be filled by the Board of Directors until the next annual meeting.

**President**

5.05 The President shall be a member of the Board of Directors and shall be the principal executive officer of the Corporation, shall preside at all meetings of the members and of the Board of Directors, may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, 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 bylaws or by statute to some other officer or agent of the corporation; and in general 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 President's absence, 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 by the President or Board of Directors.

**Treasurer**

5.07 The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositaries as shall be selected in accordance with the provisions of Article 7 of these by-laws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The Treasurer shall execute duties in accordance with policies set forth by the board to ensure proper documentation of financial matters.

**Secretary**

5.08 The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books 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 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 under its seal is duly authorized in accordance with the provisions of these bylaws; 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 by the President or by 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 one 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 any such committee or any Director or Officer of the corporation; amending the articles of incorporation, adopting a plan of merger or plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; 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 resolution of the Board of Directors which by its terms 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, or any responsibility imposed 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, members of each such committee shall be members of the corporation and the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

**Term of Office**

6.03 Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his successor is elected, unless he resigns or is removed at an earlier time.

**Chairman**

6.04 One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

**Vacancies**

6.05 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Quorum**

6.06 Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Rules**

6.07 Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## **ARTICLE 7 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

**Contracts**

7.01 The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, 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.

**Checks and Drafts**

7.02 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 may be signed and countersigned by two of three designated Directors of the Corporation.

**Deposits**

7.03 All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the Board of Directors may select.

**Gifts**

7.04 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

## **ARTICLE 8 BOOKS AND RECORDS**

8.01 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 address of the members entitled to vote. All books and records of the corporation may be inspected by any member or their agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE 9 FISCAL YEAR**

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

## **ARTICLE 10 DUES**

### **Annual Dues**

10.01 The Board of Directors may determine from time to time the amount of membership dues payable to the corporation by members of the corporation. To qualify for membership, each prospective member must complete an application form and pay the membership dues.

### **Payment of Dues**

10.02 Dues shall be payable on the first day of January of each fiscal year.

### **Default and Termination of Membership**

10.03 When any member shall not make payment of dues within five months of the beginning of the fiscal year, membership shall thereupon be considered inactive; payment of dues will reactivate membership at any time.

### **SEAL**

11.01 The Corporation shall have a Corporate Seal, which shall be in the form of a circle and shall be inscribed with the name of the Corporation.



**ARTICLE 12**  
**WAIVER OF NOTICE**

12.01 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 13**  
**AMENDMENTS TO BYLAWS**

13.01 These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds majority of the members voting at a regular or special meeting of the members. No amendment, alteration or other change shall be submitted to a vote unless notice of the proposed change has been included in the notice of the regular or special meeting mailed or delivered to all members of the Corporation.

These Bylaws were accepted at a meeting of the Clear Springs Park Property Owners Association on May 15, 2011