

BYLAWS OF
WATERSIDE OAKS MARINA CONDOMINIUM OWNERS ASSOCIATION, INC.

Article I: NAME AND LOCATION

1.01. *Name.* The name of the Association is "Waterside Oaks Marina Condominium Owners Association, Inc.", hereinafter referred to as the "Association". The Association is a Texas non-profit corporation.

Article II: DEFINITIONS

2.01. *Definitions.* The definitions of all terms herein shall be the same as those in the Declaration of Covenants, Conditions and Restrictions for the Waterside Oaks Marina Condominiums, in Travis County, Texas.

Article III: MEETING OF MEMBERS

3.01. *Annual Meetings.* Each Owner of a Residential Dock under the Declaration is a member. The annual meeting of the members shall be held each year in January or February at a place designated by the Board.

3.02. *Special Meetings.* Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of three or more members. The place of the meeting shall be as stated in the notice.

3.03. *Notice of Meetings.* Written notice of each meeting of the members 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, at least 14 days before such meeting to each member entitled to vote, addressed to the member's address last appearing on the books of the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. Such notice shall be deemed to be delivered when deposited in the U.S. mail and addressed to the member at his address as set out above. Upon request, notice of such meeting shall also be mailed to first mortgagees.

3.04. *Quorum.* Except for a meeting to raise or impose assessments on all Owners, the presence at the meeting of members entitled to cast, or of proxies entitled to cast, one third of the total voting interests of the Owner shall constitute a quorum for any action except as otherwise provided by the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members present shall have power to recess the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. Quorum for assessment meetings shall be pursuant to provision of the Declaration.

3.05. *Proxies.* At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Residential Dock.

3.06. *Voting.* Secret ballots shall be utilized upon the request of any member.

Article IV: BOARD OF DIRECTORS

4.01. *Number.* The affairs of this Association shall be managed by a Board of three directors, who need not be members of the Association and who are elected annually.

4.02. *Term of office.* The members shall elect all directors for a term of approximately one year, beginning from the date of their election to the date of the election of their successor at the next annual meeting.

4.03. *Removal; resignations.* Any director may be removed from the Board, with or without cause, by a majority of the voting interests of the members of the Association voting at an Association meeting called for the purpose of removal of a director. The vote shall be by written ballot. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

4.04. *Compensation.* No director shall receive compensation for any service he may render to the Association in his capacity as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

4.05. *Action Taken Without a Meeting.* The directors shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

4.06. *Voting.* Secret ballots shall be utilized upon request of any Board member.

4.07. *Limited liability and indemnification.* The directors shall be entitled to the limited liability and indemnification provisions contained in the Declaration.

Article V: ELECTION OF DIRECTORS

5.01. *Nomination.* Nomination for election to the Board of Directors may be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. If appointed, the Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee may be appointed by the Board of Directors prior to each annual meeting of the members; and if appointed, such appointment shall be announced to the membership at least 30 days prior to the annual meeting. The Nominating Committee may make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Members or non-members of the Association may be nominated for the Board of Directors.

5.02. *Election.* Election to the Board of Directors shall be by secret written ballot if requested by any member. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Article VI: MEETINGS OF DIRECTORS

6.01. *Regular Meetings.* Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by the Board. Any member desiring to attend monthly meetings shall contact the President or the Association's management company who shall in return notify such member of the time and place of the next monthly meeting.

6.02. *Special Meetings.* Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three days notice to each director.

6.03. *Quorum.* A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

6.04. *In person or by telephone.* Meetings of the Board may be in person or by telephone.

Article VII: POWERS AND DUTIES OF THE BOARD

7.01. *Powers.* The Board of Directors shall have power: to exercise for the Association all powers, duties and authority vested in or delegated to this Association, and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

7.02. *Duties.* It shall be the duty of the Board:

(a) to cause to be kept a complete record of all its acts and corporate affairs and to present a report thereof to the members at the annual meeting of the members, or at any special meeting when such report is requested in writing by one-fourth of the members;

(b) to supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) to (1) fix the amount of the regular assessment for each Residential Dock pursuant to the procedure in the Declaration; (2) send written notice of assessments to every Owner; and (3) collect assessments and enforce assessments, all pursuant to procedures and limitations as set forth in the Declaration;

(d) to issue resale certificates, loan eligibility certificates, and verification certificates setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates and other written documents provided by the Association. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) to procure and maintain adequate liability and hazard insurance on common area facilities and on property owned by the Association and on each Residential Dock; cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate or necessary;

(f) to cause the common area and Common Elements to be maintained; and

(g) to carry out all other duties of the Association or Board under the Declaration.

Article VIII: OFFICERS AND THEIR DUTIES

8.01. *Enumeration of Offices.* The Officers of this Association shall be a president and a vice president, who shall at all times be members of the Board of Directors, a secretary and a treasurer.

8.02. *Election of Officers.* The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members. The initial election of officers shall take place at this organizational meeting of the directors.

8.03. *Term.* Each officer of this Association shall be elected annually by the Board and each shall hold office for approximately one year until the election of his successor, unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

8.04. *Special Appointments.* The Board 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.

8.05. *Resignation and Removal.* Any officer may be removed from office with or without cause by majority vote of the remaining Board members. Any officer may resign at any time giving written notice to the Board, 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.

8.06. *Vacancies.* A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

8.07. *Multiple Offices.* The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 8.04 of this Article.

8.08. *Duties.* The duties of the officers are as follows:

(a) President: The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; and shall sign all mortgages, deeds and other legal instruments.

(b) Vice-President: The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary: The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members, as well as other records of the Association; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board. These duties, with approval of the Board, may be delegated to the Association's management company.

(d) Treasurer: The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant or CPA at the completion of each fiscal year; and shall prepare an annual budget for the forthcoming year and a statement of income and expenditures for the previous year, to be presented to the membership at its regular annual meeting. The Treasurer shall also be responsible for supervising billings. These duties, with approval of the Board, may be delegated to the Association's management company. All checks and cash reserve withdrawals or transfers must be co-signed by (1) at least two officers of the Association, or (2) one officer of the Association and an authorized representative of the Association management company.

Article IX: COMMITTEES

The Association shall appoint any committees required by the Declaration or these Bylaws. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out the purposes of the Association.

Article X: BOOKS AND RECORDS

The books, records and papers of the Association shall at all times be subject to inspection by any member during reasonable business hours. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

Article XI: ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association regular and special assessments, which are secured to the full extent provided by law, by a continuing lien upon the Residential Docks against which the assessment is made. The collection and enforcement procedures shall be as set forth in the Declaration.

Article XII: CORPORATE SEAL

The issuance of a corporate seal shall be unnecessary and is not required under Texas law.

Article XIII: AMENDMENTS

These Bylaws may be amended, at a regular or special meeting of the members, by a vote of two-thirds of the votes which members present in person or by proxy are entitled to cast. Thirty days advance written notice to members is required for Bylaws changes. Changes in the Declaration shall be pursuant to the procedures set forth therein.

Article XIV: MISCELLANEOUS

The fiscal year of the Association shall be the calendar year.



President, Waterside Oaks Marina
Condominium Owners Association, Inc.

July 3, 2003

Date of Adoption