

BYLAWS
OF
BLANCO WOODS HOMEOWNER'S ASSOC INC.

SECTION I
NAME AND LOCATION

Sec 1.1 Name

The name of the corporation is BLANCO WOODS HOMEOWNER'S ASSOCIATION, INC.. Hereinafter referred to as the Association.

Section 1.2 Location

The principal office of the corporation shall be located at 13432 Blanco Road, Ste. 313, San Antonio, Bexar County Texas 78216, or such other location within Bexar County Texas, as may be designated from time to time by the Board of Directors.

SECTION II
DEFINITIONS

Section 2.1 Articles

"Articles" shall mean and refer to the Articles of Incorporation of the Association.

Section 2.2 Association

"Association" shall mean and refer to BLANCO WOODS HOMEOWNER'S ASSOCIATION, INC., a Texas non-profit corporation, its successors and assigns.

Section 2.3 Board

"Board" shall mean and refer to the Board of Directors of the Association.

Section 2.4 Common Area

"Common area" shall mean and refer to all real property and improvements thereon owned by the Association for the common use and enjoyment of the members.

Section 2.5 Declaration

"Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to BLANCO WOODS subdivision of Bexar County] as recorded at the following volumes and page numbers:

Volume	Page No.	Title
1.	2570	66 Declaration of Restrictive Covenants - Unit I
2.	2570	53 Declaration of Restrictive Covenants - Unit IA
3.	2866	508 Declaration of Restrictive Covenants - Unit 2
4.	3174	39 Declaration of Restrictive Covenants: Unit 2A
5.	3173	707 Declaration of Restrictive Covenants - Unit 4

(All references to volumes and page numbers are to the Real Property Records of Bexar County, Texas), and as same are amended or extended from time to time.

Section 2.6 BLANCO WOODS

"BLANCO WOODS" shall refer to that area which in the aggregate comprises the Properties as defined herein.

Section 2.7 Lot

"Lot" shall mean and refer to any parcel of land shown upon the recorded subdivision maps or plats of the properties with the exception of the common area.

Section 2.8 Member

"Member" shall mean and refer to every record owner, whether one or more persons or entities, of fee simple title in any lot which is subject by covenants of record to assessment by the Association and shall include contract sellers but shall not include persons or entities holding an interest merely as security for the performance of an obligation. Each member shall be either a voting member or a non-voting member. A voting member is defined as one that has paid the annual assessment. A non-voting member is defined as one that has not paid the annual assessment.

Section 2.9 Properties

"Properties" shall mean and refer to that certain real property described in the Declaration and any amendment, supplementation, or extension thereof.

SECTION III MEETINGS OF MEMBERS

Section 3.1 Place of Meeting

Meetings of the members shall be held at such places within Bexar County, Texas, as may be designated by the Board in the notice of the meeting.

Section 3.2 Annual Meeting

The first annual meeting of members for the election of Directors and for the transaction of such business as may properly come before the meeting shall be held on or before March 6, 2002. In each year after 2002, annual meetings shall be on the first Wednesday in March, or at such other reasonable time and place not more than 60 days before or after such date, as determined by the Board of Directors and as specified in the notice of such meeting.

Section 3.3 Special Meetings

Special meetings of the members may be called at any time by the Chairman of the Board, or upon a petition signed by thirty percent (30%) of the members who would be entitled to cast a vote or votes at such meeting.

Section 3.4 Notice of Meetings

Unless effected as otherwise provided herein or in the Declaration, written or printed notice of each meeting of the members shall be given by or at the direction of the Secretary or other person authorized to call such meeting by mailing postage prepaid to each member entitled to vote thereat, a copy of such notice not less than ten (10) nor more than fifty (50) days before the date of such a meeting. Such notice shall be addressed to the member at his or her address as it appears on the records of the Association as at the

time of mailing and shall specify the place, date, and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. The Board of Directors may, at its sole discretion, determine that instead of mailing such notices, that same shall be distributed by hand, to be left with anyone at the residence or, if no one is present, to attach same to the front door of the residence.

Section 3.5 Quorum

3.5(1) Members holding one-tenth (1/10) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum except as otherwise provided herein, in the Articles, or in the Declaration.

3.5(2) In the event such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum as aforesaid shall be present or represented.

Section 3.6 Proxies

A member may vote in person or by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. The Board shall be authorized to designate the form of proxy to be used. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. A proxy shall be revocable at any time by its maker.

Section 3.7 Rules of Procedure

Meetings of the members shall be conducted in accordance with the rules and procedures outlined in The ABC of Parliamentary Procedure published by the Community Association Institute. In the event such rules and procedures do not address a situation with which the Association is presented, the Association shall look to the most recent version of Robert's Rules of Order for guidance on procedural issues.

SECTION IV VOTING

Section 4.1 Voting

Each voting member shall be entitled to cast one vote, irrespective of the number of owners of same. In the event any owner casts a vote, the Association shall be entitled to rely upon same as an indication that all of the other owners of such lot, if any, are in agreement with the vote which has been cast.

Section 4.2 Cumulative Voting
Cumulative voting shall not be permitted.

Section 4.3 Majority Vote

The vote of a majority of the votes entitled to be cast by the members present in person or by proxy, at a meeting for which a quorum has been obtained shall be necessary for the adoption of any matter by the members, unless a greater proportion is otherwise required by the Articles or the Declaration.

SECTION V DIRECTORS

Section 5.1 Number of Directors

The affairs of the Association shall be governed by a Board of Directors which shall consist of no less than three (3) but not more than twelve (12) persons. In the event the number of Directors is changed by amendment to these Bylaws, no such change shall have the effect of removing any director prior to the expiration of his or her term of office.

Section 5.2 Election

Members of the Board of Directors shall be elected at large by ^{voting} all members of the Association.

Section 5.3 Qualifications of Directors

A Director shall be a member of the Association in good standing at the time of nomination. This section shall not apply to incumbent directors at the time of adoption hereof who may stand for election for successive consecutive terms of office.

Section 5.4 Nomination

5.4(1) Nomination for election to the Board shall be made from the floor at the annual meeting. 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 shall be appointed by the Board of Directors prior to each annual meeting of the members until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall 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.

Section 5.5 Voting

5.5(1) Unless another form of voting is adopted at the annual meeting, election to the Board shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy. The person(s) receiving the largest number of votes shall be elected.

Section 5.6 Staggered Terms

No more than four (4) Directors shall be elected to the Board during any one year, with the exception of the initial year in which these bylaws become effective. At the initial election, one-third (1/3) of those persons elected shall serve for a term of one (1) year and one third of those elected shall serve for a period of two (2) years. Those elected shall draw straws to determine the lengths of their respective initial terms.

Section 5.7 Term of Office

Unless otherwise provided herein, each Director shall be elected for a term of three (3) years.

Section 5.8 Removal of Board Members

5.8(1) By Members. A Director may be removed from the Board by the vote of a majority of a quorum of members entitled to vote at a meeting of the members.

5.8(2) By Impeachment. A Director may be removed from the Board by impeachment by the Board for conduct unbecoming a member of the Board or other good cause.

(a) Impeachment of a Director shall be commenced by resolution of the Board adopted at any meeting of the Board. Upon adoption of resolution to consider impeachment, the Board shall at its next regular meeting consider the matter. The Chairman shall appoint one member of the Board to present the case for impeachment and afford the Director whom it is proposed be impeached the opportunity to speak in response at such meeting. Following presentation of the case for impeachment and response thereto, the Board may by resolution adopted by a majority in favor impeach such Director. In the event such resolution is so adopted, impeachment shall be reconsidered by the Board at its next regular meeting and may by resolution be ratified by a majority in favor of ratification of impeachment. In the event of such ratification, impeachment shall be confirmed by the Board at its next regular meeting and may by resolution be confirmed by a majority in favor of confirmation of impeachment, which confirmation shall operate to forthwith remove such Director from and vacate his or her office.

5.8(3) By Declaration of Vacancy: In the event a Director shall be absent from three consecutive meetings of the Board, the Board may by resolution declare his or her office to be vacant, and in such case such Director shall be deemed to have resigned from the Board as of the adoption of such resolution. A meeting which has been rescheduled shall not be considered to be a meeting of the Board for the purposes of this section only.

Section 5.9 Deemed Resignation

A director shall be deemed to have resigned when he or she ceases to be a member in good standing. The provisions of this section shall not apply to any incumbent director at the time of adoption hereof or during any successive consecutive term of office of such director.

Section 5.10 Vacancies

A vacancy on the Board shall exist on the death, resignation, or removal of any Director in the event of a declaration of vacancy by the Board, or if the members fail at any annual or special meeting of members at which any Director or Directors are to be elected to elect the number of Directors authorized to be voted for at that meeting.

Section 5.11 Appointment to Fill Vacancies

In the event of a vacancy on the Board, the remaining members of the Board shall select and appoint to the Board a successor who shall serve the unexpired term of his or her predecessor.

SECTION VI MEETINGS OF DIRECTORS

Section 6.1 Meetings

Meetings of the Board shall be held at such place and hour as may be fixed from time to time by the Board. Notice of such meetings shall be given to each Director at least seven days prior to each such meeting, and shall specify the place and time of such meeting.

Section 6.2 Special Meetings

6.2(1) Special meetings of the Board shall be held when called by the Chairman of the Board or by any two (2) Directors. Notice of special meetings of the Board shall be given orally or in writing to each Director at least twenty-four (24) hours before any such meeting. Notice shall be deemed to have been given in writing when delivered to the present home address of a Director as shown on the records of the Association.

6.2(2) Attendance at a special meeting by a Director shall constitute a waiver of notice of such meeting except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.3 Open Meetings

Regular meetings of the Board shall be open to all members, provided, however, that members who are not members of the Board may not participate in any deliberation or discussion unless recognized by the Chair to so participate. Such recognition may be overruled by a vote of a majority of a quorum of the Board. The Board may, with the approval of a majority of a quorum of its members, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, property matters, litigation in which the Association is or may become involved, and orders of business relating to matters which are or may be the subject of a claim or privilege or for any purpose deemed appropriate in the discretion of the Board.

Section 6.4 Quorum

A majority of the Board 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 the act of the Board unless a greater number is required by law.

Section 6.5 Action Taken Without a Meeting

6.5(1) Emergency: Directors shall have the right to take emergency action which they could take at a duly constituted meeting without a meeting by obtaining approval of a majority of Board members. Any action so approved shall have the same effect as if taken at a meeting of the Board, shall be evidenced by sworn affidavit and shall be documented in the minutes of the next regular Board meeting.

6.5(2) By Consent: Any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all Directors. Any action so approved shall have the same effect as if taken at a meeting of the Board and shall be documented in the minutes of the next regular Board meeting

6.5(3) By Conference Telephone, or Similar Equipment: Any regular or special meeting of the Board may be held by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and be heard by each other. Participation in such a meeting shall be deemed to be presence in person at the meeting.

Section 6.6 Rules of Order

Regular meetings of the Board shall be conducted in accordance with the procedures outlined in The ABCs of Parliamentary Procedure, published by the Community Associations Institute. In the event such rules and procedures do not address a situation with which the Association is presented, the Association shall look to the most recent version of Robert's Rules of Order for guidance on procedural issues.

SECTION VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 7.1 Powers of the Board

The Board of Directors shall have the power to:

- (a) adopt and publish rules and regulations governing the use of the common area and facilities and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof, which penalties may include fines, or the suspension of the right of a member to use the common area and facilities;
- (b) suspend the voting rights or any member and/or the right of any member to use of the common area and facilities during any period in which such member shall be in default in the payment of any assessment levied by or for the benefit of the Association;
- (c) hire such personnel as are in the opinion of the Board necessary for the efficient and effective operation of the Association and delegate to such personnel such of the rights, powers, and privileges of the Board as to the Board may seem necessary and advisable;
- (d) exercise the rights, powers, and privileges delegated to the Board herein;
- (e) exercise for the Association all powers, duties, and authorities vested in or delegated to the Association and not otherwise herein reserved to the members of the Association in the Articles or Declaration..

Section 7.2 Method of Exercise of Powers

The Board shall exercise its rights, powers, and privileges by resolution.

Section 7.3 Organization of the Board

The Board shall organize itself to exercise its rights, powers, and privileges and carry out its duties and responsibilities in such a manner as it shall, from time to time, determine and shall be authorized to organize, appoint, and regulate standing and select committees to advise the Board from time to time as seems prudent.

Section 7.4 Chairman and Vice Chairman

7.4(1) Election: The Board shall meet each year on the Thursday next following the annual meeting to elect a Chairman and Vice Chairman, who shall at all times be members of the Board, and shall serve for one (1) year unless they or either of them shall sooner resign, be removed or otherwise become disqualified to serve.

7.4(2) Removal: The Chairman and Vice Chairman may be removed from office at any time by the vote of a majority of the Board. The Chairman or Vice Chairman may resign at any time by giving written notice to the Board and such resignation shall be effective on the date of receipt of such notice or such later time specified therein and the acceptance of such resignation shall not be necessary to make it effective.

Section 7.5 Compensation of Directors

No Director shall receive compensation for any service he or she shall render to the Association. Any Director may be reimbursed for his or her actual expenses incurred in the performance of designated duties.

Section 7.6 Duties of the Board

It shall be the duty of the Board to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present an annual report thereof to the members at the annual meeting of the members;
- (b) supervise all Association officers and agents and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to fix the amount of the annual assessment of each lot;
- (d) cause written notice of assessment to be sent to each owner subject thereto at least thirty (30) days before the date when payment of such assessment is due;
- (e) cause collection action to be taken to secure and collect delinquent assessments as more particularly set out in the Declaration;
- (f) procure and maintain adequate liability, property, and casualty insurance on employees, common area and facilities and cause all officers or employees to be bonded, as it may deem appropriate;
- (g) cause the common area and facilities to be maintained;
- (h) carry out short term and long range planning and policy development for the Association;
- (i) supervise and direct the financial management and development of the Association;
- (j) direct the provision of services to members;

(k) undertake to provide means of communications with Association members.

SECTION VIII OFFICERS

Section 8.1 Officers

8.1 (1) Officers Generally: The officers of the Association shall be the Chairman of the Board, Vice Chairman, Secretary, Treasurer, and such other officers as the Board may from time to time by resolution create.

8.1 (2) Offices of President and Vice-President: The office of Chairman of the Board shall be and include the office of President of the Association and the office of Vice Chairman of the Board shall be and include the office of Vice President of the Association. The President of the Association shall be known as the Chairman of the Board and the Vice President of the Association shall be known as the Vice Chairman of the Board.

8.1(3) Office of Secretary, Treasurer: The offices of Secretary and Treasurer of the Association may also be held by the Community Manager.

Section 8.2 Appointment of Officers

8.2(1) Chairman and Vice Chairman Election by the Board of the Chairman and Vice Chairman as provided in Section 7.4 hereof shall be deemed to be election of the President and Vice President respectively.

Section 8.3 Resignation of Officers

8.3 (1) Chairman and Vice Chairman: In the event the Chairman or Vice Chairman shall resign, be removed or otherwise become disqualified to serve, he or she shall be deemed to have resigned, been removed, or otherwise become disqualified to serve as President or Vice President, as the case may be.

8.3 (2) Other Officers: Any other officer may be removed from office by the Board at any time without cause and may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.4 Vacancies

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

Section 8.5 Duties of Officers

8.5 Chairman of the Board: The Chairman of the Board shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Board and of the members; shall in consultation with the Secretary set the agenda for all meetings of the Board and of the members; and with the approval of the Board shall appoint committee chairpersons.

The Chairman of the Board shall be at liberty to participate in all the discussions of the Board and vote on any motion thereof.

8.5(2) Vice Chairman of the Board: The Vice Chairman of the Board shall act in the place and stead of the Chairman in his or her absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him or her by the Board.

8.5(3) Secretary: The Secretary shall be the Chief Administrative Officer of the Association and shall record or cause to be recorded the proceedings of all meetings of the Board and of the members; keep and affix or cause to be affixed the corporate seal of the Association as required; serve or cause to be served notice of meetings of the Board and of the members; keep or cause to be kept appropriate records showing the members of the Association; hire agents, attorneys, contractors, etc., to carry out the acts, decisions, and directions of the Board; and perform such other duties as required by the Board.

8.5(4) Treasurer: The Treasurer be the Chief Financial Officer of the Association and shall receive/deposit in banking accounts approved by the Board, account for and disburse or cause to be received, deposited, accounted for and disbursed the monies of the Association; keep or cause to be kept proper books of account; prepare an annual budget; prepare for the annual meeting of the members a report of the financial activity of the Association for the preceding year.

SECTION IX COMMUNITY MANAGER

Section 9.1 Appointment

The Board may employ or contract with a Community Manager to whom the Board may delegate such duties and responsibilities as are appropriate on such terms and conditions and with such compensation as the Board may determine. A corporation or partnership may be appointed as Community Manager.

SECTION X INDEMNIFICATION

Section 10.1 Liability and Indemnification

No member of the Board or any other officer or employee of the Association or member of any committee of the Association appointed by the Board shall be personally liable to any member, or to any other party, including the Association, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error or negligence of the Association, the Board, or any representative or employee of the Association, provided that such person has, upon the basis of such information as may be possessed by him or her, acted in good faith. In the event any action is brought against any such person or entity, the Association shall indemnify such person or entity for all reasonable costs, including attorneys fees, incurred in the defense of such action, including any settlement thereof. The Board shall be responsible to obtain insurance, to the extent possible, to provide the indemnification described in this section.

SECTION XI BOOKS AND RECORDS

Section 11.1 Inspection

The books, records, and papers of the Association shall at all times during reasonable business hours be available for inspection by any member for any proper purpose.

Section 11.2 Copies of Declaration, Articles, and Bylaws

Copies of the Declaration, Articles, and Bylaws of the Association shall be made available to any member at the principal office of the Association at a reasonable cost to be fixed from time to time by resolution of the Board.

Section 11.3 Minutes Generally

Minutes shall be kept of all meetings of the members, the Board and committees of the Board.

Section 11.4 Content of Minutes

Minutes shall record motions made, resolutions adopted, decisions made, and actions taken and shall briefly summarize the discussions and deliberations of the meeting so as to provide appropriate background information.

Minutes shall state whether or not a motion was carried unanimously, or was carried, or defeated, and shall record the names those voting against a motion or abstaining from a vote.

Section 11.5 Adoption and Signature of Minutes

Minutes of a meeting of the members shall be presented to the members for adoption at the next meeting of the members. Upon adoption, the minutes shall be certified as correct by the then Chairman or Community Manager.

Minutes of a meeting of the Board shall be presented to the Board for adoption at the next regular meeting of the Board. Upon adoption, the minutes shall be certified as correct by the then Chairman or Community Manager.

Minutes of a meeting of a committee of the Board shall not require adoption nor certification.

SECTION XII CHECKS

Section 12.1 Signature of Checks

Checks in operating accounts shall require one (1) authorized signatory. Withdrawals from all reserve accounts shall be countersigned by two (2) signatories. Only members of the Board or the Community Manager may be designated as authorized signatures.

SECTION XIII NON-PROFIT PURPOSE

Section 13.1 Non-Profit Purpose

In order to preserve the non-profit status of the Association, neither the Board nor any member thereof shall do any act, authorize or suffer the doing or any act by an officer or employee of the Association on behalf of the Association which is inconsistent with the Declaration, Articles or these Bylaws or Section 528 of the Internal Revenue Code and any such act shall be ultra vires and void.

SECTION XIV GENERAL PROVISIONS

Section 14.1 Corporate Seal

The Board of Directors may, by resolution, adopt a corporate seal.

Nancy J. Kros Secretary

Section 14.2 Registered Agent

The Sitting President shall be the registered agent of the Association for the service of process, notice or demand upon the Association. The address of said registered agent is 13432 Blanco Rd, Ste. 313, San Antonio, Texas 78216.

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Section 14.3 Execution of Documents

The Board may, except as otherwise provided in the Declaration, Articles or these Bylaws, authorize any Director, officer or agent to execute any instrument or document in the name of and on behalf of the Association and affix the corporate seal thereto. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no Director, officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

Section 14.4 Fiscal Year

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December in each year.

Section 14.4 Conflicts

These Bylaws are intended to comply with the Texas Non-Profit Corporation Act, Declaration, and Articles of Incorporation. In case of an irreconcilable conflict, such statute and documents shall control over these Bylaws.

SECTION XV
AMENDMENTS

Section 15.1 Amendments

These Bylaws may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Adopted on this, the 20th day of FEBRUARY, 2002 by the Board of Directors.

ATTEST:

Nancy J. Crog Secretary