

# Whisperwood Home Owners Association – Summary of By-Laws

## Annual Meeting to conduct business (including Elections)

- Held in or out of the State of Texas (Article 2, Section 2.1)
- At a time determined by the existing Board of Directors (Article 2, Section 2.1)
- Notice of Meeting given not less than 10 Days nor more than 50 Days (Article 2, Section 2.4)
- Voting List Required (Article 2, Section 2.6)
- Quorum of 51%\*\* required to conduct a vote with no reduction possible (Article 2, Section 2.7)
- Quorum not necessary to conduct informal discussions not a part of official minutes.

\*\*If no quorum is present the current Board is asked to hold over and fill vacancies through the procedure outlined in the By-Laws, or until a meeting is held that achieves a quorum. (Article 3, Section 3.5 – Vacancies)

- Quorum of Board Members of 51%, but a quorum is not needed to fill vacancies. (Article 3, Section 3.5)

## Special Meeting to conduct business (including Director removal)

- Held at the request in writing signed by 51% of Board of Directors. (Article 2, Section 2.3)  
OR
- Held at the request in writing signed by at least 10% of voting members. (Article 2, Section 2.3)
- The request must state the purpose of the proposed meeting, and business transacted at the meeting shall be limited ONLY to this stated purpose. (Article 2, Section 2.3)
- Time and location of the meeting shall be set by the requesting party and noted in the original request for a Special Meeting to be held (Article 2, Section 2.4)
- Notice of Meeting is not less than 10 Days nor more than 50 Days (Article 2, Section 2.4)
- Voting List Required (Article 2, Section 2.6)
- Quorum of 51% required to conduct a vote with no reduction possible (Article 2, Section 2.7)

## Special Meeting to Raise Dues or Collect Monies for Special Assessments

- Notice of meeting is not less than 15 days nor more than 50 days (Article 6, Section 5)
- Quorum of 2/3rds of members or 67% required to conduct a vote (Article 6, Section 5)
- Adjourn Meeting and hold another within 60 Days then quorum of one half (1/2) or 50% of 67% which is 34% required to conduct a vote (Article 6, Section 5).

## Member Meeting to Amend By-Laws

- **Board Resolution:** The process to amend the bylaws begins with the Board of Directors adopting a resolution that proposes the amendment. This means the Board must formally agree on the changes they or the members want to make to the bylaws. (Article 8, Section 8.5)
- **Member Vote:** Once the Board has proposed the amendment, it must be submitted to the members of the organization who have voting rights. This can happen at either an annual meeting or a special meeting specifically called for this purpose. (Article 8, Section 8.5)
- **Notice of Amendment:** Notice of meeting is not less than 10 days nor more than 50 days (Article 8, Section 8.6)  
Members entitled to vote must be given notice of the proposed amendment. The notice must be written or printed and include the details of the amendment or a summary of the changes. (Article 8, Section 8.6)
- **Adoption of Amendment:** Quorum of two-thirds (2/3) of the members present in person or represented by proxy at the meeting. This means that the proposed changes need strong support from the membership to be approved. No reduction in quorum is possible. (Article 8, Section 8.5)

## NOTICE OF AMENDMENTS TO BY-LAWS

Notice Delivery: Notices to Directors or members must be in writing and can be delivered personally or sent by mail to their addresses listed in the organization's records. If sent by mail, the notice is considered given when it is placed in the U.S. Mail with postage prepaid. (Article 8, Section 8.6).

The amendment clause ensures that any changes to the bylaws are made transparently, with adequate notice to members, and require significant support from the membership. The notice clause ensures that all necessary communications to members or directors are properly delivered and provides flexibility if someone chooses to waive their right to notice.

### Board of Directors Meeting to conduct business and hold votes

- Must be held within 30 days of Annual Members Meeting to elect Officers unless officers agreed to hold over as a result of not achieving a quorum. (Article 4, Section 4.2).
- Quorum 51% (Article 4, Section 4.6).
- Proxy voting cannot be used to make a quorum (Article 4, Section 4.6).
- Proxy voting can be used to conduct business if the quorum is met in person or with telephonic attendance (Article 4, Section 4.6).
- Proxies good only for 3 months (Article 4, Section 4.6).
- Business can be conducted without a meeting by the signature of ALL board members.
- The officers are elected at the following Board Meeting within 30 days following the Annual Member Meeting. The officers must be comprised of President, Vice-President, Secretary/Treasurer, and a Chairman if desired and any other Officers deemed necessary by the Board (Article 5, Section 5.1).

### BOARD OF DIRECTORS vs. OFFICERS

- **Directors and Officers Are Distinct Roles:**
  - The **Board of Directors** is elected by the members of the organization during the annual meeting. These directors are responsible for the overall management and direction of the corporation.
  - The **Officers** (e.g., President, Vice-President, Secretary/Treasurer) are elected by the Board of Directors from within or outside their own ranks. These officers are responsible for the day-to-day operations of the corporation.
- **Roles and Responsibilities:**
  - The **Board of Directors** holds significant power, including the ability to elect officers, enter contracts, and determine the duties and compensation of officers.
  - The **Officers** manage the corporation's operations based on the authority granted to them by the Board of Directors. They serve until they are either removed or replaced by the Board.
- **Overlap in Roles:**
  - It is possible for one individual to hold multiple officer positions, but the roles of President and Secretary cannot be held by the same person.

In summary, while the Directors and Officers are distinct roles within the organization, WHOA has never had enough interest to have separate groups. The Board of Directors is the governing body, and the Officers are appointed by the Board to carry out specific functions and CAN be the same people. Ideally, the two groups work together to ensure the effective management and operation of the corporation. Typically, this type of structure is for very large and very active HOAs.