



GREAT NORTHWEST
COMMUNITY IMPROVEMENT ASSOCIATION, INC.

BYLAWS

**Consolidated with Amendments through
May 7, 2015**

www.greatnorthwest.org



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TABLE OF CONTENTS

	Title Page.....	1
	Table of Contents.....	3
Section I	Name and Location.....	4
Section II	Definitions.....	4
Section III	Meeting of Members.....	4
Section IV	Voting.....	6
Section V	Directors.....	6
Section VI	Meetings of Directors.....	8
Section VII	Powers and Duties of Directors.....	10
Section VIII	Officers.....	12
Section IX	Community Manager.....	13
Section X	Indemnification.....	13
Section XI	Books and Records.....	14
Section XII	Checks.....	14
Section XIII	Non Profit Purpose.....	14
Section XIV	General Provisions.....	15
Section XV	Amendments.....	15
Appendix A	Corporate Seal.....	16
Appendix B	Email Addresses and Telephone Numbers.....	17
Appendix C	Revisions and Amendments Dates.....	18

SECTION I NAME AND LOCATION

Section 1.1 Name The name of the corporation is GREAT NORTHWEST COMMUNITY IMPROVEMENT ASSOCIATION, INC.

Section 1.2 Location The principal office of the corporation shall be located at 8809 Timberwilde Drive, San Antonio, Bexar County, Texas, 78250 or such location within Bexar County, Texas, as the Board of Directors may from time to time designate.

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 GREAT NORTHWEST COMMUNITY IMPROVEMENT 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 the properties as recorded in the Deed Records of Bexar County, Texas, and as amended or extended from time to time.

Section 2.6 Great Northwest “Great Northwest” shall refer to that area which in 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 areas.

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.

Section 2.9 Properties “Properties” shall mean and refer to that certain real property described in the Declaration and any amendment or extension thereof.

SECTION III MEETING OF MEMBERS

Section 3.1 Place of Meeting Meetings of the members shall be held at the lodge of the Great Northwest, 8809 Timberwilde drive, San Antonio, Texas or such place within Bexar County, Texas, as may be designated by the Board in the notice of the meeting.

Section 3.2 Annual Meeting The 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 the first Thursday of the month of May in each Year commencing at the hour of 7:30 P.M.

Section 3.3 Special Meetings Special meeting of the members may be called at any time by the Chairman of the Board, through Board Resolution, or by members having not less than one-tenth (1/10) of the votes entitled to be cast at such meeting. Notice of a special meeting of members shall specify the matter(s) to be discussed at such meeting and no other matter(s) or business may be discussed or voted on at such meetings.

Section 3.4 Notice of Meetings

3.4 (1) Unless effected as otherwise provided herein, written or printed notice of each meeting of the members shall be given by or at the direction of the Secretary/Treasurer or other person authorized to call such meeting by mailing postage prepaid to each member entitled to vote thereat, a copy of such notice and the meeting agenda not less than ten (10) ~~forty (40)~~ nor more than sixty (60) days before the date of such meeting. Such notice shall be addressed to the member at his or her address as it appears on the records of the Association 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.

3.4(2) Notwithstanding Section 3.4(1) hereof, the Board may alternatively give notice and the agenda or special meeting of the members by publishing a notice and a copy of the agenda thereof once in a newspaper of general circulation in the Great Northwest area of San Antonio and in one issue of the Association newsletter.

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. Proxies shall be valid for only a single meeting of members, the date of which shall be specified in the form of proxy designated by the Board. A proxy may be revoked only by submission of a signed statement of revocation delivered to the Election Officer before the time designated for the start of the meeting at which the proxy is to be exercised.

Section 3.7 Rules of Procedure Meetings of the members shall be conducted in accordance with the rules and procedures outlined in The a-b-c's of Parliamentary Procedure, published by the Community Associations Institute, and Roberts Rules of Order, Newly Revised, 9th Edition. In cases of direct conflict between The a-b-c's of Parliamentary Procedures and Roberts Rules of Order, The a-b-c's of Parliamentary Procedure shall take precedence.

SECTION IV

VOTING

Section 4.1 Voting Each member shall be entitled to one (1) vote for each lot owned. When more than one person holds an interest in any lot, the vote for such lot shall be exercised as the owners thereof shall among themselves determine, but in no event shall more than one vote be cast in respect to anyone lot and the casting of fractional votes shall not be permitted.

Section 4.2 Cumulative Voting Cumulative voting shall not be permitted.

Section 4.3 Majority Vote The vote of the 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 Numbers of Directors The affairs of the Association shall be governed by a Board of Directors which shall consist of seven (7) members. 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 all members of the Association.

Section 5.3 Qualifications of Directors A Director shall be a member of the Association ~~in good standing and reside in the Great Northwest.~~

Section 5.4 Nomination

5.4(1) Nomination for election to the Board shall be made in writing signed by five (5) members in good standing on the form approved and provided by the Board for nominations. Nominations shall include the written undertaking of the nominee to serve if elected. Written nominations shall be accepted until 12 noon on the third Thursday of February by the Election Officer designated by the Board and no written nomination shall be accepted thereafter.

5.4(2) The Election Officer shall check all nominations and shall disqualify from election any nominee not qualified for election or improperly nominated. In the event a nominee is disqualified by the Election Officer, he or she shall be immediately notified in person, by telephone or in writing of such disqualification and shall be entitled to remedy such disqualification within twenty-four (24) hours of such notification, in which case his or her nomination shall be accepted notwithstanding the initial disqualification. The decision of the Election Officer regarding disqualification shall be final.

5.4(3) Notice of election shall be included with the notice of annual meeting and nominees shall be invited to provide by a specific deadline brief biographical information not exceeding 250 words in length to be distributed with such notice. Biographical information not submitted by the deadline established shall not be so distributed.

Section 5.5 Direction of Election On or before February 1st each year, the Board shall by resolution designate one of its members not standing for re-election to the Board to serve as Election Officer for the annual election. The Election Officer shall receive written nominations as provided herein and shall administer the annual election. The Election Officer shall appoint in writing such assistants as are in his or her judgement required to conduct the election but in no case shall less than two (2) assistants be designated and who shall not be paid for their services nor be members of the Board of Directors or a candidate for election thereto.

Section 5.6 Voting

5.6(1) Election to the Board shall be by secret written ballot. The Election Officer shall prepare or cause to be prepared a written ballot listing in random order the names of nominees for election.

5.6(2) The election of new members to the Board shall be the first order of business following the adoption of the agenda at the annual meeting. The Chairman of the Board shall declare elected by acclamation any candidate for election whose nomination is unopposed and shall call on the Election Officer to open voting for all contested positions. Voting shall remain open for thirty (30) minutes provided, however, that members present and waiting to vote at the end of the voting period aforesaid shall be afforded the opportunity to do so notwithstanding the aforesaid.

5.6(3) Voting and the counting of ballots cast shall be conducted by the Election Officer and his or her assistants. The results of balloting shall be announced by the Election Officer before the close of the annual meeting and the nominee(s) receiving the highest number of votes shall be declared by the Chairman of the Board to have been elected. The Chairman of the Board shall announce and post the vote totals for each candidate and agenda items requiring a vote response by the members. The Election Officer shall thereafter certify in writing the results of the election shall be printed in the June issue of the Passages.

Section 5.7 Staggered Terms No more than three (3) Directors shall be elected to the Board during any one year.

Section 5.8 Term of Office Unless otherwise provided herein, each Director shall be elected for a term of three (3) years.

Section 5.9 Removal of Board Members

5.9(1) By Members A Director may be removed from the Board by the vote of the majority of a quorum of members entitled to vote at a meeting of the members. The item must be included on the agenda of the meeting in which it will take place. The reasons for removal must be stated on the agenda.

5.9(2) By Impeachment

5.9(2)(a) 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 person is automatically and immediately removed from serving once an Association receives written evidence from a law enforcement authority that the person has been convicted of a felony or crime involving moral turpitude (dishonesty, fraud, deceit)

5.9(2)(b) Impeachment of a Director shall be commenced by resolution of the Board adopted at any meeting of the Board. Upon adoption of a 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 to 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 with not less than five (5) votes in favor to 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 with not less than five (5) votes 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 with not less than five (5) votes in favor of confirmation of impeachment, which confirmation shall operate to forthwith remove such Director from and vacate his or her office.

5.9(3) Declaration of Vacancy In the event a Director shall be absent from three (3) consecutive meetings of the Board or thirty percent (30%) of Board meetings during the previous twelve (12) calendar months, such Director shall be deemed to have abandoned his or her office and to have resigned from the Board, provided that the Board may by resolution and for good cause reinstate to his or her office any Director so deemed to have resigned.

Section 5.10 Deemed Resignation A Director shall be deemed to have resigned when he or she ceases to be a member ~~in good standing or ceases to reside in the Great Northwest~~. 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 5.11 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 5.12 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 meets the qualifications outlined in Section 5.3 of the Association Bylaws who shall serve the unexpired term of his or her predecessor. Board members whose term has expired must be elected by the members

SECTION VI MEETINGS OF DIRECTORS

Section 6.1 Regular Meetings Regular meetings of the Board shall be held monthly without notice on the third Thursday of each month at such place and hour as may be fixed from time to time by the Board. The Board may at any time cancel or reschedule a regular meeting.

Section 6.2 Executive Meetings Executive meetings of the Board shall be held monthly without notice on the first Thursday of each month at such place and hour as may be fixed from time to time by the Board. The Board may at any time may cancel or reschedule an executive meeting.

Section 6.3 Special Meetings

6.3(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. Notice of a special meeting of the Board shall specify the matter(s) to be discussed at such meeting and no other matter(s) or business may be discussed or voted on at such meeting.

6.3(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 6.4 Open Meetings

6.4(1) All meetings of the Board shall be open to all members in good standing.

6.4(2) A member may, before the call to order, register to speak to the Board on any matter. Members desiring to speak to a matter not on the agenda for the meeting will be invited by the Chairman before the call to order to speak for not more than three (3) minutes in the order in which their names appear on the speakers' list. Members desiring to speak to a matter on the agenda for the meeting will be invited by the Chairman to speak for not more than three (3) minutes immediately before the matter is discussed during the meeting by the Board, in the order in which their names appear on the speakers' list.

6.4(3) The Chairman may extend the time set out above for a member to speak to the Board and may recognize and permit other members to speak unless overruled by a vote of a majority of a quorum of the Board.

6.4(4) 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 subject to a claim of privilege.

Section 6.5 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 6.6 Action Taken Without a Meeting

6.6(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.

6.6(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.

6.6(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 meeting shall be deemed to be presence in person at the meeting.

Section 6.7 Rules of Order Regular meetings of the Board shall be conducted in accordance with the procedures outlined in The a-b-c's of Parliamentary Procedures, published by the Community Associations Institute.

**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 their guests thereon, and to establish penalties for the infraction thereof, which penalties may include the suspension of the right of a member to use the common area and facilities;
- (b) Suspend the ~~voting rights of 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 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) Interpret Articles II through VI inclusive of the Declaration for Silver Creek, Ridge Creek, Emerald Valley, Village Northwest and Articles II through XXIII inclusive of the Declaration for Stage Coach Crossing, Timberwilde and the Commons;
- (f) 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; and
- (g) Provide for the levying of fines, which may not be increased by more than six percent (6%) per year for violation of Association Covenants, Conditions and Restrictions.

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 five (5) members 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 on or before December 1 of the previous year;
- (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 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 and bring to the membership for their approval at the annual meeting of the members the need for creation of facilities and expansions of existing facilities;
- (j) Direct the provision of services to members;
- (k) Undertake to provide means of communications with Association members; and
- (l) Assure that all funds held and maintained by the Association including, but not limited to, all reserve funds, shall be adequate to maintain the assets and services of the Association. ~~not exceed an aggregate total of six hundred thousand dollars (\$600,000). In the event that the aggregate total of all funds held and maintained by the Association shall exceed six hundred thousand dollars (\$600,000) at the end of any fiscal year, all amounts in excess of six hundred thousand dollars (\$600,000) shall be returned to the members by applying the excess amount to the next year's Assessment.~~

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, Community Manager and such 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 Vice President of the Association. The President of the association shall be know as the Chairman of the Board and the Vice President shall be know as the Vice Chairman of the Board.

8.1(3) Office of Secretary/Treasurer The office of Community Manager shall be and include the office of Secretary/Treasurer of the Association. The Secretary/Treasurer of the Association shall be known as 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.

8.2(2) Community Manager The Community Manager shall be deemed to be appointed Secretary/Treasurer of the Association as of the date of commencement of his or her employment or contract of service with the Association and the Community Manager shall be deemed to be reappointed Secretary/Treasurer on January 1st in each year so long as his or her said employment or contract of service shall be continued.

Section 8.3 Special Appointments The Board may appoint such other officers as the affairs of the Association may require, each of whom shall hold office for such period not exceeding one (1) year, have such authority, and perform such duties as the Board may from time to time determine.

Section 8.4 Resignation and Removal of Officers

8.4(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.

8.4(2) Community Manager In the event the Community Manager shall resign, his or her employment or contract of service be terminated or end and not be renewed or extended, the Community Manager shall be deemed to have resigned, been removed or otherwise become disqualified to serve as Secretary/Treasurer, as the case may be.

8.4(3) Other Officers Any other officer may be removed from office by the Board at any such 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 8.5 Vacancies A vacancy in any office may be filled by appointment by the Board. The officer appointed to fill such a vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 8.6 Duties of the Officers

8.6(1) 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/Treasurer 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. The Chairman shall not move or second a motion and shall not have a second or “casting” vote.

8.6(2) Vice Chairman of the Board The Vice Chairman 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.

8.6(3) Community Manager The Community Manager shall be the Chief Administrative Officer of the Association and shall record or cause to be recorded the proceeding of all meeting of the Board and of the members; keep and affix or cause to be affixed the corporate seal of the Association as required; 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; serve or caused 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.

**SECTION IX
COMMUNITY MANAGER**

Section 9.1 Appointment The board shall employ or contract with a Community Manager to whom the Board may delegate such duties and responsibilities as are appropriate to the office 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 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 attorney’s 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.

Section 11.2 Copies of Corporate Documents Copies of the Declaration, Articles and Bylaws of the Association shall be made available to any member at the principal office at a reasonable cost to be fixed from time to time resolution of the Board.

Section 11.3 Minutes Generally Minutes shall be kept of all meetings of the members, the Board and the 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, carried or defeated and shall record the names of those voting against a motion or abstaining from a vote.

Section 11.5 Adoption and Signature of Minutes

11.5(1) 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 and Community Manager and the Association seal affixed thereto.

11.5(2) Minutes of a meeting of the Board shall be presented to the Board for adoption at the next meeting of the Board. Upon adoption, the minutes shall be certified as correct by the then Chairman and Community Manager and the Association seal affixed thereto.

11.5(3) 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 All checks shall be countersigned by two (2) authorized signatories. Only members of the Board and the Community Manager may be designated as authorized signatories. No one shall countersign any check on which he or she is the payee.

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 doing of 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 501(c) (4) 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 corporate seal shall be in the form shown on Appendix A attached hereto and forming part hereof and may be in the form of a rubber stamp or impress seal.

Section 14.2 Registered Agent The Chairman shall be the registered agent of the Association for the service of process, notice or demand upon the Association.

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 first day of January and end on the 31st day of December in each year.

Section 14.5 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 only after written or printed notice of proposed amendments has been given to each member entitled to vote at such meeting not less than ten (10) ~~forty (40)~~ days nor more than sixty (60) days before the date of such meeting.

APPENDIX A
CORPORATE SEAL



APPENDIX B

E-MAIL ADDRESSES & TELEPHONE NUMBERS

PHONE NUMBERS

Association Main Offices.....210-681-2983
Association Main Offices Fax.....210-681-2986
Security Officer on Duty.....210-681-6268

E-MAIL ADDRESSES

Community Manager
cm@greatnorthwest.org

Accountant
accountant@greatnorthwest.org

Passages Newspaper
passages@greatnorthwest.org

Deed Restrictions/Architectural Control Officer (DRACO)
draco1@greatnorthwest.org

**APPENDIX C
REVISIONS AND AMENDMENTS DATES**

May 3, 1990	Revised
May 2, 1991	Section 5.9(3) Amended Section 6.4 Amended
May 7, 1992	Section 3.3 Amended Section 3.6 Amended Section 5.6 Amended Section 6.3 Amended Section 11.5 Amended Section 15.1 Amended
May 9, 1992	Section 6.4 Amended
May 6, 1999	Section 3.6 Amended
May 2, 2002	Section 3.7 Amended
May 1, 2003	Section 3.3 Amended
May 6, 2004	Section 3.4 Amended Section 5.4 Amended Section 15.1 Amended
Feb 2, 2005	Section 5.6(3) Amended Section 7.6(l) Added
May 5, 2005	Section 5.3 Amended Section 5.12 Amended
Jan 1, 2007	Section 3.4 Amended
May 6, 2010	Section 5.3 Amended Section 5.9(1) Amended Section 7.1(g) Added Section 7.6(l) Deleted
May 5, 2011	Section 7.1(e) Amended
Aug 25, 2011	Section 6.4(1) Amended Section 6.4(4) Amended Section 7.6(k) Amended Section 7.6(l) Added
Punctuation Dec 15, 2011	Section 7.1 Amended Section 7.6 Amended
82nd Legislature Home Owners Association Dec 15, 2011	Section 3.4 Amended Section 5.3 Amended Section 5.9(2)(a) Amended Section 5.10 Amended Section 5.12 Amended Section 7.1(b) Amended Section 15.1 Amended
May 07, 2015	Section 7.6(l) Amended

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