

BYLAWS OF WHITELEY COVE TOWNHOMES ASSOCIATION, INC.

Section 1.

Name: The name of this Association shall be the WHITELEY COVE TOWNHOMES ASSOCIATION, INC.

Section 2.

Purpose: The Association is organized and operated for the purposes of the acquisition, construction, management, maintenance and care of the common areas of the Whiteley Cove Townhomes, a planned unit development in Corpus Christi, Nueces County, Texas, as described in the map or plat thereof recorded in the Map Records, Nueces County, Texas, together with any amendments, additions or future phases of said planned unit development, in accordance with that Declaration of Covenants, Conditions and Restrictions (the "Restrictions") established for the Whiteley Cove Townhomes and filed for record in the Official Public Records of Real Property of Nueces County, Texas.

Section 3.

Membership: The members of the Association shall be the owners of the building site within the planned unit development known as Whiteley Cove Townhomes as set forth in the Declaration, as the same may be amended from time to time. Each building site owner shall be entitled to cast votes in any election or on any measure to be approved by the membership based upon his or her ownership of building sites as described in the Declaration. The sole qualification for membership shall be ownership of a lot within said subdivision. No initiation fees, levies or charges shall be assessed against any person as a condition of membership except such assessments and charges as are specifically authorized under the Declaration.

Section 4.

Membership Meetings: Membership meetings of the owners of the lots within Virginia Hills may be annual or special as determined by the Board of Directors and Texas law. All membership meetings shall be held in Nueces County, Texas, with the time and place of each meeting being designated by the Board of Directors. The annual meeting shall be conducted in January of each year.

Section 5.

Corporate Powers: The corporate powers and business affairs of this Association shall be vested in and exercised by the Board of Directors pursuant to the Texas Business Organizations Code and these bylaws.

Section 6.

Board of Directors: There shall be a minimum of three (3) members on the Board of Directors who shall be elected for terms of three years. Directors shall be elected by the vote of the membership at any meeting for which notice has been given by mail at least fifteen (15) days prior to the date of the meeting or at an election conducted by mail ballot. At any such election, a quorum shall be established upon the casting of ballots by not less than one third [thirty-three percent (33%)] of the owners of the building sites. The person or persons receiving the highest number of votes when the ballots cast shall be elected to the Board of Directors and each member shall be entitled to vote for as many persons as there are vacancies on the Board of Directors. At any meeting of the membership, written proxies may be given by members or persons to cast votes on their behalf. Any notice or ballot distributed by the Board of Directors shall be deemed served when hand-delivered or mailed by first class mail, postage prepaid, to the last known address of each lot owner on the records of the Association. The results of any such election shall be recorded in the minutes of the Association.

Section 7.

Duties and Powers of the Board:

The Board of Directors shall:

- (a) Keep and maintain a complete record of all transactions and business conducted at its meetings.
- (b) Perform all acts prescribed for the Association as set forth in the terms and conditions of the Declaration.
- (c) Direct, manage, and control the affairs and business of the Association and make such rules and regulations for its membership consistent with the Certificate of Formation, these Bylaws or the Laws of the State of Texas in order to foster and encourage the purposes for which the Association has been formed.
- (d) Designate such officers of the Association who shall on its behalf be authorized to execute contracts, agreements, leases, mortgages, deeds of trust, bonds, notes, checks, drafts and other obligations, papers or instruments necessary or expedient in carrying on its activities.
- (e) Render at the annual meeting of the Association a report of the operations of the Association during the preceding year which shall contain a report of its finances and its actual operation, together with any other matters deemed pertinent or appropriate.

Section 8.

Officers: The officers of the Association shall be a President, a Vice President, a Secretary-Treasurer, who shall be elected at an annual meeting of the Board of Directors in January of each year by a majority of the Directors present and voting at such meeting. Each of such officers shall hold office for one year after his or her election or until his or her successor shall be elected.

- (a) President. The President shall serve a one-year term and shall preside at all meetings of the Association and the Board of Directors. The President shall have the duties and responsibilities of a President of a Texas non-profit corporation as set forth in the Texas Business Organizations Code. The President shall sign contracts and other documents in the name of the Association when authorized to do so by the Board of Directors.
- (b) Vice President. The Vice President shall perform the duties and exercise the powers of the President whenever the President is unable or unwilling to so serve.
- (c) Secretary-Treasurer. The Secretary-Treasurer shall keep an accurate record of all monies received and disbursed by this Association and shall deposit all monies received in one or more banks and/or

savings and loan institutions located in the State of Texas. He or she shall duly pay or cause to be paid out of the funds of this Association all bills incurred which are duly authorized and approved by the Board of Directors. He or she shall prepare or cause to be prepared all financial reports, returns or statements of the Association, and shall present an annual report thereof to the membership and to the Board of Directors. He or she shall keep an accurate record of all proceedings of the Association, including the meetings of the membership and the Board of Directors, and shall have custody of all official papers and records pertaining to his or her office.

Section 9.

Resignation and Removal of Officers. Any officer may resign at any time by giving written notice to the Board of Directors, any such resignation to be effective upon acceptance by the Board. Any officer may be removed, either with or without cause, by the vote of a majority of the whole Board of Directors at any meeting of the Board. Notice of any such proposed action must be included in the notice of such meeting. Vacancies among the elected officers may be filled by the vote of the majority of the Board of Directors for the unexpired term.

Section 10.

Bank Accounts: All funds received by the Association shall be deposited in one or more accounts or investments. Withdrawals and transfers shall be accomplished as authorized by the Board of Directors.

Section 11.

Fiscal Year: The fiscal year of the Association shall be established by Resolution of the Board of Directors.

Section 12.

Indemnification: The Association, to the fullest extent allowed under the Texas Business Organizations ("the Corporate Indemnity Provision"), hereby indemnifies all members of the Board of Directors of the Association from all cost, liability and expense (including attorneys fees and court costs) incurred or arising out of any Proceeding (as such term is defined in the Corporate Indemnity Provision) in the event it is determined, as provided in the Corporate Indemnity Provision, that the applicable member conducted himself or herself in good faith and, (2) reasonably believed (a) in the case of conduct in his or her official capacity as a member of the Board of Directors, that his or her conduct was in the Association's best interest and (b) in all other cases, that his or her conduct was at least not opposed to the Association's best interests.

Section 13.

Quorum: The Directors constituting two-thirds (2/3) of the Board of Directors holding office shall constitute a quorum of the Board for the transaction of business. A Director may vote in person or by proxy executed in writing by the Director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable.

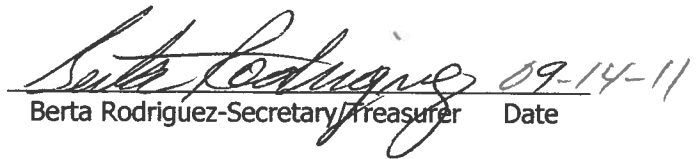
Section 14.

Notices: A written, printed, emailed or text notice of each Board meeting stating the place, day and hour of the meeting shall be required to be delivered to each Director not less than three (3) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at his or her address as it appears on the records of the Association.

Section 15.

Amendment and Repeal: These Bylaws may be altered, amended or repealed, in whole or in part, at any meeting of the Board of Directors by a vote of two-thirds (2/3) of the Directors then holding office, provided that written notice of the proposed alteration, amendment or repeal shall be included in the notice of such meeting, deemed by the Board of Directors to be consistent with the terms and conditions of the Declaration, or upon a majority vote of the membership interests of the Association.

 9-14-11
George Lovelace-President/Chairman Date

 09-14-11
Berta Rodriguez-Secretary/Treasurer Date

Adopted: July 17, 2006
Revised: September 3, 2011