

**WOODS OF WIMBLEDON CIVIC ASSOCIATION, INC.**  
**2016 ANNUAL MEETING OF THE MEMBERS**  
**OFFICIAL PROXY/ABSENTEE BALLOT**

An Annual Meeting of the Members of Woods of Wimbledon Civic Association, Inc. will be held at 7:00 p.m. on Tuesday, November 15, 2016 at Cypress Creek Christian Community Center; Annex Building Rooms 22 & 24; 6823 Cypresswood Drive; Spring, TX 77379. If you plan to attend the meeting, you do not need to complete this Proxy/Absentee Ballot. If you will NOT be attending the meeting, it is VERY IMPORTANT for you to complete the Proxy/Absentee Ballot and return it to Graham Sherlock, Secretary, via mail or email by Monday, November 14, 2016. You may also give your Proxy/Absentee Ballot to another Member to take and turn in at the Annual Meeting.

**Mail or delivery:** Graham Sherlock, Secretary, PO BOX 11509, Spring, Texas 77391-1509  
**Email:** Secretary@WOWCA.org

**You have the following choices:**

1. **Attend Meeting.** Attendance of a quorum, defined as the presence of members in person, or by proxy or absentee ballot, entitled to cast ten (10%) of the votes of the Association, is required to conduct Director and Officer elections. Approval of two-thirds (2/3) of a quorum is needed to amend the Bylaws.
2. **Assignment of Proxy.** You appoint a Proxy Holder to vote on your behalf on any matters coming before the Members at the Annual Meeting. Your Proxy Holder must be present at the Annual Meeting for your vote to be counted.
3. **Absentee Ballot.** Check the appropriate boxes below, SIGN, and return it to Graham Sherlock.

**PROXY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned owner(s) of property in Woods of Wimbledon do hereby revoke any previous proxies and appoint \_\_\_\_\_ (“Proxy Holder”), or the Secretary of the Association if I have not filled in the blank, as my Proxy Holder to act and vote on my behalf at the Annual Meeting.

This proxy is revocable by the owner at any time before it is exercised. Unless sooner terminated, this proxy shall terminate automatically upon the final adjournment of the Annual Meeting for which it is given.

**ASSIGNMENT OF PROXY: (Please indicate only one selection)**

- My proxy holder is hereby authorized to vote as he/she sees fit on all issues that may arise at the meeting.
- This proxy is for the sole purpose of establishing a **quorum** of Members (**Quorum Only**). I abstain from casting a vote for or against the proposals listed below or for any other matters that may come before the Members.

**ABSENTEE BALLOT**

- CHECK HERE TO VOTE BY ABSENTEE BALLOT.

*“By casting your vote via absentee ballot you will forgo the opportunity to consider and vote on any action from the floor on these proposals, if a meeting is held. This means that if there are amendments to these proposals your vote will not be counted on the final vote on these measures. If you desire to retain this ability, please attend any meeting in person. You may submit an absentee ballot and later choose to attend any meeting in person, in which case any in-person vote will prevail.”*  
§209.00592 of the Texas Property Code

**The Absentee Ballot has three (3) sections. Please vote for or against each proposal.**

- I. Election of Directors**
- II. Approval of the Budget**
- III. Amendment of the Bylaws**

## I. ELECTION OF DIRECTORS

ELECTION OF FOUR (4) AT LARGE DIRECTORS TO THE BOARD OF DIRECTORS (Check, circle or write-in only four (4) names):

Barry King       Joel Carter       Kara Ellis       Yvonne (Bonnie) Shows       Linda Intschert

\_\_\_\_\_ Write-in       \_\_\_\_\_ Write-in       \_\_\_\_\_ Write-in       \_\_\_\_\_ Write-in

ELECTION OF ONE (1) DIRECTOR WHO SHALL SERVE AS PRESIDENT (Check, circle or write-in only one (1) name):

Michael (Mike) George       \_\_\_\_\_ Write-in

ELECTION OF ONE (1) DIRECTOR WHO SHALL SERVE AS VICE PRESIDENT (Check, circle or write-in only one (1) name):

Donald (Don) Schackelford       \_\_\_\_\_ Write-in

ELECTION OF ONE (1) DIRECTOR WHO SHALL SERVE AS TREASURER (Check, circle or write-in only one (1) name):

Charles (Allen) Baker       \_\_\_\_\_ Write-in

ELECTION OF ONE (1) DIRECTOR WHO SHALL SERVE AS SECRETARY (Check, circle or write-in only one (1) name):

Graham Sherlock       \_\_\_\_\_ Write-in

## II. APPROVAL OF THE ANNUAL BUDGET

- See enclosed Budget.
- Annual Assessment: \$575.00
- Capital Project Budget: \$45,000.00 (from cash reserves). \$20,000.00 wall repairs & \$25,000.00 landscaping at entrances

APPROVE BUDGET \_\_\_\_\_      DISAPPROVE THE BUDGET \_\_\_\_\_

\*Initial, mark, check or circle one line only\*

### III. VOTE TO AMEND THE BYLAWS OF WOODS OF WIMBLEDON CIVIC ASSOCIATION, INC.

The amendments listed below may not be changed or altered at the Annual Meeting. The vote at the Meeting will be to approve the amendments exactly as written below. No motions to change or revise the amendments will be permitted to avoid the disqualification of Absentee Ballots submitted by owners who are not present.

The proposed amendments to the Bylaws are separated as follows:

- 1.) Proposed amendments to comply with the required provisions of the Texas Property Code. The Texas Property Code dictates that the Board follow certain laws which trump the Bylaws; as a result, the Board desires to amend the Bylaws to conform with the Texas Property Code. (One (1) voting location.)
- 2.) Amendments proposed by the Board of Directors to update the Bylaws and conform with the regular operating procedures of the Association. (Multiple voting locations.)

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- 1.) Amendments to comply with the required provisions of the Texas Property Code. The following provisions apply whether or not they are included in the Bylaws.

#### ARTICLE III, MEETING OF MEMBERS

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of the secretary or person authorized to call the meeting, by delivery or by mailing a copy of such notice, postage prepaid, at least *ten (10) to sixty (60)* days before such meeting to each member addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and the purpose of the meeting.

#### ARTICLE III, MEETING OF MEMBERS

Section 6. Vote Tabulator. A person who is a candidate in an election to the Board of Directors or who is otherwise the subject of an Association election, or a person related to that person within the third degree by consanguinity or affinity, may not tabulate or otherwise be given access to the ballots cast in that election except as provided by law. The person who tabulates votes in the election may not disclose to any other person how an individual voted, *unless ordered by a Court.*

#### ARTICLE IV, BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 3. Removal. Any director may be removed from the Board, ~~with or~~ without cause, by a majority vote of the members voting, in person or by proxy, at a meeting of the members at which a quorum is present of the Association. 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. If the Association is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a Director has been convicted of a felony or crime involving moral turpitude (e.g. dishonesty, fraud, deceit) *not more than 20 years before the date the board is presented with the evidence*, the Director is immediately ineligible to serve on the Board of Directors, automatically considered removed from the Board of Directors, and prohibited from future service on the Board of Directors.

#### ARTICLE V, ~~NOMINEESATION~~ AND ELECTION OF DIRECTORS

Section 1. ~~Nominees to the Board of Directors ation.~~ ~~Nomination for election to the Board of Directors shall be made by a Nominating Committee.~~ *At least ten (10) days before the date the Association disseminates absentee ballots or other ballots to members for purposes of voting in a Board election, the Association must provide notice to the members soliciting candidates interested in running for a position on the Board. The notice must contain instructions for an eligible candidate to notify the*

*Association of the candidate's request to be placed on the ballot and the deadline to submit the candidate's request. The deadline may not be earlier than the 10th day after the date the Association provides the notice required by this Section. The notice required by must be: (1) mailed to each owner; or (2) provided by: (A) posting the notice in a conspicuous manner reasonably designed to provide notice to members: (i) in a place located on the Association's common property or, with the property owner's consent, on other conspicuously located privately owned property within the subdivision; or (ii) on any Internet website maintained by the Association or other Internet media; and (B) sending the notice by e-mail to each owner who has registered an e-mail address with the Association. The Association must list on each absentee ballot or other ballot for an election the name of each eligible candidate from whom the Association received a request to be placed on the ballot. Nominations may also 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 as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. All nominees, including those placed in nomination from the floor of the annual meeting, must have given prior consent to serve being placed in nomination.*

Section 2. Election Committee. An election committee consisting of three (3) individuals who qualify as vote tabulators per Article III Section 6 will be appointed by the president of the Association prior to the counting of the ballots. This election committee shall preside over the election and insure that:

- (a) All ballots are signed;
- (b) All ballots are checked against Association's membership roll; *and*
- (c) No more than one (1) ballot per household is counted.

## ARTICLE VI, MEETING OF DIRECTORS

Section 5. Open Meetings Requirement. Regular and special meetings of the Board must be open to members, subject to the right of the Board to adjourn a board meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the Association's attorney, matters involving the invasion of privacy of individual members, or matters that are to remain confidential by request of the affected parties and agreement of the board. Following an executive session, any decision made in the executive session must be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual members, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary must include a general explanation of expenditures approved in executive session, if any. *A Board meeting may be held by electronic or telephonic means provided that: (1) each Board member may hear and be heard by every other board member; (2) except for any portion of the meeting conducted in executive session: (A) all owners in attendance at the meeting may hear all Board members; and (B) owners are allowed to listen using any electronic or telephonic communication method used or expected to be used by a Board member to participate; and (3) the notice of the meeting includes instructions for owners to access any communication method used by the Board.*

Section 7. Action Taken by the Directors. ~~The Board may meet by any method of communication, including electronic and telephonic, without prior notice to members, if each director may hear and be heard by every other director, or the Board may take action by unanimous written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate Board action. *The Board may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to owners under Section 6 above, if each Board member is given a reasonable opportunity to express the Board member's opinion to all other Board members and to vote.*~~ Any action taken without notice to members must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special board meeting.

The Board may not, without prior notice to members, consider or vote on:

- (1) fines;
- (2) damage assessments;
- (3) initiation of foreclosure actions;
- (4) initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety;
- (5) increases in assessments;
- (6) levying of special assessments;
- (7) appeals from a denial of architectural control approval; or
- (8) a suspension of a right of a particular Member before the Member has an opportunity to attend a board meeting to present the Member's position, including any defense, on the issue;
- (9) lending or borrowing money;*
- (10) the adoption of amendment of a dedicatory instrument;*

- (11) the approval of an annual budget or the approval of an amendment of an annual budget that increases the budget by more than 10 percent;
- (12) the sale or purchase of real property;
- (13) the filling of a vacancy on the board;
- (14) the construction of capital improvements other than the repair, replacement, or enhancement of existing capital improvements; or
- (15) the election of an officer.

ARTICLE XV, MISCELLEANOUS

*Section 3. The Association may use an alternative method of providing notice for which another method of is prescribed by law or the Deed Restrictions or Bylaws, if the property owner to whom the notice is provided has affirmatively opted to allow the Association to use the alternative method of providing notice. Examples of alternative notice methods include, but are not limited to, fax and email.*

FOR ALL PROPOSED CHANGES \_\_\_\_\_ AGAINST THE CHANGES \_\_\_\_\_

\*Initial, mark, check or circle one line only\*

2.) Amendments proposed by the Board of Directors to update the Bylaws and conform with the regular operating procedures of the Association.

ARTICLE II, DEFINITIONS

*Section 6. "Members" shall mean and refer to those persons who are Owners and residents of Woods of Wimbledon Subdivision. There shall be but one membership for each lot in the subdivision that is occupied by a residence.*

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_ (Initial, mark, check or circle one line only)

ARTICLE III, MEETING OF MEMBERS

*Section 1. Annual Meetings. The An Annual Meeting of the members shall be held at least once a year during the month of January of each year at a time and place fixed by the Board of Directors during the fourth (4<sup>th</sup>) quarter prior to issuance of invoices for the annual assessment.*

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_ (Initial, mark, check or circle one line only)

ARTICLE IV, BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

*Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members voting, in person or by proxy, at a meeting of the members at which a quorum is present of the Association. Any director may be removed from the Board, with cause, by a majority vote of the remaining directors. 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. If the Association is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a Director has been convicted of a felony or crime involving moral turpitude (e.g. dishonesty, fraud, deceit), the Director is immediately ineligible to serve on the Board of Directors, automatically considered removed from the Board of Directors, and prohibited from future service on the Board of Directors.*

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_ (Initial, mark, check or circle one line only)

ARTICLE VIII, OFFICERS AND THEIR DUTIES

Section 2. Election of Officers. ~~The election of officers shall take place~~ *officers of this Association shall be elected annually by the Board* at the first meeting of the Board of Directors following each annual meeting of the members.

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_ (Initial, mark, check or circle one line only)

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ARTICLE VIII, OFFICERS AND THEIR DUTIES

Section 3. Term. ~~The officers of this Association shall be elected annually by the Board and~~ Each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_ (Initial, mark, check or circle one line only)

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ARTICLE VIII, OFFICERS AND THEIR DUTIES

Section 8. Duties. The Duties of the officers are as follows:

President

- (a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments and shall co-sign all ~~checks and~~ promissory notes. The president shall be an ex officio member of all committees and shall decide all questions of procedure and order.

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_ (Initial, mark, check or circle one line only)

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ARTICLE VIII, OFFICERS AND THEIR DUTIES

Section 8. Duties. The Duties of the officers are as follows:

Treasurer

- (d) 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, together with at least one (1) other officer, ~~all checks and~~ promissory notes of the Association; *handle and keep track of electronic accounting records and payments*, keep proper books of account; cause a financial review of the Association books to be made at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at the annual meeting, and make a copy of each available to each member.

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_ (Initial, mark, check or circle one line only)

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ARTICLE IX, COMMITTEES

~~Section 1. The Board of Directors shall appoint a Nominating Committee, as provided in these By Laws. In addition, the Board of Directors shall appoint, as soon as possible after election to such office, the following standing committees:~~

- ~~(a) Membership, Telephone, and Directory Committee~~
- ~~(b) Finance, and Budget Committee~~
- ~~(c) Utility, Safety, and Maintenance Committee~~
- ~~(d) Activities Committee~~

~~Section 2. Additional committees may be appointed by the President.~~

~~Section 3. The number of members and duties of all committees shall be defined by the Board.~~

***New Provisions Below:***

Section 1. Authority. By resolution, the Board of Directors may create, combine, divide, and disband one or more standing or ad hoc committees, from time to time, to assist the Board of Directors with its functions. Each resolution shall name the committee and identify its responsibilities. All actions and decisions of a committee are subject to approval, disapproval, or modification by the Board of Directors, to whom the committee must report on a periodic basis and as requested by the Board of Directors. In event of conflict between the Board of Directors and its committees, the decision of the Board of Directors controls.

Section 2. Composition. Each committee shall consist of a chairperson who is a board member and additional committee members as the board determines, each of whom must be appointed by the Board of Directors. A vacancy on a committee may be filled only with a Board of Director appointee. A committee member or chair may be removed, with or without cause, by the Board of Directors. The president of the Association is an ex officio member of all committees.

Section 3. Chair. The chair of each committee must be appointed by the Board and be a member of the Association.

Section 4. Term. Each committee member and chair continues to serve until removed by the Board of Directors, or until the member resigns.

Section 5. Architectural Control Committee. The foregoing provisions of Article IX do not apply to the Architectural Control Committee ("ACC"). The composition and authority of the ACC shall be governed by The Woods of Wimbledon Reservations, Restrictions and Covenants and the Texas Property Code.

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_ (Initial, mark, check or circle one line only)

ARTICLE X, BOOKS AND RECORDS

The treasurer's books shall be ~~reviewed~~~~audited~~ annually in such manner as decided by the Board of Directors

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_ (Initial, mark, check or circle one line only)

ARTICLE XI, EXPENDITURES

Section 1. The Board of Directors will present ***the approved*** a budget at the Annual Meeting. Such budget will ***be*** presented to the membership for ***review and discussion***~~consideration and approval~~ the proposals which the ***Board of the Board's*** plans for ~~the institute during the coming~~ year.

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_ (Initial, mark, check or circle one line only)

ARTICLE XI, EXPENDITURES

~~Section 2. The Board of Directors may spend up to \$1,000 for any purpose not presented as a budgeted item without specific approval of the members. Amounts in excess of \$1,000 requires the approval of a majority of the voting members present at a meeting called for the purpose of obtaining such approval. *The Board of Directors may spend and approve expenditures beyond the approved budget by up to 5 % of the total approved budget without prior notification to the membership.*~~

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_ (Initial, mark, check or circle one line only)

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ARTICLE XIII, PROCEDURE

~~Section 2. The following shall be the order of business for all meetings:~~

- ~~(a) Registration of members in attendance.~~
- ~~(b) Reading of the Minutes of the last meeting.~~
- ~~(c) Treasurer's report.~~
- ~~(d) Committee's report.~~
- ~~(e) Unfinished Business.~~
- ~~(f) New Business.~~
- ~~(g) Program.~~
- ~~(h) Notification of next meeting.~~
- ~~(i) Adjournment.~~

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_ (Initial, mark, check or circle one line only)

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ARTICLE XV, MISCELLEANOUS

~~Section 1. These By-Laws may be amended, at a regular or special meeting of the voting members, by a two-thirds (2/3) vote of a quorum of those members present in person or by proxy.~~

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_ (Initial, mark, check or circle one line only)

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ARTICLE XV, MISCELLEANOUS

~~*Section 4. Amendment by Board. The Board may not unilaterally amend the By-Laws, except for the following limited purposes, which must be clearly identified in the instrument of amendment, and then only to the extent necessary to achieve the permitted goal, and only with the unanimous written consent of all Directors who are currently serving:*~~

- ~~(1) *To correct an obvious error that affects the validity or enforceability of the document, if doing so is in the best interests of the Association and its members.*~~
- ~~(2) *To correct an editing error that will not have an impact on the interpretation of the sentence amended.*~~
- ~~(3) *To comply with a requirement of applicable law that requires a specific provision to be included in or removed from a document.*~~

FOR \_\_\_\_\_ AGAINST \_\_\_\_\_ (Initial, mark, check or circle one line only)

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**In order for your Proxy/Absentee Ballot to be valid, you MUST SIGN where indicated below:**

Owner's Signature:

\_\_\_\_\_

Printed Name:

\_\_\_\_\_

Date:

\_\_\_\_\_

Property Address:

\_\_\_\_\_