

**AR 49-RESOLUTION OF THE BOARD OF DIRECTORS
OF VILLAGES OF WESTCREEK OWNERS' ASSOCIATION,
INC.**

WHEREAS, Villages of Westcreek is a subdivision located in Bexar County, Texas (the “**Subdivision**”);

WHEREAS, Villages of Westcreek Owners’ Association, Inc., a Texas nonprofit corporation (the “**Association**”), is governed by that certain Villages of Westcreek Declaration of Covenants, Conditions & Restrictions recorded on or about January 27, 1987 in Volume 3921/Pages 1961-2013 of the Official Public Records of Real Property of Bexar County, Texas (as may be further amended and/or supplemented, the “**Declaration**”);

WHEREAS, the Association is further governed by those certain Third Amended and Restated Bylaws of the Villages of Westcreek Owners’ Association, Inc. recorded on November 28, 2018 as Document No. 20180232751 of the Official Public Records of Real Property of Bexar County, Texas (the “**Bylaws**”);

WHEREAS, pursuant to Article VII, Section 7.13 of the Bylaws, the Board of Directors (the “**Board**”) shall have the powers and duties set forth in the Declaration as well as those necessary for the administration of the affairs of the Association;

WHEREAS, pursuant to Article VII, Section 7.03 of the Bylaws, nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall be appointed by the Board prior to each annual meeting of the Members, to serve from the close of such annual meeting 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 as it shall in its discretion determine, but not less than the number of vacancies that are to be filled; and

WHEREAS, pursuant to the authority granted by the Bylaws, the Board has determined that it is necessary and proper to adopt the following procedures with respect to voting and nominations for election to the Board of Directors.

NOW, THEREFORE, BE IT RESOLVED, by the Board, that in order to ensure the business and affairs of the Association, the welfare of the members of the Association, and the orderly operation of the Subdivision, the Board establishes the following:

1. Nominations. Pursuant to the authority granted by the Bylaws of the Association, the Association and the Nominating Committee may elect to follow the following procedures with respect to nominations for election to the Board of Directors:
 - a. **70 days before Annual Meeting** – Nomination forms sent to Members (forms may be sent using Constant Contact and may also be available in the management company office).

- b. **63 days before Annual Meeting** – Nomination form submission deadline for Members (forms may be emailed to the community manager or delivered to the management company office by 5 p.m.).
- c. **Up to 50 days before Annual Meeting** – Annual Meeting notice may be mailed to Members. Such notice will include only those nominees submitted by the submission deadline noted herein above.
- d. **43 days before Annual Meeting** – Meet the candidate meeting may be held at the management company office or other designated location. Dates are approximate.
- e. **Up to 32 days before Annual Meeting (no less than 7 days prior)** – Members may submit proxies with the Secretary or Assistant Secretary of the Association.
- f. **29 days before Annual Meeting** – Members may meet the candidates at a regular Board meeting. Dates are approximate.
- g. **18 days before Annual Meeting** – the voting period open for online voting or any other method designated by the Association.

Notwithstanding the foregoing, the aforementioned procedures for nominations for election to the Board of Directors is only intended as a guide. The Board hereby reserves the right to alter and/or deviate from the specific timeframes noted herein above in order to ensure the orderly operation of the business and affairs of the Association.

2. Withdrawal of a Candidate. If any candidate that has submitted a nomination form or otherwise been nominated for election to the Board of Directors no longer intends to run for an open director position, such candidate must submit a written and signed request stating that the candidate thereby withdraws his or her name from consideration for election to the Board of Directors. Upon receipt of such withdrawal request from a candidate, the Association members will be advised using Constant Contact or other email communication. Notwithstanding such withdrawal request, if the Board determines that it is too late to correct the candidate materials, ballots will not be altered or re-sent to the Members, nor will the candidate be removed from online voting ballots. Under such circumstances, the withdrawn candidate's votes will be collected, but will not be tallied at the meeting.
3. Voting Methods. The voting rights of an owner may be cast or given:
 - a. in person or by proxy at a meeting of the Association;
 - b. by absentee ballot in accordance with Section 209.00592 of the TEX. PROP. CODE; or
 - c. by electronic ballot (online voting) in accordance with Section 209.00592 of the TEX. PROP. CODE.

Any vote cast by a property owner at meeting, in person or by proxy, supersedes any vote previously submitted by absentee or electronic ballot.

4. Cumulative Voting. Cumulative voting is not permitted.
5. Tabulation of Votes. Upon receipt from the Members, Secretary, or Assistant Secretary of the Association, the management company will collect, verify, and count all votes of

the Members. The Association's attorney may be present at any Member meeting at which Member votes will be cast and/or counted. In accordance with Section 209.00594 of the TEX. PROP. CODE, a person who is a candidate in an Association election or who is otherwise the subject of an association vote, 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 or vote. Each candidate running for the Board of Directors may name one (1) representative to observe the counting of the ballots. Such observers are not entitled to see the name of the person who cast any ballot. Any disruptive observer may be removed.

6. These procedures may be amended or terminated from time to time at the discretion of the Board.
7. All capitalized terms undefined in this Resolution shall have the same meanings herein as are prescribed to them in the Bylaws.

[SIGNATURE PAGE TO FOLLOW]

EXECUTED AND EFFECTIVE this ____ day of _____, 2019.

ASSOCIATION:

VILLAGES OF WESTCREEK OWNERS' ASSOCIATION, INC.,
a Texas nonprofit corporation

By: _____
_____, President

STATE OF TEXAS §
 §
COUNTY OF _____ §

On this ____ day of _____, 2019, before me, the undersigned notary public, personally appeared _____ of VILLAGES OF WESTCREEK OWNERS' ASSOCIATION, INC., a Texas nonprofit corporation, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that she or he executed the same for the purposes and consideration set forth therein.

Notary Public, State of Texas

ATTEST:

I, as Secretary of the Association, hereby certify that a majority of the Board voted to adopt this Resolution as detailed herein.

By: _____
_____, Secretary

STATE OF TEXAS §
 §
COUNTY OF _____ §

On this ____ day of _____, 2019, before me, the undersigned notary public, personally appeared _____ of VILLAGES OF WESTCREEK OWNERS' ASSOCIATION, INC., a Texas nonprofit corporation, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that she or he executed the same for the purposes and consideration set forth therein.

Notary Public, State of Texas