

**BYLAWS
OF
THE DOMINION HOMEOWNERS ASSOCIATION, INC**

**SECTION I
NAME AND LOCATION**

Section 1.1 Name

The name of the corporation is THE DOMINION HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

Section 1.2 Location

The principal office of the corporation shall be located at Ten Dominion Drive, San Antonio, Texas, 78257 or such other location within Bexar County, Texas, as may be designated from time to time by the Board of Directors.

**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 THE DOMINION HOMEOWNERS 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 Properties

"Common Properties" shall mean and refer to all real property and improvements thereon owned by the Association for the common use and enjoyment of the Owners.

Section 2.5 Declaration

"Declaration" shall mean and refer to the Declaration of Covenants, Conditions, Easements and Restrictions for The Dominion Planned Unit Development which are applicable to The Dominion subdivision of Bexar County, as recorded at Volume 2956, Pages 61 et seq. of the Official Public Records of Real Property of Bexar County, Texas, (as amended) which is also known as the "Umbrella Declaration," together with the various declarations of protective or restrictive covenants filed of record and made applicable to each of the individual "units" or "phases" of The Dominion Planned Unit Development, and as same are amended or extended from time to time.

Section 2.6 The Dominion Planned Unit Development

“The Dominion” shall refer to that area which in the 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 Properties.

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 situated in the Properties, including contract sellers but excluding persons or entities holding and interest merely as security for the performance of an obligation.

Section 2.9 Properties

“Properties” shall mean and refer to all property annexed under the provisions of the Umbrella Declaration.

SECTION III
MEETINGS OF MEMBERS

Section 3.1 Place of Meeting

Meetings of the Members shall be held at San Antonio, Texas, or other 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 between April 1 and April 30, on the date specified by the Board of Directors in the notice of such meeting.

Section 3.3 Special Meetings

Special meetings of the Members may be called at any time by the Board, or upon a petition signed by twenty percent (20%) of the Members who would be entitled to cast a vote or votes at such meeting.

Section 3.4 Notice of Meetings

Unless effected as otherwise provided herein or in the Declaration, written or printed notice of each meeting of the Members shall be given by or at the direction of the Secretary or other person authorized to call such meeting by electronic mail (e-mail) distribution, some other form of electronic transmission, or by mailing postage prepaid to each Member entitled to vote thereat, a copy of such notice not less than ten (10) nor more than fifty (50) days before the date of such meeting. Such notice shall be addressed to the Member at his or her physical or e-mail (as applicable) address or other information intended to facilitate another form of electronic transmission as same 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.

Section 3.5 Quorum

The Members present at any duly called Association meeting shall constitute a quorum except as otherwise provided herein, in the Articles, or in the Declaration.

Section 3.6 Proxies

A Member may vote in person or by proxy which is 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. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. A proxy shall be revocable at any time by its maker.

Section 3.7 Rules of Procedure

Meetings of the Members shall be conducted in accordance with the rules and procedures outlined in Robert's Rules of Order.

SECTION IV
VOTING

Section 4.1 Voting

Each member shall cast their votes as provided for in Article II, Section 2 of the Declaration.

Section 4.2 Cumulative Voting

Cumulative voting shall not be permitted.

Section 4.3 Majority Vote

The vote of a 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 Number of Directors

The affairs of the Association shall be governed by a Board of Directors which shall consist of no less than five (5) but not more than nine (9) persons, but in all cases there shall be an odd number of Directors. The number of Directors shall be determined by the Board prior to each annual meeting or at any regularly scheduled meeting of the Board of Directors at which a quorum is present. 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

A person who meets the qualifications for director and who has been duly nominated may be elected as a director. Directors will be elected by the vote of the membership of the Association. Each director shall hold office until a successor is qualified and elected. A director may be elected to succeed himself or herself as director; provided, however, that no director shall serve more than two consecutive elected terms.

Section 5.3 Qualifications of Directors

A Director shall be a Member of the Association in good standing at the time of nomination.

Section 5.4 Nomination

5.4(1) The Board of Directors will create and empanel a nominating committee, in accordance with the procedure established by it, which shall be charged with receiving the suggestions of the membership, and which shall evaluate and consider possible nominees, and make nominations for each election of directors. Nominations shall include the written undertaking of the nominee to serve if elected, and other information as determined by the Board of Directors.

5.4(2) The election officer shall check all nominations and shall disqualify from election any nominee not qualified for election. 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 forty-eight (48) 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 specific deadline brief biographical information to be distributed with such notice, in a form and length determined by the Board of Directors. Biographical information not submitted by the deadline shall not be so distributed.

Section 5.5 Direction of Election

The Board shall, by resolution, designate one of its members not standing for re-election to the Board to serve as the 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 judgment required to conduct the election but in no case shall less than two (2) assistants be designated. Such assistants shall not be paid for their services, nor be members of the Board, nor candidates for election thereto.

Section 5.6 Voting

5.6(1) Unless another form of voting is adopted at the annual meeting, election to the Board shall be by 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. Voting shall remain open for thirty (30) minutes provided, however, that Members present and waiting to vote at the end of the voting period shall be afforded the opportunity to do so notwithstanding the thirty (30) minute limit.

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 nominees(s) receiving the highest number of votes shall be declared by the Chair of the Board to have been elected. The Chair of the Board shall announce only the names of the successful candidate(s) and shall not announce or post the vote totals of the respective candidates. The election officer shall thereafter certify in writing the results of the balloting, which results shall be countersigned by his or her assistants.

Section 5.7 Staggered Terms

Terms shall be staggered in such a way that no more than three (3) Directors shall be elected to the Board during any one year, except in any year during which the total number of Directors is changed.

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 two-thirds (2/3) of a quorum of Members entitled to vote at a meeting of the Members.

5.9(2) By Impeachment: 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) 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 Chair shall appoint one member to present the case for impeachment and afford the Director whom it is proposed 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 by a two-thirds (2/3) vote in favor, 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 by a majority 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 by a majority 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) By Declaration of Vacancy: In the event a Director shall be absent from three consecutive meetings of the Board, the Board may by resolution declare his or her office to be vacant, and in such case such Director shall be deemed to have resigned from the Board as of the adoption of such resolution. A meeting which has been rescheduled shall not be considered to be a meeting of the Board for the purposes of the section only.

Section 5.10 Deemed Resignation

A Director shall be deemed to have resigned from the Board when he or she ceases to be a Member in good standing.

Section 5.11 Vacancies

A vacancy on the Board shall exist on the death, resignation, removal of any Director.

Section 5.12 Appointment to Fill Vacancies

In the event of a vacancy on the Board, a majority of the Directors present at a meeting of the Board shall select and appoint to the Board a successor who shall serve the unexpired term of his or her predecessor.

SECTION VI
MEETINGS OF DIRECTORS

Section 6.1 Meetings

Meetings of the Board shall be held at such place and hour as may be fixed from time to time by the Board. Notice of such meetings shall be given to each Director at least seven days prior to each such meeting, and shall specify the place and time of such meeting.

Section 6.2 Special Meetings

6.2(1) Special meetings of the Board shall be held when called by the Chair 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 mailed to the present home address of a Director as shown on the records of the Association or by electronic mail (e-mail) or other electronic transmission if the Director has provided an e-mail address or other information intended to facilitate an electronic transmission for notice.

6.2(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 6.3 Open Meetings

Regular meetings of the board shall be open to all Members, provided, however, that Members who are not members of the Board may not participate in any deliberation or discussion unless recognized by the Chair to so participate. Such recognition may be overruled by a vote of a majority of those Directors present.. The Board may, with approval of a majority 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 the subject of a claim or privilege or for any purpose deemed appropriate in the discretion of the Board.

Section 6.4 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 6.5 Action Taken Without a Meeting

6.5(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 and shall be ratified by resolution adopted at the next regular Board meeting.

6.5(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 ratified by resolution adopted at the next regular Board meeting.

6.5(3) By Conference, Telephone, or Similar Equipment: Any special meeting of the Board may be held or action may be authorized by means of conference telephone, e-mail (where all comments are published simultaneously to all participants) or similar communications equipment or technology.. Participation in such a meeting shall be deemed to be presence in person at the meeting.

Section 6.6 Rules of Order

Regular meetings of the Board shall be conducted in accordance with the procedures outlined in Robert's Rules of Order.

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 Properties and facilities and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof, which penalties may include fines, or the suspension of the right of a Member to use the Common Properties 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 or for the benefit of 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 the rights, powers, and privileges of the Board as the Board may deem necessary and advisable;

(d) exercise on behalf of 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;

(e) exercise such other powers and duties allowed by law.

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 Chair and Vice Chair

7.4(1) Election: The Board shall meet each year on the Tuesday next following the annual meeting to elect a Chair and Vice Chair, who shall at all times be Members of the Board and shall serve one (1) year unless they or either of them shall resign, be removed or otherwise become disqualified to serve.

7.4(2) Removal: The Chair and Vice Chair may be removed from office at any time by the vote of a majority of the Board. The Chair or Vice Chair 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 meetings 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;
- (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 employees, Common Area and facilities, and cause all officers or employees to be insured and/or bonded, as it may deem appropriate;
- (g) cause the Common Properties 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;
- (j) direct the provision of services to Members;
- (k) undertake to provide means of communications with Association Members;
- (l) all other duties as required by law.

SECTION VIII

OFFICERS

Section 8.1 Officers

8.1(1) Officers Generally: The officers of the Association shall be the Chair, Vice Chair, Secretary, Treasurer, and such other officers as the Board may from time to time by resolution create. Any person may hold more than one office, except the Chair.

Section 8.2 Resignation of Officers

8.2(1) Chair and Vice Chair: In the event the Chair or Vice Chair 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 Chair or Vice Chair, as the case may be.

8.2(2) Other Officers: Any other officer may be removed from office by the Board at any 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 8.3 Vacancies

A vacancy in any office may be filled by appointment by a majority of the Board. The officer appointed to fill such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 8.4 Duties of Officers

8.4(1) Chair of the Board: The Chair of the Board shall 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 Chair of the Board shall be at liberty to participate in all the discussions of the Board and vote on any motion thereof.

8.4(2) Vice Chair of the Board: The Vice Chair of the Board shall act in the place and stead of the Chair 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.

8.4(3) Secretary: The Secretary shall be the Chief Administrative Officer of the Association and shall record or cause to be recorded the proceedings of all meetings of the Board and of the Members; serve or cause 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; and perform such other duties as required by the Board.

8.4(4) Treasurer: The Treasurer shall be the Chief Financial Officer of the Association and shall receive and deposit or cause to be received and deposited, monies of the Association 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.

SECTION IX COMMUNITY OR GENERAL MANAGER

Section 9.1 Appointment

The Board may employ or contract with a Community or General Manager to whom the Board may delegate such duties and responsibilities as are appropriate and on such terms and conditions and with such compensation as the Board may determine is appropriate given the terms of employment. A corporation or partnership may be appointed as General Manager.

SECTION X INDEMNIFICATION

Section 10.1 Liability and Indemnification

No member of the Board or any other 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 for any proper purpose.

Section 11.2 Copies of Declaration, Articles, and Bylaws

Copies of the Declaration, Articles, and Bylaws of the Association shall be made available to any Member at the principal office of the Association at a reasonable cost to be fixed from time to time by resolution of the Board.

Section 11.3 Minutes Generally

Minutes shall be kept of all meetings of the Members and the Board.

Section 11.4 Content of Minutes

Minutes shall record motions made, resolutions adopted, decisions made, and actions taken.

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

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 Chair and Secretary.

Minutes of a meeting of the Board shall be presented to the Board for adoption at the next regular meeting of the Board. Upon adoption, the minutes shall be certified as correct by the then Chair and Secretary.

SECTION XII
CHECKS

Section 12.1 Signature of Checks

Checks in operating accounts shall require one authorized signatory; provided, however, that checks in amounts in excess of \$10,000 shall require two authorized signatures.. Withdrawals from all reserve accounts shall be countersigned by two signatories. Only members of the Board and the Community or General Manager may be designated as authorized signatories.

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 the doing or 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 528 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 Board of Directors may, by resolution, adopt a corporate seal.

Section 14.2 Registered Agent

The registered agent of the Association for the service of process, notice or demand upon the Association shall be designated by the Board in accordance with the procedures of the Texas Secretary of State. The Board will comply with applicable statutory filing and notice requirements.

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 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 1st 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 Business Organizations Code, 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 by: (1) a two-thirds vote of directors present at a regular meeting of the Board of Directors; or (2) by a vote of a majority of a quorum of Members present in person or by proxy at a regular or special meeting of the Members.

Adopted on this, the 17th day of October, 2007, by the Board of Directors at its regular meeting.

ATTESTED:



Rebecca G. Brown, Secretary