

WindermereOaksCitizensForFairness.org

P.O. Box 813 Spicewood, Texas 78669

November 18, 2009

Dear Fellow Windermere Property Owner:

As you may recall, the Citizens for Fairness, a group made up of Windermere Oaks property owners, has put forward on at least two prior occasions a proposal to amend the Bylaws of the Windermere Oaks Property Owners' Association (WOPOA): to have the property owners vote directly on any major expenditure, special assessments, or large increase in WOPOA dues.

To date, attempts to discuss and vote on these issues has not been appropriately recognized by a majority of the previous and current Board. Our petition and request for a vote on our proposals at last year's annual meeting were in full accordance with the WOPOA Bylaws and would have passed due to overwhelming member support.

The Board was concerned about the \$15,000 spending limit proposed, so the enclosed amendment increases that limit to \$25,000 which is the amount suggested by the Board's attorney.

“What Are the Bylaws of a Corporation?”

The bylaws of a corporation contain the rules and procedures that govern the rights and powers of shareholders, *directors, and officers.*”

Windermere Oaks POA is governed by a set of Bylaws, Articles of Incorporation, and the Restrictions.

According to legal advice from two top attorneys we've engaged at the Austin law firm of Armbrust & Brown, who specialize in homeowner's association issues, **the proper place to adopt this amendment is in the Bylaws of Windermere Oaks Property Owners Association**, (rather than the Restrictions, which is where the Board would like them). The Bylaws govern the “Powers and Duties of the Board of Directors”, and the Restrictions govern the Property owner's rights and duties.

This issue has been tabled since February and **in consideration of the rights of all property owners, we are bringing this forward now to vote on and hopefully be adopted in the proper section and form that our legal council has recommended.**

In accordance with Article III, Section 2 of the Bylaws a “Special Meeting of the members may be called by request of 25% of the members entitled to vote.”

PETITION & NOTICE

of a *SPECIAL MEETING* of the members of the Windermere Oaks Property Owners Association

Dated November 19th, 2009

Date of Meeting: Saturday, December 5th, 2009

Time of Meeting: 2:00 p.m.

**Location of Meeting: Windermere Oaks Pavilion /
Common area**

**Purpose of Meeting: This meeting is limited to a
vote on a proposed amendment to the BYLAWS**

Dear Association Member:

In accordance with Article III, Section 2 of the Bylaws, a Special Meeting of the members may be called by request of a minimum of 25% of the members entitled to vote. A copy of the Petition/request, with the appropriate signatures is enclosed. Therefore the Special Meeting of the Members of Windermere Oaks will be held on the above date and time, limited to purpose indicated.

In accordance with Article III, Section 3 of the Bylaws, this Special Meeting notice is being sent to all members at least 15 days prior to the meeting at the addresses supplied by Capstone Management.

The purpose of this Special Meeting is to vote on a proposed amendment to the Bylaws to prohibit the Board of Directors from taking any of the following actions, unless and until such actions have been approved by a majority of a quorum of members in person or by proxy at either the annual meeting or at a special meeting called for the purpose of approving such action(s):

(a) any purchase or expenditure of Association funds, other than for trash service, which, whether in a single transaction or in a series of transactions for a common purpose, totals more than \$25,000;

(b) any increase in the amount of the annual assessment by more than twenty percent (20%) over the amount of the prior year's annual assessment; or

(c) the levy of a special assessment or other assessment to defray expenses in excess of the Association's usual and customary expenses incurred in connection with discharging its responsibilities under the Restrictions.

If you are entitled to vote but cannot attend this Special Meeting, please use the enclosed Proxy to designate another member to act on your behalf at the Special Meeting and return it in the stamped envelope provided for your convenience.

Sincerely,

Requesting Members

**AMENDMENT TO BYLAWS OF
WINDERMERE PROPERTY OWNERS' ASSOCIATION
(a Texas Non-Profit Corporation)**

In accordance with the requirements of Article 2.09B of the Texas Non-Profit Corporation Act and Article XIII, Section 1 of the Bylaws of the Windermere Property Owners' Association, a Texas non-profit corporation (the "**Association**"), the following amendment to the Bylaws of the Association has been duly adopted, at a special meeting of the members of the Association, by a vote of a majority of a quorum of members present in person or by proxy.

Article VII, Section 3 is hereby added to the Bylaws of the Association and provides as follows:

Section 3. Required Consent of Members. Notwithstanding any provision in these Bylaws to the contrary, the Board of Directors shall not be permitted to take any of the following actions unless and until such actions have been approved by a majority of a quorum of members in person or by proxy at either the annual meeting or at a special meeting called for the purpose of approving such action(s):

(a) any purchase or expenditure of Association funds, other than for trash service, which, whether in a single transaction or in a series of transactions for a common purpose, totals more than \$25,000;

(b) any increase in the amount of the annual assessment by more than twenty percent (20%) over the amount of the prior year's annual assessment; or

(c) the levy of a special assessment or other assessment to defray expenses in excess of the Association's usual and customary expenses incurred in connection with discharging its responsibilities under the Restrictions.

WINDERMERE PROPERTY OWNERS' ASSOCIATION
SPECIAL MEETING OF MEMBERS – December 5, 2009

REVOCABLE PROXY

The undersigned, as owner or owners (hereafter referred to in the singular whether one or more) of the below-referenced property, hereby revoke any previously executed proxies and hereby appoint the following individual as my proxy, subject to the terms and conditions specified below.

1. Don Vogelsang; or

2. _____

The above-named proxy holder is hereby appointed as my true and lawful proxy with full powers of substitution to represent and cast my vote at the Special Meeting of Members of the Windermere Property Owners' Association (the "Association") to be held at 2:00PM on Saturday, December 5, 2009 at the Windermere Oaks Community Pavilion/Common area, Spicewood, Texas, and at any adjournment and reconvening thereof. The named proxy shall act in my stead and vote on my behalf at said meeting, and at any adjournment and reconvening thereof, on all matters submitted to a vote of the Association in the same effect as if I were personally present. In the event that a proxy form is completed and delivered to the Association prior to said meeting, but I have failed to designate a proxy holder, I acknowledge that Don Vogelsang will be the designated proxy holder.

This proxy and the authority represented by this proxy may be revoked at any time by the undersigned. Unless revoked earlier, this Proxy shall terminate on February 5th, 2010.

By signing below, I certify that I have appointed the above-named individual as my proxy as provided above.

Lot (s) #: _____

Date: _____

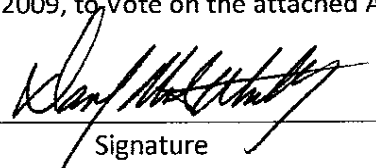

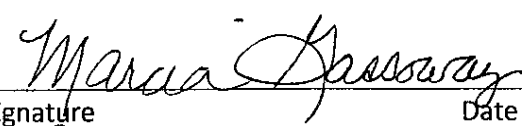

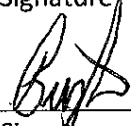


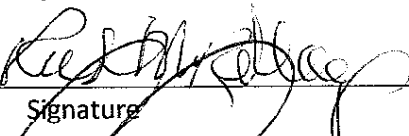
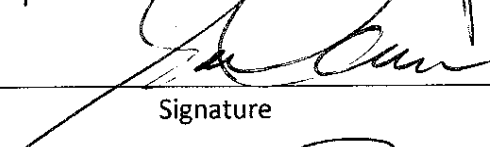

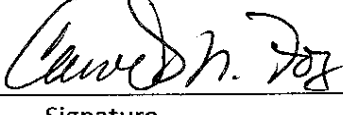
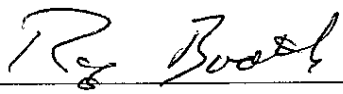
Owner Signature(s): _____

Printed Name(s): _____

Phone Number: _____ Email Address: _____

Please return proxy to: Dana Martin, 205 Coventry Rd., Spicewood, Texas 78669, or you can fax to Ms. Martin at (830) 693-4286 at any time prior to commencement of the meeting. The proxy may also be submitted to the person presiding over the meeting at any time prior to the call to order.

We the undersigned, in accordance with Article III, Section 2 of the Bylaws, request a Special Meeting, on December 5th, 2009, to Vote on the attached Amendment to the Bylaws.

DANA J. MARTIN		11-6-09	342, 343, 344
Printed name	Signature	Date	LOT#
ALLEN L. CHRISTENSON		11/6/09	13
Printed name	Signature	Date	LOT#
MARCIA GASSOWAY		11-6-09	CC I 4+5
Printed name	Signature	Date	LOT#
CHARLES GIBSON		11-7-09	118, 116
Printed name	Signature	Date	LOT#
BARRY STEIN		11-07-09	0323
Printed name	Signature	Date	LOT#
Shawn Boyd		11-7-09	367A, 366
Printed name	Signature	Date	LOT#
DANIEL FLUNKER		11/7/09	334, 335, 336
Printed name	Signature	Date	LOT#
Rick McKeon		11/8/09	304A
Printed name	Signature	Date	LOT#
GLENN CHIAPPE		11/09/2009	370
Printed name	Signature	Date	LOT#
DICK DIAL		11/09/2009	331A
Printed name	Signature	Date	LOT#
CAROL M. FOY		11/09/2009	277, 278, 133
Printed name	Signature	Date	LOT#
RAY BOOTH		11/09/09	333
Printed name	Signature	Date	LOT#

VOTES 21

We the undersigned, in accordance with Article III, Section 2 of the Bylaws, request a Special Meeting, on December 5th, 2009, to Vote on the attached Amendment to the Bylaws.

MARK KIEDROWSKI *Mark Kiedrowski* 11-7-2009 156,157,158
 Printed name Signature Date LOT#

LEWIN S. JOHNSON *Lewin S. Johnson* 11/07/09 3+4 Sec 3; 11A Sec 2
 Printed name Signature Date LOT#
 (Repealed to 2A)

ROBERT S. CAMPBELL *Robert S. Campbell* 11/7/07 7+8
 Printed name Signature Date LOT#

WILLIAM T. EARNEST *William T. Earnest* 11/7/07 6
 Printed name Signature Date LOT#

JEANNETTE SHIRLEY *Jeannette Shirley* 11/8/09 Lot #8
 Printed name Signature Date LOT#
 Lot #7
 LOTS 240
 252

ALEX S. TRADD *Alex S. Tradd* 11/9/09
 Printed name Signature Date LOT#

W.L. DOFFING *W.L. Doffing* 11-9-09 307
 Printed name Signature Date LOT#

T.L. DOFFING *T.L. Doffing* 11-9-09 227
 Printed name Signature Date LOT#

Mark & Kay McDonald *Mark & Kay McDonald* 11-9-09 H2-SA
 Printed name Signature Date LOT#
 H1-3,4

JS ADAIR *JS Adair* 11/9/9 9
 Printed name Signature Date LOT#

Beth Burdett *Beth Burdett* 11-10-09 327
 Printed name Signature Date LOT#

Robert J Hicks *Robert J. Hicks* 11-11-09 246-247
 Printed name Signature Date LOT#

22 VOTES

We the undersigned, in accordance with Article III, Section 2 of the Bylaws, request a Special Meeting, on December 5th, 2009, to Vote on the attached Amendment to the Bylaws.

1	JERRY INGHAM	<i>Jerry Ingham</i>	10 NOV 09	17A
	Printed name	Signature	Date	LOT#
1	Melissa Miller	<i>M. Miller</i>	10 Nov 09	Hill #4
	Printed name	Signature	Date	LOT#
3	Amy Penner	<i>Amy Penner</i>	10 Nov 09	lot 8/Hill
	Printed name	Signature	Date	LOT#
	Scott Penner	<i>Scott Penner</i>	10 Nov 09	Sec 1 62 & 63 Lot 8/Hill
	Printed name	Signature	Date	LOT#
1	A. Jeff Ingham	<i>A. Jeff Ingham</i>	10 Nov 09	112
	Printed name	Signature	Date	LOT#
	Bettiett, Ingham	<i>Bettiett, Ingham</i>	10/10/09	112
	Printed name	Signature	Date	LOT#
3	C.Y. Ingham	<i>C.Y. Ingham</i>	14 Nov 09	2241, 282, 283
	Printed name	Signature	Date	LOT#
2	John Branch	<i>John Branch</i>	11/17/09	68A/66
	Printed name	Signature	Date	LOT#
1	^{Keith Bell} Sandy Nelson-Bell	<i>Sandy Nelson-Bell</i>	11/15/09	#35
	Printed name	Signature	Date	LOT#

We the undersigned, in accordance with Article III, Section 2 of the Bylaws, request a Special Meeting, on December 5th, 2009, to Vote on the attached Amendment to the Bylaws.

2	Joseph Gilligan	<i>Joseph Gilligan</i>	11/9/09	360, 361
	Printed name	Signature	Date	LOT#
2	Jacqueline M. Yancey	<i>Jacqueline M. Yancey</i>	11/10/09	14 + 15
	Printed name	Signature	Date	LOT#



We the undersigned, in accordance with Article III, Section 2 of the Bylaws, request a Special Meeting, on December 5th, 2009, to Vote on the attached Amendment to the Bylaws.

3	James W. Mendenhall III	<i>James W. Mendenhall III</i>	11-8-09	145, 142, 143
	Printed name	Signature	Date	LOT#
1	DOROTHY TAYLOR	<i>Dorothy Taylor</i>	11/9/09	HILL SEC III, #8
	Printed name	Signature	Date	LOT#
2	ED PARSONS	<i>Ed Parsons</i>	11/9/09	HILL SEC I, 14, 15, 16
	Printed name	Signature	Date	LOT#
1	Jan Costa	<i>Jan Costa</i>	11/9/09	309
	Printed name	Signature	Date	LOT#
1	C. J. Pate	<i>C. J. PATE</i>	11/9/09	317
	Printed name	Signature	Date	LOT#
1	Norman R. Morse	<i>Norman R. Morse</i>	11/13/2009	153
	Printed name	Signature	Date	LOT#
1	Kari Gibson	<i>Kari Gibson</i>	11/13/09	118
	Printed name	Signature	Date	LOT#
1	Betty Tindall	<i>Betty Tindall</i>	11/14/09	116
	Printed name	Signature	Date	LOT#
2	Donald D. Brown	<i>Donald D. Brown</i>	11/16/09	lot 6 sec 1 lot 9A, 10A Rep. Dec LOT# Sec 2
	Printed name	Signature	Date	LOT#

We the undersigned, in accordance with Article III, Section 2 of the Bylaws, request a Special Meeting, on December 12th, 2009, to Vote on the aforementioned Amendments to the Bylaws.

3	Carol Tullis	<i>Carol Tullis</i>	11-12-09	5-13-14
	Printed name	Signature	Date	LOT#
	Printed name	Signature	Date	LOT#
	Printed name	Signature	Date	LOT#

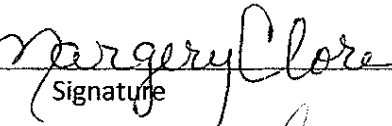

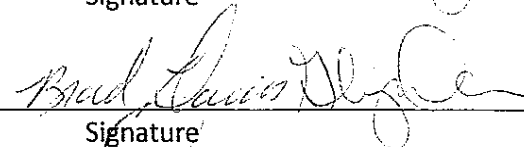
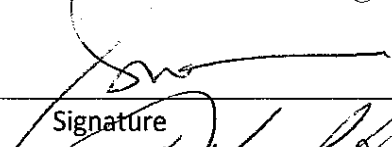
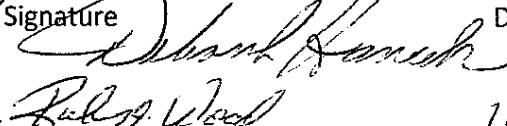
We the undersigned, in accordance with Article III, Section 2 of the Bylaws, request a Special Meeting, on December 5th, 2009, to Vote on the attached Amendment to the Bylaws.

1	JOHN RODRIGUEZ		11-10-09	154
	Printed name	Signature	Date	LOT#
1	JOHN RODRIGUEZ		11-10-09	155
	Printed name	Signature	Date	LOT#

We the undersigned, in accordance with Article III, Section 2 of the Bylaws, request a Special Meeting, on December 5th, 2009, to Vote on the attached Amendment to the Bylaws.

2	Jeffrey Anderson		11-9-09	28+29
	Printed Name	Signature	Date	LOT#

We the undersigned, in accordance with Article III, Section 2 of the Bylaws, request a Special Meeting, on December 5th, 2009, to Vote on the attached Amendment to the Bylaws.

1	Margery Clore		11-14-09	104
	Printed name	Signature	Date	LOT#
1	BRAD + CLYNIS DAVIS		11-14-09	Lot 1 Hill
	Printed name	Signature	Date	LOT#
1	BRAD + CLYNIS DAVIS		11/14/09	214
	Printed name	Signature	Date	LOT#
1	Stacy Bertling		11/16/09	175
	Printed name	Signature	Date	LOT#
3	Robert Wood / Deborah Hancock		11-26-09	126, 127, 128 3 Lots
	Printed name	Signature	Date	LOT#
	Printed name	Signature	Date	LOT#
	Printed name	Signature	Date	LOT#

We the undersigned, in accordance with Article III, Section 2 of the Bylaws, request a Special Meeting, on December 5th, 2009, to Vote on the attached Amendment to the Bylaws.

1	DAVID WORLEY	<i>David Worley</i>	10/12/09	160
	Printed name	Signature	Date	LOT#
2	Brad Meek	<i>Brad Meek</i>	10-14-09	11+12
	Printed name	Signature	Date	LOT#
1	ALLEN KEIZAK	<i>AKK</i>	11-14-09	304
	Printed name	Signature	Date	LOT#
7	Lerr Burnetts	<i>Lerr Burnetts</i>	11/15/09	42, 7, 11, 12
	Printed name	Signature	Date	LOT#

We the undersigned, in accordance with Article III, Section 2 of the Bylaws, request a Special Meeting, on December 5th, 2009, to Vote on the attached Amendment to the Bylaws.

1	Robert S. Radebaugh	<i>Robert S. Radebaugh</i>	11/10/2009	13 Center Cove
	Printed name	Signature	Date	LOT#
1	"	<i>Robert S. Radebaugh</i>	11/10/2009	9 Center Cove
	Printed name	Signature	Date	LOT#
1	"	<i>Robert S. Radebaugh</i>	11/10/2009	10 Center Cove
	Printed name	Signature	Date	LOT#
	Ty Cunningham for Felipe von, Inc.	<i>Ty Cunningham</i>	11/11/09	Lot 13 Center Cove
	Printed name	Signature	Date	LOT#
	"	<i>Ty Cunningham</i>	11/11/09	10 Center Cove
	Printed name	Signature	Date	LOT#
	"	<i>Ty Cunningham</i>	11/11/09	9 Center Cove
	Printed name	Signature	Date	LOT#
	Printed name	Signature	Date	LOT#

We the undersigned, in accordance with Article III, Section 2 of the Bylaws, request a Special Meeting, on December 5th, 2009, to Vote on the attached Amendment to the Bylaws.

4	Don W. Vogelsang	<i>Don W. Vogelsang</i>	11/9/09	270/271/269/268 (4 LOTS)
	Printed name	Signature	Date	LOT#
1	Eric H. Jackson	<i>Eric H. Jackson</i>	11-9-09	207
	Printed name	Signature	Date	LOT#
2	F. West	<i>[Signature]</i>	11-10-09	301, 302 (2 LOTS)
	Printed name	Signature	Date	LOT#
3	Ron Stark	<i>[Signature]</i>	11-11-09	138A/142 (3 LOTS)
	Printed name	Signature	Date	LOT#
1	Hubert Lormand	<i>Hubert Lormand</i>	11-12-09	298
	Printed name	Signature	Date	LOT#
1	Ronald J. Stark	<i>[Signature]</i>	11/12/09	1 CCI
	Printed name	Signature	Date	LOT#
1	Dewey Hollingsworth	<i>[Signature]</i>	11/16/09	lot 59A
	Printed name	Signature	Date	LOT#

Printed name	Signature	Date	LOT#
Printed name	Signature	Date	LOT#
Printed name	Signature	Date	LOT#
Printed name	Signature	Date	LOT#
Printed name	Signature	Date	LOT#

110 TOTAL