

Exhibit "D"

By-Laws

of

SAN PEDRO OAKS CONDOMINIUM OWNERS' ASSOCIATION, INC.

ARTICLE 1.

NAME AND LOCATION

The name of the corporation is San Pedro Oaks Condominium Owner's Association, Inc., hereinafter referred to as the "Association". The principal office of the Association shall be located at 6221 North Lamar Blvd., Austin, Texas, but meetings of Members and Directors may be held at such places within the State of Texas, County of Travis, as may be designated by the Board of Directors.

ARTICLE II.

DEFINITIONS

Section 1. All terms used herein shall have the meaning given thereto in the Declaration unless expressly stated to the contrary herein.

Section 2. "Articles of Incorporation" shall mean the articles of incorporation of the Association, as amended from time to time.

Section 3. "By-Laws" shall mean the by-laws of the Association, as amended from time to time.

Section 4. "Declaration" shall mean the declaration, as amended from time to time, establishing San Pedro Oaks Condominiums as a condominium regime in Austin, Travis County, Texas, pursuant to Article 1301a of the Texas Revised Civil Statutes, a copy of which Declaration is recorded under Travis County Clerk's File No. _____, and in the Office of the County Clerk of Travis County, Texas, under Volume _____, Page _____.

Section 5. "Director" shall mean a member of the Association's Board of Directors.

Section 6. "Member" shall mean those persons entitled to membership in the Association as provided in the Declaration.

Section 7. "Nominating Committee" shall mean a committee formed for the purpose of nominating candidates for election to

the Board of Directors as contemplated by Article IV, Section 2 of the By-Laws.

Section 8. "Property" shall mean that real property described in the Declaration and any Supplementary Declaration filed pursuant to the Declaration.

Section 9. Supplementary Declaration means any Supplementary Declaration filed pursuant to Section 2.2 of the Declaration.

ARTICLE III.

MEMBERS, MEETINGS, AND VOTING RIGHTS

Section 1. Composition and Powers. Every owner shall be a Member of the Association and shall continue to be a Member for so long as he owns a Unit, all as more fully set out in the Declaration. If more than one person or entity owns a Unit, only one of such owners shall be a Member, which designation shall be made by a majority vote of all such owners, and shall be specified in a written notice to the Board of Directors of the Association by such owners. The foregoing is not intended to include persons or entities holding an interest in a Unit merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, the ownership of any Unit. Except as otherwise provided in these By-Laws or in the Declaration, all action to be taken or authorized by the Members shall be deemed validly taken or authorized upon adoption by vote of a majority of the Members present, in person or by proxy, at any properly called meeting at which a quorum is present, in person or by proxy.

Section 2. Annual Meetings.

(a) The first annual meeting of the Members shall be held when called, upon ten (10) days' prior written notice to the Members, by the initial Board of Directors of the Association. Such meeting shall be called no later than the earlier to occur of (i) June 1, 1981 or (ii) within sixty (60) days after eleven (11) of the Units have been conveyed by a deed duly executed, acknowledged, delivered, and recorded.

(b) Thereafter, the annual meeting of the Members shall be held on the second Monday in the month of January of each year at 8:00 p.m. If the day for the annual meeting of the Members is a legal holiday the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 3. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of ten (10) Members.

Section 4. 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

mailing a copy of such notice, postage prepaid, at least ten (10) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied in writing by such Member to the Association for the purpose of notice. Such notice shall specify the place, date, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 5. Quorum and Adjournment. The presence at any meeting, in person or by proxy, of Members entitled to cast twenty-five percent of the votes in the Association shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. Any meeting of the Association, whether annual or special, may be adjourned from time to time, whether a quorum be present or not, without notice other than the announcement at the meeting, and such adjournment may be to such time, date, and place as may be determined by a majority of the votes cast at such meeting. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting as originally called.

Section 6. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Unit.

Section 7. Voting. Each Member shall have a vote or votes in the Association according to the Percentage Interest appurtenant to the Unit owned by such Member, as set forth in the Declaration or as amended by any Supplementary Declaration.

ARTICLE IV.

BOARD OF DIRECTORS

Section 1. Composition. Until the earlier to occur of (i) June 1, 1981 or (ii) sixty (60) days after Developer has conveyed, by deeds duly executed and recorded, 11 Units, the affairs of the Association shall be managed by a Board of Three (3) Directors appointed by Developer. After such date the affairs of the Association shall be managed by a Board of three (3) Directors elected by the Members. Directors need not be Members of the Association. At the first annual meeting, the Members shall elect one (1) Director for a term of one (1) year, one (1) Director for terms of two (2) years each, and one (1) Director for terms of three (3) years each; and at each annual meeting thereafter the Members shall elect one (1) Director, as the case may be, for a term of three (3) years.

Section 2. Nomination. Nominations for election to the

Board of Directors shall be made by the Nominating Committee. 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 other persons who shall be either Directors or Members of the Association, but a majority of which shall be Directors. The Nominating Committee shall be appointed by the Board of Directors 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 of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-Members.

Section 3. Election. Election to the Board of Directors shall be by secret written ballot. At such election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration and these By-Laws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 4. Removal. Prior to the election of the Board of three (3) Directors provided for in Section 1 of Article IV hereof, no Director shall be subject to removal by the Members. Thereafter, any Director may be removed from the Board of Directors, with or without cause, by an affirmative vote of a majority of all votes in the Association represented at a special meeting called for such purpose. In the event of death, resignation, or removal of a Director, his successor shall be elected by the remaining members of the Board of Directors and shall serve for the unexpired term of his predecessor.

Section 5. Compensation. No Director shall receive compensation for any service he may render to the Association; however, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 6. Quorum. A majority of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of such Board of Directors. A vote of the Directors shall be valid if concurred in by a majority present at a meeting.

Section 7. Action Taken Without a Meeting. The Directors shall have the right to take any action without a meeting which they could take at a meeting by obtaining the written approval

of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 8. Meetings. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may determine. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days' written notice to each Director, which notice may be waived by attendance at the meeting or by written waiver.

Section 9. Powers and Duties. The Board of Directors, for the benefit of the Members, shall have the following powers and duties;

(a) To exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, Articles of Incorporation, or the Declaration.

(b) To take all such lawful action as the Board of Directors may determine to be necessary, advisable or convenient to effectuate the purposes and provisions of the Declaration, the Articles of Incorporation, and By-Laws.

(c) To perform any and all duties imposed on or powers allowed to the Board of Directors by applicable law.

ARTICLE V.

OFFICERS AND THEIR DUTIES

Section 1. Election of Officers. The officers of the Association shall be the President, one or more Vice President, Secretary, and Treasurer, and, in addition thereto, in the discretion of the Board of Directors, such other officers with such duties as the Board of Directors shall from time to time determine. All officers shall be elected annually by the Board of Directors as the Board of Directors may determine. All officers shall serve until their successors shall have been elected or until they have been removed or have resigned. All officers shall be subject to removal at any time by the Board of Directors. The Board of Directors may, in its discretion, elect acting or temporary officers and elect officers to fill vacancies occurring for any reason whatsoever, and may, in its discretion, limit or enlarge the duties and powers of any officer elected by it. Any person may simultaneously hold more than one of any of the offices, except the offices of President and Secretary.

Section 2. The President. The President shall preside at all meetings of the Board of Directors and the Members; see that orders and resolutions of the Board of Directors are carried out; and, unless otherwise provided by the Board of

Directors, sign all leases, mortgages, deeds and other written instruments that have been approved by the Board of Directors or pursuant to the authority granted by the Board of Directors.

Section 3. The Vice Presidents. Each Vice President shall have such power and duties as may be assigned to him the Board of Directors. If more than one Vice President is elected, the Board of Directors shall designate who is the First Vice President, who is the Second Vice President, etc. In the absence of the President, the First Vice President shall perform the duties of the President. Such authority to act for the President shall vest to the Vice Presidents in order of their numerical designation by the Board of Directors.

Section 4. The Secretary. The Secretary shall record the votes and keep the minutes of all meetings, and proceedings of the Board of Directors and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings in conformity with these By-Laws; keep appropriate current records showing the Members of the Association together with their addresses; and perform such other duties assigned by the Board of Directors.

Section 5. The Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts, all money of the Association and shall disburse such funds as directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board of Directors; sign all checks and promissory notes of the Association; keep proper books to be made at the completion of each fiscal year; prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members; and perform all other duties assigned to him by the Board of Directors.

ARTICLE VI.

COMMITTEES

In addition to the committees provided for in the Declaration and the By-Laws, the Board of Directors may appoint such other committees as may be deemed appropriate by the Board.

ARTICLE VII.

CORPORATE SEAL

The Association may have a seal in the form prescribed by the Board of Directors, but its use is not required.

ARTICLE VIII.

MISCELLANEOUS

Section 1. Covenant to Obey Laws, Rules, and Regulations. Each Member shall be subject to the Declaration and shall abide by the By-Laws and Rules and Regulations as the same are or may from time to time be established by the Board of Directors. Each Member shall observe, comply with, and perform all rules, regulations, ordinances, and laws made by any governmental authority of any municipal, state, and federal government having jurisdiction over the Property or any part thereof.

Section 2. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 3. Amendment. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of two-thirds (2/3) of the members present, in person or by proxy, so long as notice of the proposed By-Law change was given to the Members at least ten (10) days in advance of the meeting.

Section 4. Conflicts. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these By-Laws or the Articles of Incorporation, the Declaration shall control.

Section 5. Indemnification of Officers and Directors. The Association shall indemnify every Director or officer, his heirs, executors and administrators, against all loss, costs and expense, including counsel fees, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or have been a Director or officer of the Association, except as to matters as to which he shall be finally adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Association is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his duty as such Director or officer in relation to the matter involved. The foregoing rights shall not be excluding of other rights to which such manager or officer may be entitled. All liability, loss, damage, costs and expense incurred or suffered by the Association by reason or arising out of or in connection with the foregoing indemnification provisions shall be treated and handled by the Association as Common Expenses; provided, however, that nothing in this

Section 5 contained shall be deemed to obligate the Association to indemnify any member of owner of a condominium unit, who is or has been a Director or officer of the Association, with respect to any duties or obligations assumed or liabilities incurred by him under and by viture of the SAN PEDRO OAKS CONDOMINIUM DECLARATION as a member of owner of a condominium unit covered thereby.

Section 6. Professional Management. Any agreement for professional management or administration of the condominium project, or any other contract providing for services of the Developer, sponsor or builder, may not exceed two (2) years. Any such agreement may be terminated with or without cause and without payment of termination fee on determination by the Board of Directors.


KEN MCWILLIAMS


EDGAR S. DAUGHERTY