

AFTER RECORDING RETURN TO:

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Austin, Texas 78746**

**AMENDMENT TO THE BYLAWS OF
CLAY ST. VILLAGE ASSOCIATION, INC.**

Cross reference to that certain Bylaws of Clay St. Village Association, Inc. recorded at 20200218073, of the Official Public Records of Bexar County, Texas

AMENDMENT TO THE BYLAWS OF
CLAY ST. VILLAGE ASSOCIATION, INC.

RECITALS:

A. WHEREAS, Clay St. Village Association, Inc. (the "Association") is a Texas nonprofit corporation that is governed by that certain Bylaws of Clay St. Village Association, Inc., recorded at 20200218073, of the Official Public Records of Bexar County, Texas (collectively, the "Bylaws").

B. WHEREAS, the Association's Board of Directors (the "Board") desires to amend the Bylaws as further provided herein.

C. WHEREAS, Section 22.102 of the Texas Business Organizations Code provides that the board of directors of a nonprofit corporation may amend or repeal the bylaws, or adopt new bylaws, unless Chapter 22 of the Texas Business Organizations Code or the nonprofit corporation's certificate of formation wholly or partly reserves the power exclusively to the nonprofit corporation's members.

D. WHEREAS, the Association's Certificate of Formation omits any provision that reserves the power to amend its Bylaws in whole or in part to the members of the Association.

E. WHEREAS, in accordance with the authority vested in the Board by Section 22.102 of the Texas Business Organizations Code, the Secretary of the Association hereby certifies that this Amendment to the Bylaws of Clay St. Village Association, Inc. was approved by a majority vote of the Board at a meeting conducted on 6/22, 2020.

NOW THEREFORE, the Bylaws are hereby amended as follows:

1. **Definitions.** The following *Section 1.03* is hereby added to Article I of the Bylaws:

1.03 DEFINITIONS: Capitalized terms contained in these Bylaws (herein so called) that are not defined herein shall have the meaning given to such terms in that certain Declaration of Protective Covenants, Conditions, Restrictions and Easements for Clay Street Townhomes, IDZ, San Antonio, Bexar County, Texas, recorded at Document No. 20170009385 of the Official Public Records of Bexar County, Texas, as it may be amended from time to time (the "Declaration"), which definitions are incorporated herein by this reference.

2. **Membership.** *Sections 2.01 – 2.06* of Article II of the Bylaws are hereby deleted in their entirety and replaced with the following Sections 2.01 – 2.03:

2.01 MEMBERSHIP: The Owners shall be the Members of the Association.

2.02 VOTING: The voting rights of the Members shall be as set forth in the Declaration and in these Bylaws, and such voting rights provisions are specifically incorporated herein by this reference.

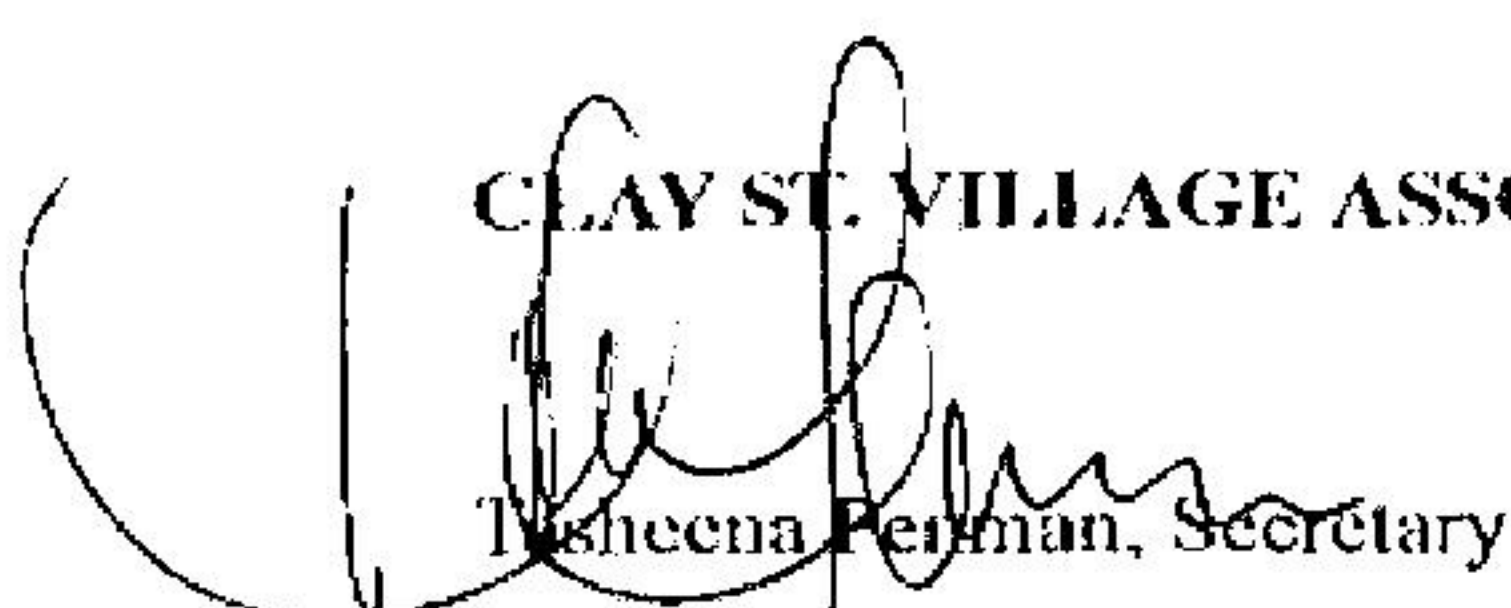
2.03 MANNER OF VOTING: At all meetings of Members, each Member may vote: (i) in person (or if a corporation, partnership or trust, through any officer, director, partner or trustee duly authorized to act on behalf of the Member); (ii) by proxy; and/or (iii) if authorized by the Board, by absentee ballot and/or by electronic ballot (to the extent electronic voting is offered for a given matter submitted to a vote of the Members), subject to the requirements and limitations of Texas law regarding each such method of voting, including those set forth in Section 209.00592 of the Texas Property Code or any successor statute. All proxies shall be in writing specifying the Lot(s) for which it is given, signed by the Member or its duly authorized attorney-in-fact, dated and filed with the Secretary of the Association prior to any meeting for which it is to be effective. Unless otherwise specifically provided in the proxy, a proxy shall be presumed to cover all votes which the Member giving such proxy is entitled to cast, and in the event of any conflict between two or more proxies purporting to cover the same voting rights, the later dated proxy shall prevail, or if dated as of the same date, both shall be deemed invalid. Every proxy shall be revocable and shall automatically cease upon the occurrence of any of the following circumstances: (1) conveyance of any Lot for which it is given; (2) upon receipt of notice by the Secretary of the death or judicially

declared incompetence of a Member giving such proxy who is a natural person. (3) upon receipt of written revocation of such proxy by the Secretary from the Member giving such proxy; (4) the attendance of the Member at the meeting for which the proxy was given; or (5) 11 months from the date of the proxy, unless a shorter or longer period is specified in the proxy.

- 3. **Miscellaneous.** Any capitalized terms used and not otherwise defined herein shall have the meanings set forth in the Bylaws. Unless expressly amended by this instrument, all other terms and provisions of the Bylaws remain in full force and effect as written and are hereby ratified and confirmed.
- 4. **Effective Date.** This Amendment to the Bylaws of Clay St. Village Association, Inc. shall be effective upon its recording in the Official Public Records of Bexar County, Texas.

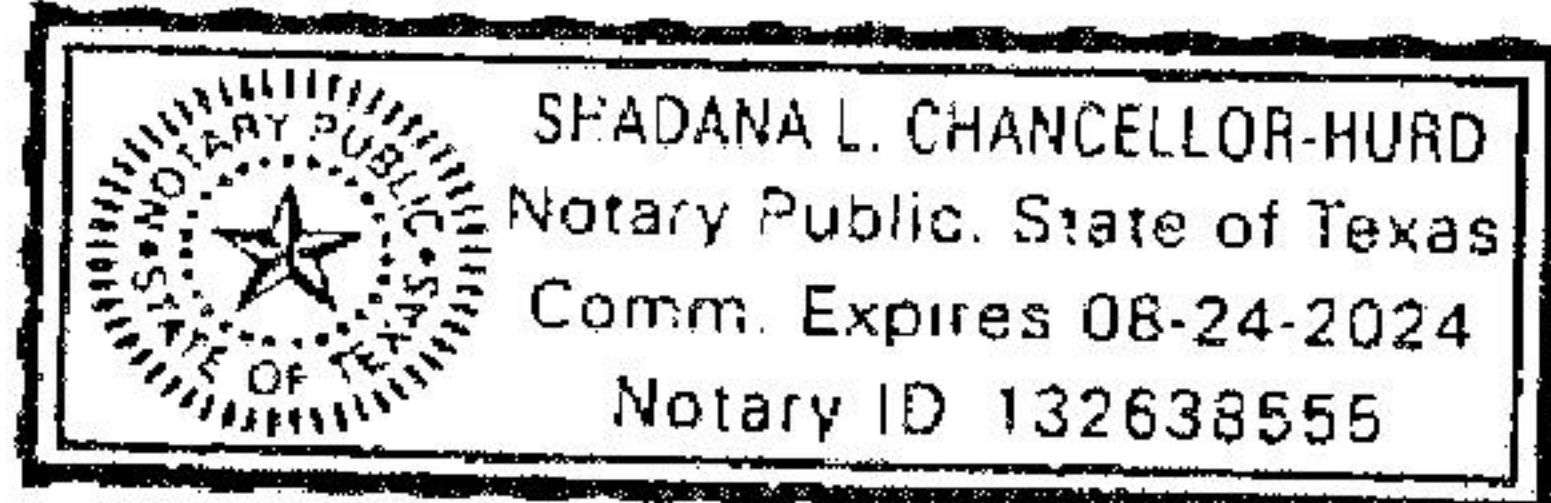
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SECRETARY'S CERTIFICATE

The undersigned Secretary of Clay St. Village Association, Inc. (the "Association"), a Texas non-profit corporation, hereby certifies that this Amendment to the Bylaws of Clay St. Village Association, Inc. was approved by a majority vote of the Association's Board of Directors at a meeting conducted on June 23, 2020.


CLAY ST. VILLAGE ASSOCIATION, INC.
Tasheena Penman, Secretary

STATE OF TEXAS §
 §
COUNTY OF BEXAR §

THIS INSTRUMENT was acknowledged before me this 10 day of October, 2020 by Tasheena Penman, Secretary of Clay St. Village Association, Inc.




Notary Public of Texas

File Information

**eFILED IN THE OFFICIAL PUBLIC eRECORDS OF BEXAR COUNTY
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Any provision herein which restricts the sale or use of the described real property because of race is invalid and unenforceable under Federal law

STATE OF TEXAS, COUNTY OF BEXAR

I hereby Certify that this instrument was eFILED in File Number Sequence on this date and at the time stamped hereon by me and was duly eRECORDED in the Official Public Record of Bexar County, Texas on: 10/16/2020 8:50 AM



Lucy Adame-Clark
Lucy Adame-Clark
Bexar County Clerk