

**AMENDMENT TO THE BYLAWS OF
HOMEOWNERS ASSOCIATION OF WEST PALM VILLAS ON WALDEN ROAD, INC.
REGARDING VIRTUAL MEMBER MEETINGS AND ELECTIONS**

STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

WHEREAS, Homeowners Association of West Palm Villas on Walden Road, Inc. (the "Association"), a Texas nonprofit corporation, is the governing entity West Palm Villas on Walden Road, and West Palm Villas on Walden Road Section 2, additions in Montgomery County, Texas, according to the map or plat thereof, recorded in the Map Records of Montgomery County, Texas, under Cabinet N, Sheet 23, and Cabinet Q, Sheet 32, respectively, along with any amendments, supplements and replats thereto, (the "Subdivision"); and

WHEREAS, the Amended and Restated Bylaws of the Association are recorded in the Real Property Records of Montgomery County, Texas under Clerk's File No. 2005-016677, along with any amendments and supplements thereto (the "Bylaws"); and

WHEREAS, the Bylaws and applicable law, require the Association to hold an annual meeting of the members and to provide for the election of Directors, and there is a need to allow the Association's members to attend such meetings electronically, and provide for elections in advance of such meetings; and

WHEREAS Section 22.102(c) of the Texas Business Organizations Code authorizes the Board of Directors to amend the Bylaws, the members have never passed an amendment to the Bylaws which expressly prohibits the Board of Directors from amending any provision of the Bylaws, the Articles of Incorporation of the Association vest the management of the Association in the Board of Directors and do not reserve the right to amend bylaws to the members;

NOW THEREFORE, pursuant to the foregoing and as evidenced by the certification attached hereto, the Association hereby amends its Bylaws, as follows:

Article III, Section 4, which had previously read:

Section 4. Quorum. The presence at the meeting of Members and proxies eligible to cast one-third (1/3) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members eligible to vote shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

is hereby amended to read as follows:

Section 4. Quorum. The presence at the meeting of Members and proxies eligible to cast one-third (1/3) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the presiding officer, or a majority of the Members who are present at such meeting, in person or by proxy, may adjourn the meeting and immediately reconvene the meeting without notice other than announcement at the meeting. At the reconvened meeting, the required quorum shall be one-half (1/2) of the previously required quorum; this procedure may be repeated until a quorum shall be present in person or by proxy.

There shall be an Article III, Section 7, which shall read as follows:

Section 7. Virtual Meetings of the Members: The Association's Board of Directors may elect to hold any meeting of Members, by using remote communications technology, including videoconferencing, teleconferencing, the internet, or any combination of those methods, as provided by §22.002 of the Texas Business Organizations Code, (a "Virtual Meeting"), and may elect to hold the election of Directors in advance of the Virtual Meeting as set forth in this Section. Subject to the requirements herein, the Virtual Meeting shall be in all respects valid and all elections, decisions, votes, and/or outcomes determined in such a meeting shall be binding.

- (a) **Notice of Virtual Meeting of the Members:** Notice of a Virtual Meeting and election shall be given to the Members in the manner provided by this Section and the Texas Property Code. Notice of the Virtual Meeting of the Members must include clear instructions describing how every Member may access the Virtual Meeting, and how to cast ballots for elections held in advance of such Virtual Meeting. Such instructions must be sufficient so that each Member may, free of any access charge or payment, follow said instructions and access the Virtual Meeting.
- (b) **Voting:** If the election is held in advance of the Virtual Meeting, the Association will designate a location at which members may cast their ballot in person, in advance of the meeting. The Association will also provide absentee ballots and may, at its option, provide for electronic ballots, in accordance with the Texas Property Code. The deadline for submitting ballots cast by any method will be established by the Board of Directors in advance, not more than 36 hours prior to the start of the Virtual Meeting, and contained in the Notice of Virtual Meeting.
- (c) **Ballots and Tabulation:** If the election is held in advance of the Virtual Meeting, said ballots shall be prepared and mailed to the Members no later than twenty (20) days prior to the date of the election. Ballots for the election of Directors shall be collected and tabulated by the Association's managing agent, or any other person(s) designated by the Board of Directors in advance, so long as such persons are qualified to tabulate the ballots under §209.00594 of the Texas Property Code. All ballots, no matter how cast, shall be counted in the same manner as all other ballots cast for the election. The winners of the election will be announced at the Virtual Meeting.
- (d) **Nominations:** Nomination for election to the Board of Directors, when elections are taking place in advance of the Virtual Meeting under this Section, will be made solely in accordance with § 209.00593 of the Texas Property Code, nominations shall not be made by committee or from the floor at the meeting.

- (e) Procedure of Virtual Meetings of the Members: Virtual Meetings of the Members shall proceed in substantially the same fashion as any in-person meeting of the Members, except that no vote taken at, or in advance of, the Virtual Meeting of the Members shall be final until all ballots cast on or before any deadline requirement, have been counted.
- (f) Quorum for Virtual Meeting of the Members: All Members present online, via teleconference, or other format utilized in the Virtual Meeting, and by electronic ballot, absentee ballot or proxy, shall constitute the required quorum at any Virtual Meeting of the Members.
- (g) Conflict: Should any provision in this Section 7 conflict with any other provision in these Bylaws, the provisions of this Section 7 shall control, including without limitation, provisions regarding elections, balloting, nomination, methods of voting, quorum, notice, and procedure.

Article V, Section 1, which had previously read:

Section 1. Nomination. 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 consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. 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 to be appropriate, but not less than the number of vacancies that are to be filled, nominations must be made from among Members in good standing.

is hereby amended to read as follows:

Section 1. Nomination. Nomination for election to the Board of Directors will be made by a Nominating Committee or at the option of the Board of Directors, may be made in accordance with § 209.00593 of the Texas Property Code. Nominations may also be made from the floor at the annual meeting. The Nominating Committee, if any, shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee, if any, 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, if any, shall make as many nominations for election to the Board of Directors as it shall in its discretion determine to be appropriate, but not less than the number of vacancies that are to be filled, nominations must be made from among Members in good standing.

CERTIFICATION

"I, the undersigned being a Director of Homeowners Association of West Palm Villas on Walden Road, Inc., hereby certify that the foregoing amendments were approved by at least a majority of the Association's Board of Directors at an open meeting of the Board, properly noticed to the members, at which a quorum of the Board was present."

By: James W. Russey

Date: 10/31/2020

Print Name: JAMES W. RUSSEY

Title: PRESIDENT

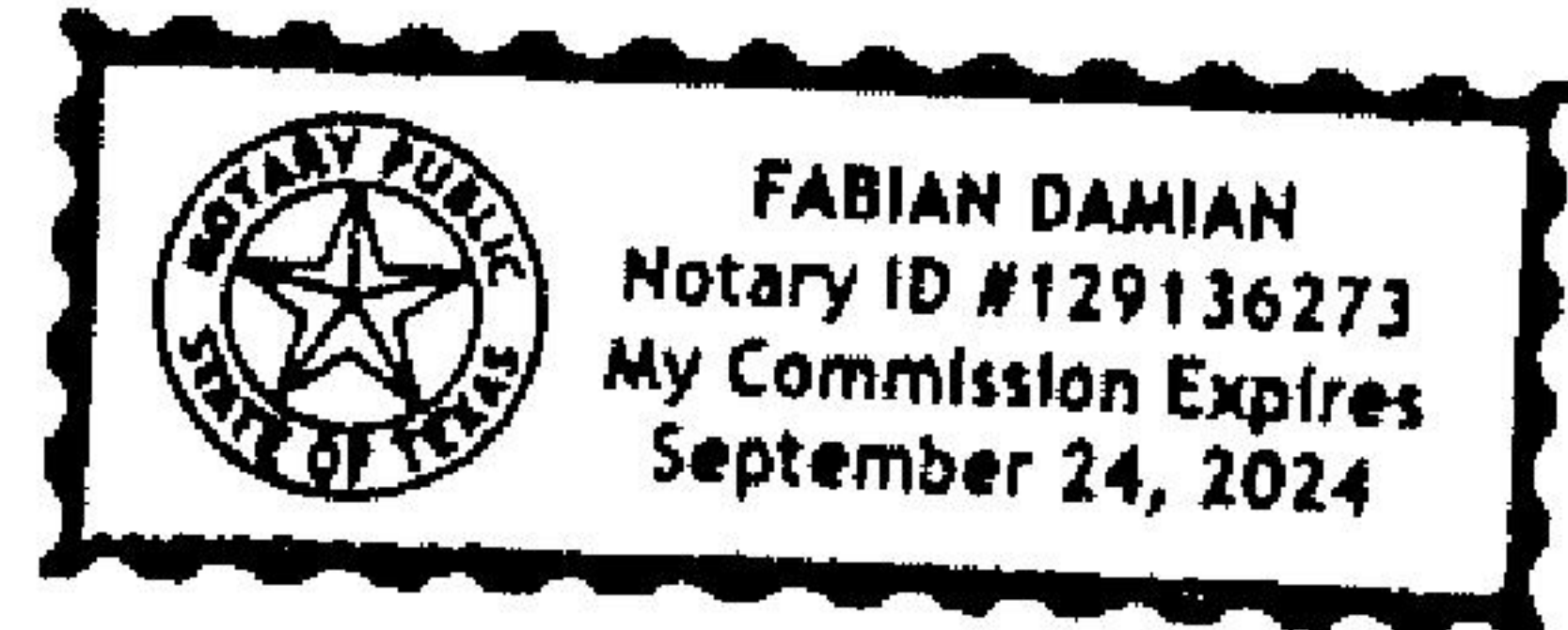
STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

BEFORE ME, the undersigned notary public, on this day personally appeared James W. Russey, the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purpose in the capacity and with the authority therein expressed, as the act and deed of the corporation.

SUBSCRIBED AND SWORN TO BEFORE ME on this the 31st day of October, 2020, to certify which witness my hand and official seal.

Fabian Damian
Notary Public, State of Texas

E-Recorded By:
HOLT & YOUNG, P.C.
9821 Katy Freeway, Suite 350
Houston, Texas 77024



E-FILED FOR RECORD

11/02/2020 04:09PM



COUNTY CLERK
MONTGOMERY COUNTY, TEXAS

STATE OF TEXAS,
COUNTY OF MONTGOMERY

I hereby certify that this instrument was e-filed in the file number sequence on the date and time stamped herein by me and was duly e-RECORDED in the Official Public Records of Montgomery County, Texas.

11/02/2020



County Clerk
Montgomery County, Texas