



**AMENDMENT TO THE BY-LAWS  
OF QUAIL GREEN WEST HOMEOWNERS ASSOCIATION, INC.  
(Regarding Absentee Ballot Election)**

WHEREAS, this document amends the By-laws of the Quail Green West Homeowners Association, Inc. ("the Association"), adopted by the initial board of directors May 16, 1979; as amended July 18, 1980; April 3, 1993; and April 29, 1995 (the By-laws"); and

WHEREAS, this by-law Amendment is applicable to the subdivision of Quail Green West, Sections 1, 2, and 3, additions in Fort Bend County, Texas, according to the maps or plats thereof recorded in the Map Records of Fort Bend County, Texas, under Volume 22, Page 56; under Slide #585 B, and #586 A; and under Slide #586 B, and #587A, respectively, along with all amendments, supplements, annexations and replats; and

WHEREAS, 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 by-laws to the members; and

WHEREAS, the By-laws were adopted by the initial board of directors of the Association and no amendment has ever limited the right to amend to By-laws to only the members; and

WHEREAS, Chapter 22.102(c) of the Texas Business Organizations Code provides that the board of directors may amend bylaws; and

WHEREAS, Chapter 209.00593(b) of the Texas Property Code provides that a board of a property owners' association may amend the bylaws of the property owners association to provide for elections to be held as required by Section 209.00593(a);

WHEREAS, Article IV, Section 4 of the current By-laws contains provisions regarding the election of directors; and

WHEREAS, the Board desires to add an alternative procedure by which directors may be elected by the members in the event a quorum is not attained at a meeting of members; and

WHEREAS, these amendments to the By-laws has been approved by a majority of the Board as certified by the President of the Quail Green West Homeowners Association, Inc. herein below;

NOW THEREFORE, pursuant to the above recitals, the board of directors for the Quail Green West Homeowners Association, Inc., hereby amend the provisions of the By-Laws to adopt, establish and impose upon the Association, the following amendments:

I. Article III, Section 4 had previously read as follows:

**4.06. Quorum.** The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fifth (1/5) of the votes of each class of 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 of the members, the members entitled to vote thereat shall have the 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.

Article IV, Section 4.06, is hereby amended to read as follows:

**4.06. Quorum.** The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any meetings of members except as otherwise provided in the Articles of Incorporation, the Declaration or the By-laws. In the event a quorum is not attained at an annual meeting, there shall be an election of directors by absentee ballot alone ("Absentee Ballot Election"). The procedure for such Absentee Ballot Election shall be as follows:

- i) The annual meeting for which a quorum was not attained shall be adjourned.
- ii) Prior to adjournment of the annual meeting, each person present at the annual meeting will be provided an absentee ballot that may be submitted for the Absentee Ballot Election. Persons holding proxies will not be entitled to submit an absentee ballot on behalf of the person whose proxy they hold.
- iii) Immediately following the adjournment of the annual meeting the sitting board of directors shall call to order a meeting of the board of directors to conduct the Absentee Ballot Election and supervise the tabulation of the absentee ballots submitted for the Absentee Ballot Election consistent with the provisions of Chapter 209.00594 of the Texas Property Code.
- iv) The ballots tabulated shall include all absentee ballots properly submitted by members at the adjourned annual meeting, through the mail, by fax, e-mail or other electronic means approved by the Association. The board shall set a deadline for receipt of Absentee Ballots submitted by mail or electronic means at a time prior to the time set for the annual meeting of members.
- v) The notice of the annual meeting sent to each member shall include a notice that in the event a quorum is not attained for the annual meeting, there will be a meeting of the board of directors immediately following at which the Absentee Ballot Election will be completed.
- vi) Such notice shall also inform the members that a proxy does not constitute an absentee ballot and should the Absentee Ballot Election occur, no vote will be cast on their behalf if they have given their proxy to another member.

Following tabulation of the ballots the results of the Absentee Ballot Election shall be announced at the board of director meeting and in any other manner in which the board of directors deems appropriate.

II. Article IV, Section 4 had previously read as follows:

**Section 4 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 of each vacancy, as many votes as they are entitled to cast under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cummulative voting shall not be permitted.

Article IV, Section 4.06, is hereby amended to read as follows:

**Section 4 Election.** Election to the Board of Directors shall be by written ballot either at a meeting of member or pursuant to the Absentee Ballot Election procedures contained in Article III, Section 4. In any election the members (or their proxies, if an election at a meeting of members) may cast, in respect of each vacancy, as many votes as they are entitled to cast under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cummulative voting shall not be permitted.

IN WITNESS HEREOF, this Amendment to the By-laws of the Quail Green West Homeowners Association, Inc. has been enacted as recited above and is executed this the 2nd day of May, 2012.

QUAIL GREEN WEST HOMEOWNERS ASSOCIATION, INC.

By: Yvonne Allen

Print Name: Yvonne Allen

Title: President

AS PER ORIGINAL

STATE OF TEXAS §

COUNTY OF ~~HARRIS~~ §

Fort Bend §

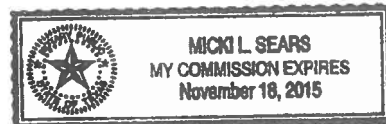
BEFORE ME, the undersigned authority, on this day personally appeared Yvonne Allen, President of the Quail Green West Homeowners Association, Inc., a Texas non-profit corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that this instrument was executed for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 2nd day of May, 2012.

[Signature]

Notary Public, State of Texas

My commission Expires:



**FILED AND RECORDED**

OFFICIAL PUBLIC RECORDS

*Dianne Wilson*

2012 May 21 11:21 AM

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DP \$19.00

Dianne Wilson COUNTY CLERK

FT BEND COUNTY TEXAS