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AMENDMENT TO THE BY-LAWS OF SOUTHDOWN COMMUNITY ASSOCIATION, INC. REGARDING QUORUM FOR MEMBER MEETINGS

WHEREAS, this document amends the By-Laws of Southdown Community Association, Inc. (By-Laws of Association attached as *Attachment "A"*), with the Brazoria County Clerk's Office ("the By-Laws" herein); and

WHEREAS, this By-Law Amendment is applicable to the operation and utilization of property within the Southdown subdivisions in Brazoria County, Texas, according to the maps or plats thereof, recorded in the Map Records of Brazoria County, Texas as follows:

Southdown, Section I, recorded under Volume 1618, Page 695;
Southdown, Section II, recorded under Volume 16, Pages 289-290;
Southdown, Section III, recorded under Volume 17, Pages 153-154;
Southdown, Section V, recorded under Volume 19, Pages 365-366;
Southdown, Section VI, recorded under Volume 19, Pages 365-366;
Southdown, Section VII, recorded under Volume 19, Pages 739-740;
Southdown, Section VIII, recorded under Volume 20, Pages 35-36;
Southdown, Section IX recorded under Volume 20, Pages 79-80;
Southdown, Section X, recorded under Volume 20, Pages 255-256;
Southdown, Section XI, recorded under Volume 20, Pages 391-392;
Southdown, Section XII, recorded under Volume 21, Pages 213-214; and
Southdown, Section XIII, recorded under Volume 21, Pages 93-94;

along with any supplements, amendments or replats thereof; and

WHEREAS, the Articles of Incorporation of the Association (*Attachment "B"*) vest the management of the Association in the Board of Directors.

WHEREAS, Chapter 22.102(c) of the Texas Business Organizations Code provides that a homeowners association's board of directors may amend its association's by-laws; and

WHEREAS, the By-Laws were adopted, then amended by resolution, by the Board of Directors of the Association and, have never been amended by the Members; and

WHEREAS, Article III, Section 4 of the current By-Laws contains the quorum requirement for meetings of Members; and

WHEREAS, the Board of Directors desires to reduce the number of Members required to be present to constitute a quorum at meetings of Members; and

WHEREAS, this Amendment to the By-Laws has been approved by a majority of the Board of Directors, as certified by the President of the Association, herein below;

NOW THEREFORE, pursuant to the above recitals, the By-Laws are hereby amended by amending Article III, Section 4 of the By-Laws, as follows:

Please send back to:
C.I.A. Services, Inc.
3000 Wilcrest, Suite 200
Houston, TX 77042

Article III, Section 4 had previously read:

> Section 4. Quorum. The presence at the meeting of the members entitled to cast, or of proxies entitled to cast, one-tenth of the votes of each class of membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, Restrictions or these By-Laws. If, however, a quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time without notice of other than an announcement at the meeting until a quorum shall be present or represented."

Article III, Section 4, is hereby amended to read as follows:

> Section 4. Quorum. The presence at the meeting of Members, holding five percent (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, Restrictions or these By-Laws. If, however, a quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time without notice of other than an announcement at the meeting until a quorum shall be present or represented."

IN WITNESS HEREOF, this Amendment to the By-Laws of Southdown Community Association, Inc. Regarding Quorum for Member Meetings has been enacted as recited above and is executed this the 13TH day of AUGUST, 2012.

SOUTHDOWN COMMUNITY ASSOCIATION, INC.

By: Ricki A. Willoughby, Board President

Print Name: RICKI A. WILLOUGHBY

STATE OF TEXAS §
§
Error! No table of contents entries found.COUNTY OF BRAZORIA §

BEFORE ME, the undersigned authority, on this day personally appeared RICKI A. WILLOUGHBY, President of the Southdown Community 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 same 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 on the 13th of AUGUST, 2012.

Notary Public, State of Texas

My commission Expires:

MARGARET VALLEJO
Notary Public, State of Texas
My Commission Expires
January 13, 2015

Please send back to:
C.I.A. Services, Inc.
3000 Wilcrest, Suite 200
Houston, TX 77042

FILED and RECORDED

Instrument Number: 2012037456

Filing and Recording Date: 08/20/2012 02:04:18 PM Pages: 3 Recording Fee: $20.00

I hereby certify that this instrument was FILED on the date and time stamped hereon and RECORDED in the OFFICIAL PUBLIC RECORDS of Brazoria County, Texas.

Joyce Hudman

Joyce Hudman, County Clerk
Brazoria County, Texas

ANY PROVISION CONTAINED IN ANY DOCUMENT WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE REAL PROPERTY DESCRIBED THEREIN BECAUSE OF RACE OR COLOR IS INVALID UNDER FEDERAL LAW AND IS UNENFORCEABLE.

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cclerk-sarah

C.I.A. Services, Inc.
Professional Community Association Management
Houston • San Antonio

Southwest Office
3000 Wilcrest, Suite 200
Houston, Texas 77042
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Toll Free: 866-219-0563
www.ciaservices.com

Memo

Date: April 17, 2012

To: Board of Directors

From: Kim Moore

Subject: By-Law Amendment for Quorum

The Bylaws can be changed with a Board vote - even if your Bylaws specify a member vote. This is an important option if an Association has trouble reaching a quorum at annual meetings. If you are amending your Bylaws, you may also want to make changes which make them consistent with other new laws (the vote of an owner may not be withheld, any owner can serve on the board, etc.).

The Board may amend the Bylaws because a state law allows it and a state law supercedes individual Bylaws. Here is the reference to the Business Organizations Code on our website. In Sec 22.102(c) allows the Board to amend the Bylaws except in three situations.

1. If the articles of incorporation (now called certificate of formation) reserves this right to the members - it would be unusual to see this.
2. If management is vested in the members - this is not the case when there is a board of directors.
3. If the bylaws are amended to specifically state that the board may not amend the bylaws. Typical language saying "the members may amend the bylaws by a vote ..." does not specifically state the board may not amend the bylaws.

If you are interested in your Bylaws, we can provide a draft for the Board's consideration. It would then need to be reviewed by the Association's attorney before filing. It becomes effective when filed.

Sincerely,

Kim Moore

Kim Moore, CMCA, AMS