

**CERTIFICATE OF  
AMENDMENT TO THE BYLAWS  
OF  
THE GROVE HOMEOWNERS ASSOCIATION, INC.**

THE STATE OF TEXAS     §  
  §  
COUNTY OF FORT BEND   §

I, Greg Frnka, Secretary of The Grove Homeowners Association, Inc. (the "Association"), do hereby certify that at a meeting of the Board of Directors of the Association (the "Board") duly called and held on the 19<sup>th</sup> day of January, 2012, with at least a quorum of the Board members being present and remaining throughout, and being duly authorized to transact business, the following amendment to the Bylaws of the Association was duly approved by a majority vote of the members of the Board:

**RECITALS:**

1. Sections 209.00593(a) of the Texas Property Code provides that any board member whose term has expired must be elected by owners who are members of the property owners' association; a board member may be appointed by the board only to fill a vacancy caused by a resignation, death or disability, but then only for the unexpired term of the predecessor board member.

2. The Association has historically had difficulty establishing a quorum at annual meetings, thereby preventing the Association from having a proper election of Directors.

3. Section 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 Subsection 209.00593(a).

4. The Board of Directors desires to amend the Bylaws of the Association, as authorized by Section 209.0593(b) of the Code, to provide a procedure for the election of Directors if an election of Directors cannot be conducted at an annual meeting of the members due to the inability to establish a quorum.

**AMENDMENT:**

The Board of Directors hereby amends the Bylaws of the Association as follows:

Section 3 is hereby added to Article V of the Bylaws to read as follows:

Section 3. Election; No Quorum at Annual Meeting. As provided in Section 2 of this Article, the election of Directors is to be conducted at the annual meeting of the members. If an election of Directors cannot be conducted at an annual meeting because a quorum is not established, any member who is present may notify the Board at that time of his/her desire to be a candidate for election to the Board. In addition, a member who is not present at the time the annual meeting was called may notify the Association of his/her desire to be candidate for election to the Board; provided that, the notice must be in writing and signed by the member and delivered to the Association at the address set forth in the most recently

recorded Management Certificate not later than five (5) business days after the date on which the annual meeting was called.

Not later than ten (10) business days after the date on which the annual meeting was called, the Association shall mail to each member of the Association a list of the candidates for election to the Board, together with a written ballot and instructions for returning the ballot. The list of candidates for election to the Board shall include the persons nominated by the Nominating Committee (per Section 1 of this Article), each person who notified the Board at the time the annual meeting was called of his/her desire to be a candidate for election to the Board, and each person who timely notified the Association of his/her desire to be a candidate for election to the Board after the date on which the annual meeting was called. In the event there are no more candidates for election to the Board than there are positions to be filled, the mail balloting process described in this Section shall not be necessary; rather, the candidates shall be deemed to be elected without the necessity of further action.

Each candidate may, but shall not be required to, provide biographical information to the Association to be included with the other information to be mailed to all members. The biographical information shall be limited to personal information, work history, service on other boards, and the like; the information shall not include political statements or agendas. Information submitted by a candidate which includes political statements or agendas is not required to be sent by the Association to all members.

Members shall have a period of twenty (20) days from the date the list of candidates and ballot are mailed by the Association to all owners to return ballots to the Association at the address set forth in the instructions. Only the ballot form prepared and issued by the Association may be used in the election of Directors under this Section.

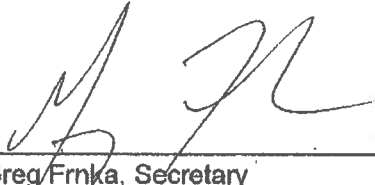
Proxies may not be used for the election of Directors under this Section and shall not be counted; in addition, ballots delivered by e-mail or facsimile may not be used for the election of Directors under this Section and shall not be counted. Once a member's vote has been cast by mailing the ballot to the address designated in the instructions, the member's vote cannot be changed. No ballots shall be reviewed by anyone other than the vote tabulators, after the deadline to submit ballots has passed.

The results of the election shall be posted on the Association's website as soon as the votes have been tabulated. The candidates(s) receiving the highest number of votes shall be elected, regardless of the total number of votes cast by the members. In the event of a tie, the vote tabulators shall place the names of the candidates in a container and blindly draw the name of the winning candidate. If a member demands a recount of the votes, the date that the results of the election are posted on the Association's website shall be the date on which the statutory period to request a recount commences.

Notwithstanding the fact that a person elected as a Director under this Section is elected after the date the annual meeting was called, that Director's term shall expire as of the annual meeting of the members held in the third year after the year in which the Director is elected or, if the annual meeting cannot be held in that year due to a lack of quorum, the date the Director's successor is elected per the provisions of this Section.

I hereby certify that I am the duly elected, qualified and acting Secretary of the Association and that the foregoing amendment to the Bylaws was approved by a majority vote of the Board of Directors as set forth above and now appears in the books and records of the Association, to be effective upon recording in the Official Public Records of Real Property of Fort Bend County, Texas.

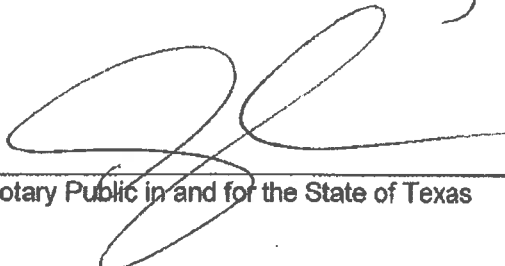
THE GROVE HOMEOWNERS ASSOCIATION, INC.

By:   
Greg Frnka, Secretary

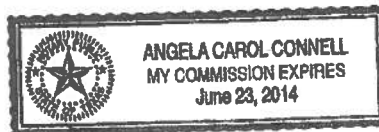
THE STATE OF TEXAS     §  
  §  
COUNTY OF FORT BEND   §

BEFORE ME, the undersigned Notary Public, on this day personally appeared Greg Frnka, Secretary of The Grove Homeowners Association, Inc. known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed and in the capacities stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the 10<sup>th</sup> day of February, 2012.

  
Notary Public in and for the State of Texas

Return to:  
Rick S. Butler  
Butler | Hailey  
8901 Gaylord, Suite 100  
Houston, Texas 77024



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**FILED AND RECORDED**

OFFICIAL PUBLIC RECORDS

*Dianne Wilson*

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Dianne Wilson COUNTY CLERK

FT BEND COUNTY TEXAS