

CERTIFICATE OF SECRETARY
of
VILLAGE WOOD TOWNHOMES ASSOCIATION, INC.
regarding
AMENDMENTS
to
BYLAWS
of
VILLAGE WOOD TOWNHOMES ASSOCIATION, INC.

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, JAMES H. GRAFF, Secretary of Village Wood Townhomes 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 27 day of September, 2016, with at least a quorum of the Board members being present and remaining throughout, and being duly authorized to transact business, the following resolution was duly made and approved by a majority vote of the members of the Board:

WHEREAS, Section 22.102(c) of the Texas Business Organizations Code provides:

The board of directors may amend or repeal the bylaws, or adopt new bylaws, unless:

- (1) this chapter or the corporation's certificate of formation wholly or partly reserves the power exclusively to the corporation's members;
- (2) the management of the corporation is vested in the corporation's members; or
- (3) in amending, repealing, or adopting a bylaw, the members expressly provide that the board of directors may not amend or repeal the bylaw.

WHEREAS, there is no such restriction or reservation in the Association's Articles of Incorporation or Bylaws nor are there any vested rights specifically provided to the Association's Members;

WHEREAS, state law supersedes any language contained in the Association's Bylaws regarding the procedure to amend the Bylaws; and

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WHEREAS, the Board has determined that it is in the best interest of the Association to amend the Bylaws.

NOW THEREFORE, BE IT RESOLVED, the Bylaws are amended as follows:

1. Article V, Section 5.1, of the Bylaws, entitled "Number and Qualification", is amended and restated to read as follows:

5.1 Number and Qualification. The affairs of the Association will be governed by the Board of Directors. The Board of Directors will consist of five (5) persons. Directors must be Owners. Spouses and domestic partners who are both Owners (whether of the same Unit or different Units) may not serve on the Board at the same time.

2. Article V, of the Bylaws, entitled "Board of Directors", is amended to add the following Section 5.15, entitled "Open Meetings", to read as follows:

5.15 Open Meetings. All meetings of the Board of Directors will be open to all members, but members, other than Directors, may not participate in any discussion or deliberation unless expressly so authorized by a majority of a quorum of the Board of Directors. Provided that, if a member unreasonably disrupts a meeting of the Board of Directors or repeatedly interrupts the discussion between Directors, the Board of Directors have the authority, after an initial warning, to cause that member to be removed from the meeting.

3. Article V, of the Bylaws, entitled "Board of Directors", is amended to add the following Section 5.16, entitled "Executive Session", to read as follows:

5.16 Executive Session. The Board of Directors may adjourn a regular or special meeting and reconvene in a closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the Association's attorney, matters involving the invasion of privacy of individual Members, and matters that are to remain confidential by request of the affected parties and agreement of the Board. Following an executive session, any decision made in executive session must be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual members, violating any privilege, or disclosing any information that was to remain confidential at the request of the affected parties. The oral summary must include a general explanation of expenditures approved in executive session.

All other provisions of the Bylaws of the Association remain in full force and effect.

I hereby certify that I am the duly elected, qualified and acting Secretary of the Association and that the foregoing resolution 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 CERTIFY which witness my hand this the 27 day of September 2016.

VILLAGE WOOD TOWNHOMES ASSOCIATION, INC.

By: [Signature]
Secretary

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on 27TH day of SEPTEMBER, 2016 JAMES GRAFF Secretary of Village Wood Townhomes Association, Inc., on behalf of said corporation.

[Signature]
Notary Public in and for the State of Texas



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e-Filed & e-Recorded in the
Official Public Records of
HARRIS COUNTY
STAN STANART
COUNTY CLERK
Fees \$24.00

RECORDERS MEMORANDUM

This instrument was received and recorded electronically and any blackouts, additions or changes were present at the time the instrument was filed and recorded.

Any provision herein which restricts the sale, rental, or use of the described real property because of color or race is invalid and unenforceable under federal law.
THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas.



Stan Stanart

COUNTY CLERK
HARRIS COUNTY, TEXAS

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