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**AMENDMENT TO BY-LAWS FOR  
TOWNEWEST HOMEOWNERS ASSOCIATION  
(Regarding Term Limits, Oath of Office, Meeting Date and Election Procedures)**

THE STATE OF TEXAS     §  
  §     KNOW ALL MEN BY THESE PRESENTS:  
COUNTY OF FORT BEND   §

WHEREAS, this By-law Amendment is applicable to the following property:

Townewest, Section One, a subdivision in Fort Bend County, Texas according to the map or plat thereof recorded under Volume 15, Page 2 of the Map Records of Fort Bend County, Texas;

Townewest, Section Two, a subdivision in Fort Bend County, Texas according to the map or plat thereof recorded under Volume 20, Page 9 of the Map Records of Fort Bend County, Texas;

Townewest, Section Three, a subdivision in Fort Bend County, Texas according to the map or plat thereof recorded under Volume 18, Page 12 of the Map Records of Fort Bend County, Texas; and

Townewest, Section Four, a subdivision in Fort Bend County, Texas according to the map or plat thereof recorded under Volume 22, Page 54 of the Map Records of Fort Bend County, Texas; and

WHEREAS, on June 20, 2000 Amendments to the By-laws for the Townewest Homeowners Association, Inc. were enacted which: i) prohibited a Director from serving more than two full consecutive three year terms on the Board of Directors; ii) required directors to take an oath of office; and iii) set board meeting dates on the third Tuesday of each month; and

WHEREAS, the members of the Townewest Homeowners Association desire to amend the June 20, 2000 Amendments as hereinafter set forth; and

WHEREAS, the amendments to the June 20, 2000 provisions of the By-laws of Townewest Homeowners Association set forth below, have been approved by the vote of a majority of the members present in person or by proxy at the 2009 annual meeting of members which was duly called and at which a quorum of members was present; and

WHEREAS, the Board, due to a historical difficulty obtaining a quorum of members, desires to add an alternative procedure by which directors may be elected in by the members in the event a quorum is not attained at a meeting of members; 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 original By-laws were adopted by the initial board of directors of the Association and the members have never passed an amendment to the By-laws which expressly prohibits the board of directors from amending any provision of the By-laws; 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 X, Section 4 of the current By-laws contains the quorum requirement for meetings of Members; and

WHEREAS, the amendment to Article X, Section 4 of the By-laws has been approved by a majority of the Board as certified by the President of the Townewest Homeowners Association, Inc. herein below;

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

I. The provision of the By-Laws of Townewest Homeowners Association (contained in the Amendment to the By-Laws of the Townewest Homeowners Association, Inc., dated June 20, 2000) entitled "Term Limits," previously read as follows:

**Term Limits:** No Director shall serve more than two full consecutive three-year terms. The time served as director by any individual appointed or otherwise elected to serve the unexpired term of his predecessor shall not count toward this limit.

The provision entitled "Term Limits" is hereby repealed in its entirety and the By-laws of the Townewest Homeowners Association, Inc. are amended to remove in its entirety the paragraph from the June 20, 2000 By-law Amendment entitled "Term Limits."

II. The provision of the By-Laws of Townewest Homeowners Association (contained in the Amendment to the By-Laws of the Townewest Homeowners Association, Inc., dated June 20, 2000) entitled "Oath of Office," previously read as follows:

**Oath of Office:** A director whether appointed or elected shall take an oath of office prior to assuming his or her position on the Board of Directors and this oath shall be required of any current director prior to their continuing in office, The oath shall be signed under seal of a Notary Public and shall be as follows: I, directors name, shall abide by the governing documents of the Townewest Homeowners Association, Inc., all applicable

state laws, and all applicable federal laws in the performance of my duties as Director of the Association.

The provision entitled "Oath of Office" is hereby repealed in its entirety and the By-laws of the Townewest Homeowners Association, Inc. are amended to remove in its entirety the paragraph from the June 20, 2000 By-law Amendment entitled "Term Limits."

**III.** Article VI, Section 1 of the By-laws, by virtue of the provision of the Amendment to the By-Laws of the Townewest Homeowners Association, Inc., dated June 20, 2000) previously read as follows:

**Meeting of Directors, Section 1.** All special and regular meetings of the Board of Directors where voting takes place shall be open to, the members of the Association provided, however, that the Board of Directors shall not be precluded from meeting privately to discuss pending or proposed legal matters. The Board of Directors shall hold regular monthly meetings on the third (3rd) Tuesday of each month.

Article VI, Section 1 is hereby amended to read:

**Meeting of Directors, Section 1.** All special and regular meetings of the Board of Directors where voting takes place shall be open to, the members of the Association provided, however, that the Board of Directors shall not be precluded from meeting privately to discuss pending or proposed legal matters. The Board of Directors shall hold regular monthly meetings on the second (2nd) Thursday of each month.

**IV.** Article X., Section 4 of the By-laws previously read:

**Section 4.** **Quorum.** The presence at the meeting of the 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 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 entitled to vote thereat 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:

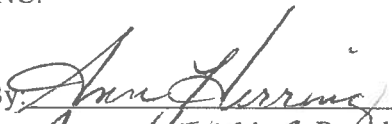
**Section 4.** **Quorum.** The presence at the meeting of the members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these 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.
- vii) 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.

SIGNED this 8<sup>th</sup> day of march, 2012.

TOWNEWEST HOMEOWNERS ASSOCIATION,  
INC.

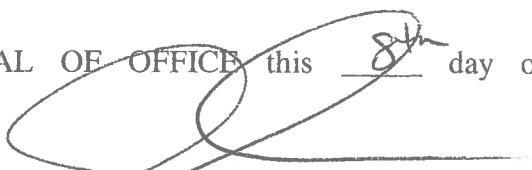
By:   
ANN HERRING, President

STATE OF TEXAS                   §  
  §  
COUNTY OF FORT BEND       §

BEFORE ME, the undersigned authority, on this day personally appeared Ann Herring, President of the Townewest 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 8<sup>th</sup> day of March, 2012.

  
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Notary Public, State of Texas  
My commission Expires:



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*Holt & Young, P.C.*  
**ATTORNEYS AT LAW**  
11200 RICHMOND AVE., SUITE 450  
HOUSTON, TEXAS 77082

**FILED AND RECORDED**

OFFICIAL PUBLIC RECORDS

*Dianne Wilson*

2012 Mar 27 11:21 AM  
MAM \$27.00

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Dianne Wilson COUNTY CLERK  
FT BEND COUNTY TEXAS