



APR 30 2012

**AMENDMENT TO THE BY-LAWS OF THE
SUMMERFIELD ESTATES HOMEOWNERS ASSOCIATION, INC.
PROVIDING FOR ABSENTEE BALLOT ELECTION OF DIRECTORS**

WHEREAS, this document amends the By-laws of the Summerfield Estates Homeowners Association, Inc. ("the Association"), approved and adopted April 4, 1994 (the By-laws"); and

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

Summerfield, Sections 1, 2, 3, 4, 5 and 6, additions in Fort Bend County, Texas, according to the maps or plats thereof, recorded in the Map Records of Fort Bend County, Texas, under Slide Nos. 1294/A-1294/B, 1428/B-1429/A, 1563/A, 1559/A, 1753/A, and 1753/D, respectively, along with any amendments, supplements, replats, and annexations (collectively referred to as the "Subdivision"); 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 have never been amended by 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 III, Section 4 of the current By-laws contains the quorum requirement for meetings of Members; and

WHEREAS, the Board, due to a historical inability to obtain 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, this Amendment to the By-laws has been approved by a majority of the Board as certified by the President of the Summerfield Estates Homeowners Association, Inc. herein below;

NOW THEREFORE, pursuant to the above recitals, the By-laws are hereby amended by amending Article IV, Section 2 and Article IV, Section 4 of the previously existing By-laws, as follows:

I. Article IV, Section 2 had previously read:

Section 2. Term of Office. The initial directors for the Association set forth in the Articles of Incorporation shall hold office until the 1995 annual meeting, and

thereafter until their successors are duly elected and qualified. There shall be five (5) positions on the Board of Directors. At the annual meeting of 1995, the Members shall elect one director for a term of one (1) year, two directors for a term of two (2) years, and two directors a term of three (3) years. Any vacancy, from whatever cause, occurring in the Board of Directors shall be filled by appointment made by the remaining director or directors. The person appointed by the remaining directors to fill such vacancy shall serve for the remaining director or directors. The person appointed by the remainder of the unexpired term of said appointed director's predecessor, and thereafter until his successor is duly elected and qualified. At each annual meeting thereafter the Members shall elect that number of directors equal to the number of directors whose terms expire at such time, such directors to serve for a term of three years each.

Article IV, Section 2, is hereby amended to read as follows:

Section 2. Term of Office. The initial directors for the Association set forth in the Articles of Incorporation shall hold office until the 1995 annual meeting, and thereafter until their successors are duly elected and qualified. There shall be five (5) positions on the Board of Directors. At the annual meeting of 1995, the Members shall elect one director for a term of one (1) year, two directors for a term of two (2) years, and two directors a term of three (3) years. Any vacancy occurring in the Board of Directors during the term of the vacating director, from whatever cause, shall be filled by appointment made by the remaining director or directors. The person appointed by the remaining directors to fill such vacancy shall serve for the remainder of the vacating director's term and thereafter until his successor is duly elected and qualified. At each annual meeting thereafter the Members shall elect that number of directors equal to the number of directors whose terms expire at such time, such directors to serve for a term of three years each. 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.

II. Article IV, Section 4 had previously read:

Section 2. 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 or any applicable Supplemental Declaration. The person receiving the largest number of votes shall be elected.

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

Section 2. Election. Election to the Board of Directors shall be by signed written ballot either at an annual meeting of members or by the Absentee Ballot Election procedure. For any election of directors, the members or their proxies (if at an annual 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 or any Supplemental Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

IN WITNESS HEREOF, this Amendment to the By-laws of the Summerfield Estates Homeowners Association, Inc. Providing for Absentee Election of Directors has been enacted as recited above and is executed this the 20 day of March, 2012.

SUMMERFIELD ESTATES HOMEOWNERS ASSOCIATION, INC.

By: Richard Darby
Print Name: RICHARD DARBY
Title: President

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STATE OF TEXAS §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Paul Deak, President of the Summerfield Estates Homeowners Association, Inc., a Texas not-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 20th day of March, 2012.

[Signature]
Notary Public, State of Texas
My commission Expires:



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OFFICIAL PUBLIC RECORDS
Dianne Wilson
2012 Apr 12 02:53 PM 2012038379
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Dianne Wilson COUNTY CLERK
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