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**AMENDED BY-LAWS OF**

**RIDGEGATE COMMUNITY IMPROVEMENT ASSOCIATION, INC.**

JAN 12 2012

WHEREAS, the Board of Directors of RIDGEGATE COMMUNITY IMPROVEMENT ASSOCIATION, INC. (the "Association") met in a Meeting to adopt the Amended By-Laws, a quorum of the Board of Directors members was established and the Meeting of the Board of Directors was called to order on December 12, 2011. Pursuant to the By-Laws, and the power vested in the Board of Directors by the Texas legislature, a motion was made to amend the By-Laws to comply with the new laws adopted by the Texas legislature. The motion was made and seconded. A discussion was held and the motion was adopted by a majority vote of the Board of Directors and these Amended By-Laws hereafter shall be binding on the Association from adoption of the amendment on December 12, 2011

THEREFORE, the Amended By-Laws of the Association are hereby amended with respect to the election and membership of the Board of Directors. The remainder of the Amended By-Laws remain unchanged but the language set forth herein, which shall henceforth be amended to read as follows:

**Article III., Section 3 of the By-Laws is amended to read as follows:**

Section 3. Notice of Annual or Special Meetings: The notice shall be mailed to each property owner not later than the tenth (10<sup>th</sup>) day or earlier than the sixtieth (60<sup>th</sup>) day before the date of the meeting. In addition to the aforementioned mailing requirements, notice of any Annual or Special meeting of the members may also be posted in a conspicuous manner reasonably designed to provide notice to members, in a place located on the Association's common property or, with the property owner's consent, on other conspicuously located privately owned property within the subdivision; on any Internet website maintained by the Association or other Internet media; or by sending the notice via e-mail to each Owner who has registered an e-mail address with the Association. It is an Owner's responsibility to keep an updated e-mail address registered with the Association.

**Article III., Section 4 of the By-Laws is amended to read as follows:**

Section 4. Quorum and Adjournment of Meetings. The presence at the meeting of members

entitled to cast, or of proxies entitled to cast, one tenth (1/10) of the votes of the membership, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If any meeting of the Members cannot be held because a quorum is not present, the Members present in person or represented by proxy shall have power to adjourn and/or reschedule the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned/rescheduled meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If the required quorum is not forthcoming at such a meeting, the meeting may be adjourned and/or rescheduled to a new date, not later than seven (7) days from the date of that adjourned/rescheduled meeting, and the required quorum at such meeting shall be one-half (½) of the required quorum at the immediately preceding meeting. This procedure shall be continued until a quorum has been obtained; provided however, that such reduce quorum requirement shall not be applicable at a subsequent meeting held more than sixty (60) days following the originally scheduled meeting.

**Article III., Section 5 of the By-Laws is amended to read as follow:**

Section 5. Voting, Proxies and Absentee Ballots. The voting rights of the Members shall be as set forth in the Declaration, and such voting rights provisions are specifically incorporated herein. Members may vote in person, by proxy or by absentee ballot. All votes shall be in writing and signed by the Member. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

**Article IV., Section 1 of the By-Laws is amended to read as follows:**

Section 1. Number and Composition of Directors. The affairs of the Association shall be managed by a Board of five (5) Trustees, who need not be members of the Association and shall be

elected at the Election Assembly.

**Article IV, Section 3 of the By-Laws is hereby amended to read as follows:**

Section 3. Nomination of Directors. Nomination for election to the Board of Directors may be made by the members (including those who serve on the Board) prior to the Election Assembly. Nominations may also be made from the floor of the Election Assembly. Election to the Board of Directors shall take place at the "Election Assembly" and shall be by written ballot or absentee ballot.

**Article IV., Section 4 of the By-Laws is hereby amended as follows:**

Section 4. Election and Election Assembly. The Election Assembly shall be held at a date, time and location chosen by the Board of Directors. Such Assembly shall be held on the same date and at the same location as the Annual Meeting, and shall be held immediately prior to the Annual Meeting for the purpose of accepting and tabulating all ballots, including those ballots cast in person, by proxy or by absentee ballot, and thereat determining the outcome of the election of Directors of the Association. At such Election Assembly, the members may cast, in respect to each position in the election, as many votes as they are entitled to cast under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

**Article IV., Section 5 of the By-Laws is hereby amended to read as follows.**

Section 5. Removal of Directors and Vacancies. Any Director may be removed from the Board for cause by a majority vote of the Board. Furthermore, any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the remainder of such removed Director's term. If a Board is presented with written, documented evidence from a database or other record maintained by a governmental law

enforcement authority that a board member has been convicted of a felony or a crime involving moral turpitude, the board member is immediately ineligible to serve on the Board, and automatically considered removed from the Board, and prohibited from future service on the Board.

**Article IV., Section 7 of the By-Laws is amended to read as follows:**

Section 7. Action Taken Without a Meeting. The directors shall have the right to take any action which they could take at a meeting by execution of a written consent instrument signed by all of the directors, subject to the following exceptions. The Board may not, without prior notice to owners, consider or vote on: fines; damage assessments; initiation of foreclosure actions; initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety; increases in assessments; levying of special assessments; appeals from a denial of architectural control approval; or a suspension of a right of a particular owner before the owner has an opportunity to attend a board meeting to present the owner's position, including any defense on the issue. Any action so approved shall have the same effect as though taken at a meeting of the directors and must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special board meeting.

**Article IV., Section 8, is a new section of the By-Laws and reads as follows:**

Section 8. Qualifications for Director. If a board is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a person has been convicted of a felony or a crime involving moral turpitude, such person is immediately ineligible to serve on the Board. In the event such person is already serving on the Board, upon discovering such information, such person shall automatically be considered removed from the Board, and prohibited from future service on the Board.

**Article V., Section 1 of the By-Laws is amended to read as follows:**

Section 1. Organizational Meetings and Regular Meetings. The first meeting of the Board of Directors following each annual meeting of the Members shall be held within ten (10) days thereafter at such time and place as shall be fixed by the Board. Such meetings shall be noticed to the Members of the Association in accordance with Article II, Section E (2) of these By-Laws. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the directors. Notice of the time and place of the meeting shall be communicated to the directors not less than four (4) days prior to the meeting; provided, however, notice of a meeting need not be given to any director who has signed a waiver of notice or a written consent to holding of the meeting. Such meetings shall be noticed to the Members of the Association in accordance with Article II, Section E (2) of these By-Laws.

**Article V., Section 2 of the By-Laws is amended to read as follows:**

Section 2. Special Board Meetings. Special meetings of the Board of Directors shall be held when called by written notice signed by the President of the Association or by any two (2) directors. The notice shall specify the time and place of the meeting. The notice shall be given to each director by one of the following methods: (a) by personal delivery; (b) written notice by first class mail, postage prepaid; (c) by telephone communication, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate such notice promptly to the director; or (d) by telegram, charges prepaid. All such notices shall be given at the director's telephone number or sent to the director's address as shown on the records of the Association. Notices to the Directors sent by first class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least seventy-two (72) hours before the time set for

the meeting. Such meetings shall be noticed to the Members of the Association as required by law.

**Article V., Section 4 of the By-Laws is a new section and reads as follows:**

Section 4. Open Meetings. Regular and special board meetings shall be open to owners, subject to the right of the board to adjourn a board meeting and reconvene in 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 owners, or matters that are to remain confidential by request of the affected parties and agreement of the board. Such "open meeting" requirement shall be subject to Section B(9) of this Article. Members other than directors may not participate in any discussion or deliberation unless permission to speak is requested on his or her behalf by a director. In such case, the President may limit the time any Member may speak.

**Article IV., Section 8 of the By-Laws is amended to read as follows:**

Section 8. Notice of Meetings. Members shall be given notice of the date, hour, place, and general subject of a regular or special board meeting, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be mailed to each property owner not later than the tenth (10<sup>th</sup>) day or earlier than the sixtieth (60<sup>th</sup>) day before the date of the meeting. Or, notice must be provided at least 72 hours before the start of the meeting by posting the notice in a conspicuous manner reasonably designed to provide notice to members, in a place located on the Association's common property or, with the property owner's consent, on other conspicuously located privately owned property within the subdivision; on any Internet website maintained by the Association or other Internet media; and sending the notice by e-mail to each owner who has registered an e-mail address with the Association. It is an owner's responsibility to keep an updated e-mail address

registered with the Association. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member(s) at his or her address as it appears on the records of the Association, with postage thereon paid.

THE UNDERSIGNED Board of Directors hereby adopt the foregoing Amended By-Laws of the Ridgeway Community Improvement Association, Inc. The amendment to the By-Laws set forth above shall be deemed to be a part of and shall be interpreted in accordance with the By-Laws. All provisions of the By-Laws not amended herein are hereby ratified and confirmed in all respects.

CERTIFICATION

I, am the duly elected President of RIDGEGATE COMMUNITY IMPROVEMENT ASSOCIATION, INC., a Texas Non-Profit Corporation, and

That the foregoing Amended By-Laws of the Association were duly adopted by majority vote of the Board of Directors present at a Regular Meeting of the Board of Directors duly held on the 12<sup>th</sup> day of December, 2011.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 12<sup>th</sup> day of December, 2011.

RIDGEGATE COMMUNITY IMPROVEMENT ASSOCIATION, INC.

By: Paster L. Drones  
Printed Name: Paster L. Drones Sr  
Title: President

BEFORE ME, the undersigned authority, on this day personally appeared, Paster L. Drones, the President of RIDGEGATE COMMUNITY IMPROVEMENT 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 capacity therein stated, on behalf of RIDGEGATE COMMUNITY IMPROVEMENT ASSOCIATION, INC.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this 12<sup>th</sup> day of December, 2011

Shirley G. Austin-Roberts  
Notary Public- State of Texas



**FILED AND RECORDED**

OFFICIAL PUBLIC RECORDS

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Dianne Wilson COUNTY CLERK

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