

*H*  
*Amend*  
**AMENDMENT TO THE BY-LAWS OF THE  
PROPERTY OWNERS OF DEER CREEK (PASADENA) ASSOCIATION, INC.  
(Regarding Quorum, Absentee Ballot Election and Staggered Terms)**

*A*  
WHEREAS, this document amends the By-laws of the Property Owners of Deer Creek (Pasadena) Association, Inc. ("the Association"), adopted by the initial board of directors January 12, 2005 (the By-laws"); and

WHEREAS, this by-law Amendment is applicable to the subdivision of Deer Creek as recorded in the Map and Plat Records of Harris County, Texas, filed on April 30, 2004 under Clerk's File Number X572982; and

WHEREAS, the amendments to Article V, Section 5.04 of the By-laws of the Property Owners of Deer Creek (Pasadena) Association, Inc. set forth below, have been approved by the vote of a majority of the members present in person or by proxy at the 2008 annual meeting of members which was duly called and at which a quorum of members was present; 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 IV, Section 4.06 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 reduce the quorum requirement and add an alternative procedure by which directors may be elected by the members in the event a quorum is not attained at a meeting of members; and

WHEREAS, the amendment to Article IV, Section 4.06 of the By-laws has been approved by a majority of the Board as certified by the President of the Property Owners of Deer Creek (Pasadena) Association, Inc. herein below;

NOW THEREFORE, pursuant to the above recitals, the members and the board of directors for the Property Owners of Deer Creek (Pasadena) Association, Inc., hereby amend the provisions of the By-Laws to adopt, establish and impose upon the Association, the following amendments:

I. Article V, Section 5.04 had previously read as follows:

**5.04 Election and Term of Office.** At the first meeting of the Association, the term of office for three(3) Directors shall be fixed at one (1) year. At the expiration of the initial term of office of each respective Director, his successor shall be elected to serve a term of one (1) year. The Directors shall hold office until their successors have been elected and hold their first meeting, except as is otherwise provided herein.

Pursuant to the vote of a majority of the members present in person or by proxy at the 2008 annual meeting of members which was duly called and at which a quorum of members was present, such section has been amended to read as follows:

**5.04 Election and Term of Office.** At the third meeting of the Association, the term of office for three (3) Directors shall be fixed at one (1) year. At the expiration of this term of office of each respective Director, the successor(s) shall be elected to what shall be called "Director Position 1, Director Position 2 and Director Position 3." Initially, in the 2009 election, the number of votes each candidate receives will determine the positions they serve in. With the highest number going to Position 1, the second highest going to Position 2 and the third highest going to Position 3. In the event that the three candidates run unopposed the Positions shall be determined by the drawing of numbers (1,2 & 3) out of a "hat." In the event that any of the Positions have to be appointed the same method of a drawing shall be employed for the appointed Positions (example, to decide Positions 2 & 3). Position 1 and Position 3 shall serve a term of that will expire in an odd numbered year (example, 2011). Thus, these positions shall expire and be elected in subsequent odd numbered years. Position 2 shall serve a term that will expire in an even numbered years (example, 2010). Thus, this position shall expire and be elected in subsequent even numbered years. The Directors shall hold office until their successors have been elected and hold their first meeting, except as is otherwise provided herein.

II. Article IV, Section 4.06 had previously read as follows:

**4.06. Quorum.** The holders of one-tenth (1/10) of the votes of each class of membership, represented in person or by proxy, shall constitute a quorum for any meetings of members except as otherwise provided in the Articles of Incorporation, the Declaration or the By-laws. If, however, such quorum shall not be present or represented at any meeting of the members, the members present, or represented by proxy, shall have the 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. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which may have been transacted at the meeting as originally notified.

Article IV, Section 4.06, is hereby amended to read as follows:

**4.06. Quorum.** The holders of five percent (5%) of the votes of each class of membership, represented in person or by proxy, shall constitute a quorum for any meetings of members except as otherwise provided in the Articles of Incorporation, the Declaration or the 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.

III. Article IV, Section 4.03 had previously read:

4.03. Annual Meeting. The first meeting of the Association shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month each year thereafter unless otherwise determined by the Board. At such meetings, there shall be elected a Board of Directors by ballot of the members in accordance with the requirements of Article V of these Bylaws. The members may also transact such other business of the Association as may properly come before them at such meeting. If the day for the annual meeting for the members is a legal holiday, the meeting will be held at the same hour on the first day following such day, which is not a legal holiday.

Article IV, Section 4.03, is hereby amended to read as follows:

4.03. Annual Meeting. The first meeting of the Association shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of

the same month each year thereafter unless otherwise determined by the Board. At such meetings, there shall be elected a Board of Directors by ballot of the members in accordance with the requirements of Article V of these Bylaws, or if no quorum is attained at the annual meeting in accordance with Article IV, Section 4.06 of these Bylaws. The members may also transact such other business of the Association as may properly come before them at such meeting. If the day for the annual meeting for the members is a legal holiday, the meeting will be held at the same hour on the first day following such day, which is not a legal holiday.

IN WITNESS HEREOF, this Amendment to the By-laws of the Property Owners of Deer Creek (Pasadena) Association, Inc. has been enacted as recited above and is executed this the 16<sup>th</sup> day of March, 2012.

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS VOID 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 herein by me and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas

PROPERTY OWNERS OF DEER CREEK (PASADENA) ASSOCIATION, INC.

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more*

MAR 30 2012



*Sta. Stewart*  
COUNTY CLERK  
HARRIS COUNTY, TEXAS

By: *Chris Lohman*

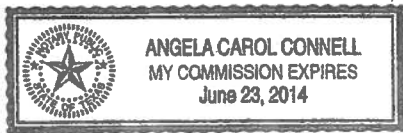
Print Name: *Chris Lohman*  
Title: President

STATE OF TEXAS §  
COUNTY OF Fort Bend §  
HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Chris Lohman, President of the Property Owners of Deer Creek (Pasadena) 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 16<sup>th</sup> day of March, 2012.

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



*Ret  
Halt & Young  
11200 Rockwood ave #450  
Houston, TX 77082*

FILED FOR RECORD  
8:00 AM

MAR 30 2012

*Sta. Stewart*  
County Clerk, Harris County, Texas