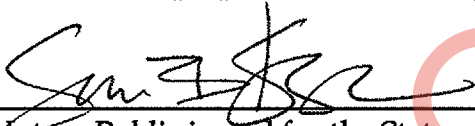
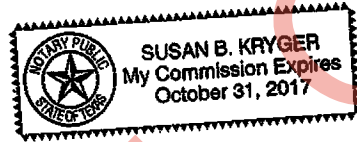




THE STATE OF TEXAS   §  
  §  
COUNTY OF HARRIS   §

BEFORE ME, the undersigned notary public, on this 28<sup>th</sup> day of September, 2016 personally appeared Christian C. Siboldi, President of Briargrove Property Owners, 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 purpose and in the capacity therein expressed.

  
\_\_\_\_\_  
Notary Public in and for the State of Texas



RP-2016-437830

UNOFFICIAL COPY

CERTIFICATE OF SECRETARY  
of  
BRIARGROVE PROPERTY OWNERS, INC.  
regarding  
AMENDMENTS  
to  
BYLAWS OF BRIARGROVE PROPERTY OWNERS, INC.

STATE OF TEXAS           §  
  §  
COUNTY OF HARRIS       §

I, SAM BOWEN, Secretary of Briargrove Property Owners, 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 22 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.

and

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; and

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

RP-2016-437830

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. The third sentence of Article II, Section Two, of the Bylaws, entitled "Voting Rights", is hereby deleted in its entirety.
2. Article II, Section Six, of the Bylaws, entitled "Notice of Meetings", is amended to add the following sentences to read as follows:

For an election or vote of the members not taken at a meeting, the Association must give notice of the election or vote to all members entitled to vote on any matter under consideration. The notice must be given not later than the twentieth (20<sup>th</sup>) day but before the latest date on which a ballot may be submitted to be counted.

3. Article III, Section One, of the Bylaws, entitled "Number, Qualification and Nomination", is amended and restated to read as follows:

Section One. Number and Composition of Directors. The Board of Directors will be comprised of nine (9) persons. The number of positions on the Board of Directors may be increased or decreased by a majority vote of the members at a meeting called for that purpose at which a quorum is present, provided that, the number of positions on the Board of Directors may not be less than three (3). Provided further that, a decrease in the number of positions on the Board may not shorten the term of an incumbent Director. Each Director must be a member of the Association. Not more than one (1) representative of a particular corporation or other entity that is a member of the Association may serve on the Board at any given time. A member is not eligible to serve on the Board of Directors if the member has been convicted of a felony or crime involving moral turpitude within the last twenty (20) years and there is written, documented evidence of such a conviction from a database or other record maintained by a governmental law enforcement authority.

4. Article III, Section Three, of the Bylaws, entitled "Term Limitations", is hereby amended and restated to read as follows:

Section Three. Candidates for Election to the Board. With respect to any position on the Board of Directors to be filled by a vote of the members, all members have the right to run for such position on the Board of Directors. Each year, at least sixty (60) days prior

to the date of the annual meeting of the members, the Association must send notice to all members of the number of positions on the Board to be filled by election at the upcoming annual meeting and the right of all members to run for a position on the Board. The notice must specify a date by which a member must submit his/her name as a candidate for election to the board; the date may not be earlier than the tenth (10<sup>th</sup>) day after the date the Association sends the notice.

The notice required by this provision must be:

- a. mailed to each Owner; or
- b. provided by:
  - i. posting the notice in a conspicuous manner reasonably designed to provide notice to the members:
    - (1) in a place located on the common area or, with an Owner's consent, in a conspicuous manner on privately owned property within the subdivision; or
    - (2) on any internet website maintained by the association or other Internet media; and
  - ii. sending by e-mail to each owner who has registered an e-mail address with the Association.

The Association must be notified by the member who desires to run for a position on the Board, not by another member, to confirm the member's desire to run for election and to serve on the Board. All members who notify the Association by the stipulated deadline will be candidates whose names and biographical information must be included in the notice of annual meeting sent to all members and on the absentee or other ballot. A member who does not submit his/her name by the deadline set forth in the Association's notice may thereafter notify the Association of his/her desire to run for election to the Board and, in that event, the member will be a candidate for election to the Board. However, the Association is not obligated to send a supplemental notice to all members advising of the names and biographical information of any candidates who submit their names and biographical information after the deadline in the Association's notice. Provided that, if any notice is thereafter sent or published by the association which includes a list of candidates for election to the Board, the list must include the names of all candidates. Nominations for election to the Board will be made

by the nominating committee if a nominating committee is appointed by the Board, provided that, no member may be prevented from becoming a candidate. A member may notify the Association of the member's desire to run for election to the Board of Directors at any time prior to the date that voting in the election ceases. Nomination for election to the Board is not permitted from the floor at the annual meeting unless the person to be nominated is present at the meeting in person and confirms his/her desire to be a candidate for election to the Board.

5. Article III, Section Four, of the Bylaws, entitled "Removal and Vacancies", is amended and restated to read as follows:

Section Four. Removal of Board of Directors. Any Director elected by the members may be removed from the Board, with cause, by the affirmative vote of a majority of the total number of votes of the members at a special meeting called for that purpose or at an annual meeting. "Cause", as it relates to a basis for the removal of a Director, means a failure to comply with a material provision in the Articles of Incorporation, the Bylaws of the Association or the Declaration after notice and a demand for compliance from the Association; the determination of non-compliance with a material provision in the Articles of Incorporation, the Bylaws of the Association or the Declaration and the decision to send a notice and demand for compliance must be approved by not less than a majority of the remaining Directors. In the event of the removal of a Director, a successor for the removed Director will be elected by a majority vote of the members voting at the meeting at which the Director was removed. A Director whose removal is proposed must be given at least ten (10) days written notice of the call of the meeting and the purpose of the meeting; the Director whose removal is proposed will be given the opportunity to be heard at the meeting. Provided that, if the Board is presented with written documented evidence from a database or other record maintained by a governmental law enforcement authority that a Board member was convicted of a felony or crime involving moral turpitude not more than twenty (20) years before the date the Board is presented with the evidence, the Board member is immediately ineligible to serve on the Board and will, therefore, be immediately removed. Any Director may be removed by a vote of a majority of the remaining Directors as the result of the Director's failure, without just cause, to attend three (3) consecutive, regularly scheduled meetings of the Board of Directors. "Just cause" means any event that, in the reasonable, good faith judgment of the Board, prevents a Director from attending a meeting and includes, without limitation, death or serious injury to a member of the Director's family or other person

with whom the Director has a long-term relationship, a mental or physical ailment or impairment that prevents the Director from attending a meeting, and any mandatory business engagement related to the Director's livelihood and/or employment. Vacancies on the Board caused by reasons other than removal will be filled by the remaining Directors. A Director elected or appointed to fill a vacancy on the Board will serve the unexpired term of his predecessor.

6. Article III, Section Five, of the Bylaws, entitled "Meetings", is amended and restated to read as follows:

Section Five. Meetings

A. Regular Meeting. Regular meetings of the Board of Directors may be held at such time, date, and place as is determined from time to time by a majority of the Directors; the frequency of regular meetings will be as deemed necessary and appropriate by the Board of Directors. The Board of Directors may participate in and hold a regular or special meeting by means of:

- (a) conference telephone or similar communication equipment by which all persons participating in the meeting can hear each other; or
- (b) another suitable electronic communications system, including video conferencing technology or the Internet, only if:
  - i. each Director entitled to participate in the meeting consents to the meeting being held by means of that system;
  - ii. the system provides access to the meeting in a manner or using a method by which each Director participating in the meeting can communicate concurrently with each other participant;
  - iii. all Directors may hear and be heard by every other Director;
  - iv. except for any portion of the meeting conducted in executive session, all members in attendance at the meeting may hear all Directors and members are allowed to listen using any electronic or telephonic communication method used or expected to be used by a Director to participate; and
  - v. the notice of the meeting includes instructions for members to access any communication method required to be accessible under subsection (iv) above.

Participation in a meeting by conference telephone or similar communication or video conferencing technology or the internet constitutes presence in person at such meeting except where a Director participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Provided that, without prior notice to the members, the Board may take action only on routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that required immediate Board action. Any action taken without notice to the members 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. Provided further that, the Board may not take action without prior notice to the members on any matter prohibited by law to be taken without prior notice to the members.

B. Special Meeting. Special meetings of the Board of Directors will be held when called by the president of the Association or by any Director. The notice must specify the date, time, and place of the meeting and the nature of any special business to be considered. The notice must be given to each Director by anyone of the following methods: (a) by personal delivery; (b) written notice by first class mail, postage prepaid; (c) by facsimile; or (d) if authorized by statute, by email. All such notices must be given or sent to the Director's address, email, or facsimile number as shown on the records of the association. Notices sent by first class mail must be deposited into a United States mailbox, at least three (3) days before the time set for the meeting. Notices given by personal delivery, email, or facsimile must be delivered or given at least three (3) days before the time set for the meeting.

7. Article III, Section Six, of the Bylaws, entitled "Notice", is amended and restated to read as follows:

Section Six. Notice of Board Meetings.

A. Notice. The Board of Directors must give members notice of Board meetings (regular and special), including the date, hour, place, and general subject of the Board meeting, including a general description of any matter to be brought up for deliberation in closed executive session. A notice of meeting must be:

- a. mailed to all members at least ten (10) days before the date of the meeting; or



- b. provided at least 72 hours before the meeting by:
  - i. being posted in a conspicuous location, either in the common area or on the association's website; and
  - ii. being emailed to all members who have registered their email addresses with the Association.

It is a member's duty to register and keep an updated email address with the Association.

**B. Waiver of Notice.** The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, will be valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum of the Board of Directors is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting will also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice thereof.

8. Article III, Section Ten, of the Bylaws, entitled "Unanimous Consent by Directors", is amended and restated to read as follows:

**Section Ten. Action Without a Formal Meeting.** The Board of Directors may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to members, if each Board member is given a reasonable opportunity to express the Board member's opinion to all other Board members and to vote. The reasonable opportunity for a Board member to express an opinion and vote may not be less than twenty-four (24) hours or more than seventy-two (72) hours. Any action taken without notice to members under this section 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. The Board may not, unless done in an open meeting for which prior notice was given to all members in accordance with Section 14 of this Article, consider or vote on:

- (a) fines;
- (b) damage assessments;
- (c) initiation of foreclosure actions;

- (d) initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety;
- (e) increases in assessments;
- (f) appeals from a denial of architectural control approval;
- (g) 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;
- (h) lending or borrowing money;
- (i) the adoption or amendment of a dedicatory instrument;
- (j) the approval of an annual budget or the approval of an amendment of an annual budget that increases the budget by more than ten percent (10%);
- (k) the sale or purchase of real property;
- (l) the filling of a vacancy on the Board;
- (m) the construction of capital improvements other than the repair, replacement or enhancement of existing capital improvements; or
- (n) the election of an officer.

9. Article III, Section Eleven, of the Bylaws, entitled "Powers and Duties", is amended and restated to read as follows:

Section Ten. Powers. The Board of Directors will be responsible for the affairs of the Association and will have all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things as are not by the Declaration, Articles of Incorporation of the Association, or these Bylaws directed to be done and exercised exclusively by the members.

The President has the authority to act on behalf of the Board of Directors on all matters relating to the duties of any managing agent or manager, if any, which might arise between meetings of the Board of Directors.

In addition to the duties imposed by these Bylaws or by any resolution of the Association that may hereafter be adopted, the Board of Directors has the power to, and is responsible for, the following (by way of explanation, but not limitation):

- (a) Preparing and adopting an annual budget;

- RP-2016-437830
- (b) Levying annual maintenance charges to defray Association expenses, establishing the means and methods of collecting such annual maintenance charges, and establishing the period of the installment payments, if any, of the annual maintenance charge. Unless otherwise determined by the Board of Directors, the annual maintenance charge will be collected annually in advance;
  - (c) Providing for the operation, care, upkeep, and maintenance of all of the common area;
  - (d) Designating, hiring, and dismissing the personnel necessary for the maintenance, operation, repair, and replacement of the Association, its property, and the common area and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and material to be used by such personnel in the performance of their duties;
  - (e) Collecting the annual maintenance charges, depositing the proceeds thereof in a bank depository, which it must approve, and using the proceeds to administer the Association;
  - (f) Making and amending rules and regulations for the Association;
  - (g) Opening bank accounts on behalf of the Association and designating the signatories required;
  - (h) Making, or contracting for the making of, repairs, additions, and improvements to, or alterations of the common area in accordance with the other provisions of the Declaration and these Bylaws, after damage or destruction by fire or other casualty;
  - (i) Enforcing, by legal means, the provisions of the Declaration, these Bylaws, and the rules and regulations adopted by it, and bringing any proceedings, which may be instituted on behalf of or against the members concerning the Association;
  - (j) Obtaining and carrying insurance as provided in the Declaration and paying the premium cost thereof;
  - (k) Paying the cost of all services rendered to the Association or its members and not directly chargeable to members;

- (l) Keeping books with detailed accounts of the receipts and expenditures affecting the Association and its administration, specifying the maintenance and repair expenses and any other expenses incurred. All books and records must be kept in accordance with generally accepted accounting practices, and will be available as required by Texas law;
- (m) Providing, upon request, information to members, mortgagees and prospective purchasers of Lots concerning, by way of example and not limitation, the status of the Association, the status of payment of assessments and related charges on a Lot and the status of compliance with the provisions of the Declaration, and charging a reasonable fee sufficient to cover the expense associated with providing such information;
- (n) Charging a reasonable fee sufficient to cover the expense associated with changing the records of the Association upon the transfer of title to a Lot, as further provided in the Declaration;
- (o) Adopting policies and procedures deemed necessary and appropriate for the administration of the Association and the conduct of the Directors and officers of the Association, the employees of the Association, if any, and persons serving on behalf of the Association in volunteer capacities; and
- (p) Enforcing rules and regulations of the Association, if any.

10. Article III, of the Bylaws, entitled "Board of Directors", is amended and restated to add Section Fourteen, entitled "Open Meetings", to read as follows:

Section Fourteen. Open Meetings. All meetings of the Board of Directors must 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 has the authority, after an initial warning, to cause that member to be removed from the meeting.

11. Article III, of the Bylaws, entitled "Board of Directors", is amended and restated to add Section Fifteen, entitled "Executive Session", to read as follows:

Section Fifteen. 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 and agreement of the Board. The oral summary must include a general explanation of expenditures approved in executive session.

12. Article IV, Section Four, of the Bylaws, entitled "Removal", is amended and restated to read as follows:

Section Four. Removal. Any officer may be removed by a majority vote of the Board of Directors, at a duly called meeting of the Board, at which a quorum is present, whenever in its judgment the best interests of the Association will be served thereby. Provided that, if the Board is presented with written documented evidence from a database or other record maintained by a governmental law enforcement authority that an officer has been convicted of a felony or crime involving moral turpitude within the previous twenty (20) years, the officer is immediately ineligible to serve as an officer and will, therefore, be immediately removed.

13. Article VII, Section One, of the Bylaws, entitled "Books and Records", is amended and restated to read as follows:

Section One. Books and Records. Books and records of the Association must be retained by the Association in accordance with the Association's Records Retention Policy. Each member or member's designated representative has a right to either inspect the requested books and records before obtaining copies or to have the Association forward copies of the requested books and records in accordance with the Association's recorded Open Records Policy. Provided that, this provision does not require the Association to release or allow inspection of books and records that are not required by law to be released or inspected, as set forth in the association's recorded Open Records Policy. Every Director has the absolute right at any reasonable time to inspect all books, records, and documents of the Association. The right of inspection by a Director includes the right to make copies of



RP-2016-437830  
# Pages 15  
09/28/2016 11:38 AM  
e-Filed & e-Recorded in the  
Official Public Records of  
HARRIS COUNTY  
STAN STANART  
COUNTY CLERK  
Fees \$68.00

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

RP-2016-437830

UNOFFICIAL COPY