

Amendment of Bylaws for Timber Lakes and Timber Ridge Association, Inc

Notice of Proposal for Amendment ***With Required Membership Vote*** in compliance with Timber Lakes and Timber Ridge Dedicatory Instruments

The Association wishes to include the following amendments to the By-Laws and this amendment requires membership vote:

Current Article

Article III Section 2. Special Meetings, May be rewritten from:

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Proposed Article - Amendment of Bylaws

To the following upon membership vote only:

It is the duty of the president to call a special meeting of the Association if directed to do so by a majority of the board or by one or more petitions signed by owners of at least 20 percent of the lots in the Property. If the petition process is used, petitions may be in any form that is customary for the time. The board may not require a specific form of petition, nor require that the petition be offered to every member of the Association. Owner's printed names, signatures, date, and owner addresses must be included on any petition, though signatures need not be notarized. An electronic or faxed petition is acceptable if the "signer's" identity is reasonably discernable.

a. Special Meeting Notice. Within 30 days after the board resolution or receipt of petition, the board must give all members notice of the special meeting. If the board fails or refuses to call the special meeting in a timely manner, an ad hoc committee of owners may do so provided that the document giving notice of meeting names the ad hoc committee and its individual members, and further provided that the notice is delivered to an owner of every lot. The notice of any special meeting must state the time, place, and purpose of the meeting. No business, except the purpose stated in the notice of the meeting, may be transacted at a special meeting.

Notes

Approved (Y/N)

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<u>Current Article</u>	<u>Proposed Article - Amendment of Bylaws</u>	<u>Notes</u>	<u>Approved (Y/N)</u>
Article IV Board of Directors, Selection, Term of office, Section 1, Number, May be rewritten from: <i>ARTICLE IV BOARD OF DIRECTORS. SELECTION. TERM OF OFFICE. Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) Declarant Directors, who need not be members of the Association and a Director from each section within Timber Lakes and Timber Ridge. With the development of new sections, new Directors shall be elected. The election of the section Directors shall be decided by the majority of the Declarant Directors.</i> Article IV Section 2, Term of Office, May be rewritten from: <i>Section 2. Term of Office. In the event an election for section Directors has not taken place before the first annual meeting, said members shall elect their section Directors then. The Declarant Directors shall be elected every five (5) years and the section Directors shall be elected at each annual meeting thereafter. The Declarant Directors shall be elected by the members of all sections. The section Directors shall be elected by only the members from their particular section.</i>	To the following upon membership vote only: Number and Term of Office. Section 1. The board will consist of at least five (5) directors or an odd number determined by the board of not less than five (5) and not more than nine (9). Upon election, each director will serve a term of 2 years (all terms must be staggered). A director takes office upon the adjournment of the meeting or balloting at which s/he is elected or appointed and, absent death, ineligibility, resignation, or removal, will hold office until his/her successor is elected or appointed. To the following upon membership vote only: To establish staggered terms, at the first election, the candidate receiving the most votes will serve three year terms, the next two candidates receiving the highest number of votes will serve two years terms, and the candidate receiving the next-highest votes will serve initial terms of one year. Thereafter, their successors will serve 2-year terms.		

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<u>Current Article</u>	<u>Proposed Article - Amendment of Bylaws</u>	<u>Notes</u>	<u>Approved (Y/N)</u>
Article IV Section 3. Qualifications, May be rewritten from: <i>Section 3. Qualifications. A section Director must reside within the section he is elected from. A declarant Director may or may not be a member of the Association and there are no residential requirements. Each director must be 21 years of age. Any conviction for any crime with exception of minor traffic violations shall disqualify any candidate for Director.</i>	To the following upon membership vote only: All directors must be members of the Association. If a lot is owned by a legal entity, such as a partnership or corporation, any officer, partner, agent, or employee of that entity member is eligible to serve as a director and is deemed to be a member for the purposes of this section. If the relationship between the entity member and the director representing it terminates, that directorship will be deemed vacant. a. 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 was convicted of a felony or crime involving moral turpitude not more than 20 years before the date the board is presented with the evidence, the board member is immediately ineligible to serve on the board of the property owners' association, automatically considered removed from the board, and prohibited from future service on the board.	The Texas Property Code 209.00591 (b) only has the requirement listed in the bullet point "a" regarding ineligibility to serve as a board member due to crimes.	
Article V Procedure and Election of Directors, Section 1. Procedure, May be rewritten from:	To the following upon membership vote only:		

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Current Article

*PROCEDURE AND ELECTION OF DIRECTORS, Section 1. Procedure. No filing fee shall be required of any candidate for Director whether of section or Declarant. However, any candidate for Director must send by *registered mail to the Chairman of the Board of Directors, his desire to have his name placed on the ballot for a particular section or for Declarant by midnight 60 days before the election. All elections shall take place at the annual meeting unless otherwise determined by the Directors. Members shall vote on their section Director and no other and all three (3) Declarant Directors.*

Article VI Section 2. Special Meetings, May be rewritten from:

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by a Declarant Director or by two section Directors, after not less than fourteen (14) days' notice to each Director unless waived by all.

Article VIII Section 3, Term:

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Proposed Article - Amendment of Bylaws

Any candidate for Director must send by certified mail or electronically to the Chairman of the Board of Directors, his/her desire to have his/her name placed on the ballot by midnight 60 days before the election. All elections shall take place at the annual meeting unless otherwise determined by the Directors.

To the following upon membership vote only:

In case of emergency, the board may convene an emergency meeting for the purpose of dealing with the emergency without notice to members, but any action must be ratified at the next meeting after an emergency meeting is called. Emergency meetings may be held electronically.

May be removed upon membership vote only.

Notes

Approved (Y/N)

This may be removed determinatively on the acceptance of proposed rewritten Article IV Section 2 since that proposal provides for officer term limits.

Amendment of Bylaws for Timber Lakes and Timber Ridge Association, Inc

Current Article

Article IX, May be rewritten from:

COMMITTEES. The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

Proposed Article - Amendment of Bylaws

To the following upon membership vote only:

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

Notes

Approved (Y/N)

Notice of Proposal for Amendment **With Required Board Director Vote** in compliance with Timber Lakes and Timber Ridge Dedicatory Instruments

The Association wishes to include the following amendments to the By-Laws and this amendment requires vote from Directors:

Article III Section 5. Proxies, May be rewritten from:

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. 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.

To the following with Board Director vote:

Voting shall be governed by the Texas Property Code and the Texas Business and Commerce Code. Each ballot submitted to members will describe and list each proposed action to be voted on and an option for the voter to either vote yes or no for each proposed action. Instructions for each type of delivery must be included on each ballot for members. Any member that attends the meeting in person cannot then submit a ballot electronically, by proxy, or by absentee ballot. At all meetings of Members, votes may be cast by attending in person, by proxy (all by proxy ballots may be valid for 11 months only), and electronic mail or facsimile. Electronic ballots, absentee ballots and by proxy ballots may be used for the purpose of establishing a quorum in accordance with Texas Property Code §209.00592. Absentee ballots must include the following language:

The Texas Property Code Section 209.00592 provides these mentioned requirements for voting methods.

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Current Article

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Notes

Approved (Y/N)

"By casting your vote via absentee ballot, you will forgo the opportunity to consider and vote on any action from the floor on these proposals, if a meeting is held. This means that if there are amendments to these proposals your votes will not be counted on the final vote on these measures. If you desire to retain this ability, please attend any meeting in person. You may submit an absentee ballot and later choose to attend any meeting in person, in which case any in person vote will prevail."

Notice of Proposals for Amendment **Without A Membership Vote** in compliance with Timber Lakes and Timber Ridge Dedicatory Instruments

Please see the proposals below that will be amended without a membership vote to comply with Texas Law and with the Association's Dedicatory Instruments:

Article III Section 3. Notice of Meetings, Shall be rewritten from:

To the following without membership vote:

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Notice of date time and place of Meetings shall be provided to owners either by:

- a. Mailing notice no later than the 10th day or earlier than the 60th day before the date of the meeting; or
- b. 144 hours before the start of a regular board meeting by posting the notice in a conspicuous manner reasonably designed to provide notice to members.
 - i. A conspicuous place may be on association common property; or
 - ii. on any internet website available to association members; or
 - iii. by sending notice to the member's email address, but only by owner's consent

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Current Article

Article III Section 4. Quorum, Shall be rewritten from:

Section 4. Quorum The presence at the meeting of 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 represented.

Article VI Meeting of Directors. Section 1. Regular Meetings, Shall be rewritten from:

MEETING OF DIRECTORS. Section 1. Regular Meetings. Regular meetings of the Board of Directors may be held monthly with a week's notice at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Proposed Article - Amendment of Bylaws

To the following without membership vote:

At any such meeting of the members, the presence of members in person and/or by proxy holding ten percent (10%) of all eligible votes of the Association, regardless of class, shall constitute a quorum. In any case, if a quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereof, whether present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting and shall reconvene the meeting whereby the quorum shall be half (1/2) of the required quorum. Any reconvened meeting must be called within 60 days of the adjourned meeting. At any reconvened meeting of the members, any business may be transacted which might have been transacted at the meeting as originally notified.

To the following without membership vote:

Regular meetings of the Board of Directors may be held monthly. Notice of date time and place of Meetings shall be provided to owners either by:

- a. Mailing notice no later than the 10th day or earlier than the 60th day before the date of the meeting; or
- b. 144 hours before the start of a regular board meeting by posting the notice in a conspicuous manner reasonably designed to provide notice to members.
 - i. A conspicuous place may be on association common property; or
 - ii. on any internet website available to association members; or
 - iii. by sending notice to the member's email address, but only by owner's consent

Notes

Approved (Y/N)

This amendment will be in accordance with Section 11 Covenant for Maintenance Assessments, part (5) Notice and Quorum in the Declarations.

The Texas Property Code Section 209.0051 provides the methods by which notice of meetings may be provided.

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Current Article

Article VI Section 4. Determination of a General or Specific Question:

Section 4. Determination of a General or Specific Question. In the event It Is necessary for members to vote on any particular question the Directors shall determine if it affects only one section or all sections. If it affects only one section then it is specific and only members from that section may vote on it. If the question affects more than one section then all members may vote on it.

Article VII Powers and Duties of the Board of Directors. Section 1. Powers. The Board of Directors shall have power to: Subsection (b), Shall be rewritten from:

(b) Suspend the voting rights and rights to use of the recreational facilities of a member during any period in which said member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed 60 days for infraction of published rules and regulations:

Article VII Section 2. Duties. (f)

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

Proposed Article - Amendment of Bylaws

Shall be removed without membership vote if there is an affirmative vote on the proposal to remove section directors.

To the following without membership vote:

(b) Suspend the rights to use of the recreational facilities of a member during any period in which said member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed 60 days for infraction of published rules and regulations:

Shall be removed without membership vote.

Notes

Approved (Y/N)

According to Texas Property Code Section 209.0059, Right to vote, a provision that would disqualify a member from voting is void. Texas Property Code 209.006 Notice Required Before Enforcement Action, requires for an association to provide notice before suspending an owner's right to use a common area.

Amendment of Bylaws for Timber Lakes and Timber Ridge Association, Inc

Current Article

Article X shall be rewritten from:

BOOKS AND RECORDS. The books, records and papers of the Association shall at all times during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

Article XII:

CORPORATE SEAL The Association shall have a seal in circular form having within its circumference the words: TIMBER LAKES AND TIMBER RIDGE ASSOCIATION, INC.

Proposed Article - Amendment of Bylaws

To the following without membership vote:

The association must make the books and records open and reasonably available for examination by members in accordance with Texas Property Code 209. The owner must submit a written request via certified mail to the association and the request must state whether the member elects to inspect the books and records before obtaining copies, or to have the Association forward copies of the requested books and records. On or before the 10th business day after the association receives the request, the association must:

- a. If an inspection is requested, send written notice of dates during normal business hours that the member can inspect the requested books and records.
- b. If copies are requested, produce the requested books and records for the requesting member.

The Association will adopt a policy for how much will be charged to the requesting member for compilation, production, and reproduction of the books and records. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available on an online portal from the Association where members may access and print copies.

Shall be removed without membership vote.

Notes

The Texas Property Code 209.005, Association Records, gives the procedure for the Association when a member requests books and records. Texas Property Code 207.006 Online Subdivision Information Required, states that the Association is required to maintain an online website where the members can access dedicatory instruments.

Approved (Y/N)