

CERTIFICATE OF AMENDMENTS TO THE BYLAWS
OF
WOODSTONE HOMEOWNERS' ASSOCIATION, INC.

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I Jane Osborne, President of Woodstone Homeowners' Association, Inc. (the "Association"), certify that at the special meeting of the Board of Directors of the Association (the "Board") duly noticed, and held on April 22, 2024, with at least a quorum of the Board members being present and remaining throughout, and being duly authorized to transact business, the following amendment to the Bylaws was duly approved by a majority vote of the members of the Board:

RECITALS:

1. The Association previously adopted the By-Laws of Woodstone Homeowners' Association, Inc. ("Bylaws").
2. The Certificate of Amendments to the Bylaws of Woodstone Homeowners' Association, Inc. was recorded under Clerk's File No. 20120130424 of the Official Public Records of Harris County, Texas.
3. The Association desires to amend the Bylaws of the Association regarding vacancies on the Board and the quorum requirement for the election of the Association's Board of Directors.
4. 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.

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;

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

WHEREAS, the Board determined it would be in the best interest of the Association to amend the Bylaws.

5. This Certificate of Amendment to the Bylaws of Woodstone Homeowners' Association, Inc. has been approved by the requisite vote of the Board of Directors.

AMENDMENTS:

The Board of Directors hereby amends the Bylaws of the Association as follows:

Article IV, Section 1(d) of the Bylaws of the Association is hereby amended and restated to read as follows:

d. Vacancy: Notwithstanding anything to the contrary, the following applies in the event of a vacancy occurring in the Board, in accordance with Texas Property Code Section 209.00593:

- (i) Any Board member whose term has expired must be elected by members of the Association.
- (ii) A Board member may be appointed by the Board to fill a vacancy on the Board.
- (iii) A Board member appointed to fill a vacant position shall serve for the remainder of the unexpired term of the position.
- (iv) At least ten (10) days before the date the Association disseminates absentee ballots or other ballots to members of the Association for purposes of voting in a Board member election, the Association must provide notice to the members of the Association soliciting candidates interested in running for a position on the Board. The notice must contain instructions for an eligible candidate to notify the Association of the candidate's request to be placed on the ballot and the deadline to submit the candidate's request. The deadline may not be earlier than the 10th day after the date the Association provides the notice required by this subsection.
- (v) The notice required by Subsection (iv) must be:
 - (a) mailed to each member of the Association; or
 - (b) provided by:

(1) posting the notice in a conspicuous manner reasonably designed to provide notice to members of the Association:

(A) 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; or

(B) on any Internet website maintained by the Association or other Internet media; and

(2) sending the notice by e-mail to each member of the Association who has registered an e-mail address with the Association.

(vi) The Association shall include on each absentee ballot or other ballot for a Board member election the name of each eligible candidate from whom the Association received a request to be placed on the ballot in accordance with this section."

Article IV, Section 1(e) is hereby added to the Bylaws to read as follows:


e. Election Procedure in Absence of Quorum at Annual Meeting: Notwithstanding anything to the contrary, in the event that there is not a quorum of members of the Association at any annual meeting of the Association where an election of Director(s) was to occur, the meeting shall be adjourned, without notice other than announcement at the meeting, and immediately reconvened for the sole limited purpose of such election of Directors. At such reconvened meeting, a quorum shall be all those members counted as present, whether in person or by proxy, absentee ballot, electronic ballot, or any other method of representative or delegated voting. Directors shall be elected by a majority of those votes."

If any provision of this Certificate of Amendments is found to be in conflict with the Bylaws of the Association, this Certificate of Amendments shall control.

All other provisions of the Bylaws of the Association shall remain in full force and effect.

TO CERTIFY which witness my hand this the 22nd day of April, 2024.

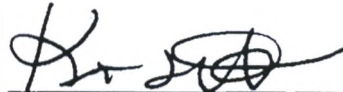
Woodstone Homeowners' Association, Inc.,

By: 
Jane Osborne, President

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, the undersigned notary public, on this day personally appeared Jane Osborne, the President of Woodstone Homeowners' Association, Inc., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purpose and in the capacity therein expressed.

Given under my hand and seal of office this 22nd day of April, 2024, to certify which witness my hand and official seal.



Notary Public in and for the State of Texas



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Pages 5
05/06/2024 12:59 PM
e-Filed & e-Recorded in the
Official Public Records of
HARRIS COUNTY
TENESHIA HUDSPETH
COUNTY CLERK
Fees \$37.00

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.



Teneshia Hudspeth
COUNTY CLERK
HARRIS COUNTY, TEXAS

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