

**AMENDMENT  
to  
BYLAWS  
of**

## **NORTHFIELD SECTIONS ONE AND TWO PROPERTY OWNERS ASSOCIATION**

THE STATE OF TEXAS §  
§  
COUNTY OF HARRIS §

I, Miriam Grinshtain, Secretary of Northfield Sections One and Two Property Owners Association (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 11th day of January, 2021, 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, the Association has experienced difficulty in meeting the quorum requirement in the Bylaws of Northfield Sections One and Two Property Owners Association to conduct meetings of the Members and to hold elections;

WHEREAS, Section 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 Subsection 209.00593(a);

WHEREAS, Article V of the Bylaws of the Association provides the Bylaws may be amended by a majority vote of the Board of Directors; and

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

NOW THEREFORE, BE IT RESOLVED, the Bylaws are amended as follows:

1. Article I, Section 1, of the Bylaws entitled "Powers, Number and Term of Office", is amended and restated to read as follows:

Section 1. Powers, Number and Term of Office. The affairs of this Association shall be managed by a Board of seven (7) directors, all of whom must be members of the Association.

In 2021, three (3) directors will be elected for a term of three (3) years, three (3) directors will be elected for a term of two (2) years and one (1) director will be elected for a term of one (1) year. The candidates receiving the highest number of votes will be elected to the three (3) year terms. The candidates receiving second highest number of votes will be elected for the two (2) year terms, so forth and so on. Thereafter, at each annual meeting, the Members will elect the number of directors necessary to fill the position on the Board that expire as of such annual meeting, each to serve a term of three (3) years. The number of directors may be changed by amendment of these Bylaws, but will not be less than three (3).

Any director may be removed, with or without cause, by a majority vote of all of the directors of the Association or by a majority vote of the Members at any meeting at which a quorum is present. Any vacancy occurring in the Board of Directors may be filled in by the affirmative vote of a majority of the directors then in office though less than a quorum of the Board of Directors. In case of any increase in the number of directors the additional directors shall be elected at an annual meeting or at a special meeting of the Members called for that purpose.

2. Article II, Section 6, of the Bylaws entitled "Quorum", is amended and restated to read as follows:

Section 6. Quorum. The presence at the meeting of Members, either in person or by proxy, of not less than one-fifth (1/5<sup>th</sup>) of all Lots in the Subdivision shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, Declaration or these Bylaws. If a meeting of the Members cannot be held because a quorum is not present, either the Board or a majority of the Members who are present at such meeting, either in person or by proxy, may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time the original meeting was called. In that event, no additional notice need be given to the Members other than an announcement at the adjourned meeting of the time and place of the reconvened meeting. If a time and place for reconvening the meeting is not fixed at the adjourned meeting or if, for any reason, a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for the reconvened meeting shall be given to Members in the manner provided herein for a first called meeting. At the reconvened meeting, the quorum requirement will be one-half (1/2) the quorum requirement for the first meeting. If a quorum is present, any action that may have been taken at the meeting originally called may be taken at the reconvened meeting.

Notwithstanding the foregoing provisions, if a meeting of the Members is called for the purpose of electing one (1) or more directors and a quorum is not present, the Board or a majority of the Members who are present may adjourn the meeting without any notice being required other than an announcement at the meeting and reconvene five (5) minutes after adjournment. At the reconvened meeting, the quorum requirement will be one-half (1/2) the quorum requirement for the first meeting. If a quorum is not present at the reconvened meeting, the Board or a majority of the Members who are present may adjourn the reconvened meeting without any notice being required other than an announcement at the meeting and again reconvene five (5) minutes after adjournment of the reconvened meeting. At the second reconvened meeting, the quorum requirement will be one-half (1/2) the quorum requirement for the first reconvened meeting. This procedure will be repeated, as necessary, with the quorum requirement being reduced each time, until a quorum is present and the election of one (1) or more directors may be accomplished.

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

*[The remainder of this page was intentionally left blank.]*

I hereby certify that I am the duly elected, qualified and acting Secretary of the Association and that the foregoing resolution was approved by a majority vote of the Board of Directors as set forth above and now appears in the books and records of the Association.

# **NORTHFIELD SECTIONS ONE AND TWO PROPERTY OWNERS ASSOCIATION**

DocuSigned by:  
By:   
EF2BB72BE392499...  
Printed: Miriam Grinshtein

Its: **Secretary**

THE STATE OF TEXAS  
COUNTY OF \_\_\_\_\_

BEFORE ME, the undersigned notary public, on this \_\_\_\_ day of \_\_\_\_\_, 2021 personally appeared \_\_\_\_\_, as Secretary of Northfield Sections One and Two Property Owners Association, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purpose and in the capacity therein expressed.

Notary Public in and for the State of Texas