

**AMENDED AND RESTATED BYLAWS
OF
EMERALD FOREST COMMUNITY IMPROVEMENT ASSOCIATION**

STATE OF TEXAS §
 §
COUNTY OF BRAZOS §

These Amended and Restated Bylaws of Emerald Forest Community Improvement Association (these “*Bylaws*”) were adopted on the date set forth below pursuant to the approval of the Members of Emerald Forest Community Improvement Association.

RECITALS:

Bylaws for Emerald Forest Homeowners Association, being the assumed name of Emerald Forest Community Improvement Association, were adopted in 1983 and have been amended multiple times (the “*Prior Bylaws*”).

Article VIII of the Prior Bylaws provides the Prior Bylaws may be amended at any annual meeting or any special meeting for that purpose by the affirmative vote of 2/3rds of the Members present, provided that a quorum of 20% of the Members is present at such meeting.

Although the Prior Bylaws distinguish between “active members” and “inactive members”, this distinction was not considered in the vote to amend the Prior Bylaws due to the requirements of Section 209.0059 of the Texas Property Code, which prohibits the disqualification of any owner’s right to vote.

Commented [A1]: T.P.C. 209.0059 Right to Vote

These Bylaws were approved by the affirmative vote of 2/3rds of the Members present at a meeting of the Members of the Association, with a quorum of 20% of the Members present. These Bylaws supersede and replace the Prior Bylaws.

BYLAWS:

Article I. Name, Membership, Definitions, Applicability and Membership

Section 1. Name. The name of the Association is Emerald Forest Community Improvement Association (the “*Association*”). The Association has filed an Assumed Name Certificate with the Secretary of State of the Texas and it may conduct business under the assumed name Emerald Forest Homeowners Association as long as such Assumed Name Certificate remains in effect.

Section 2. Declarations. “*Declarations*” as used in these Bylaws will collectively mean (i) the Amended, Restated and Consolidated Declaration of Covenants, Conditions and Restrictions of Emerald Forest, recorded in the Official Public Records of Brazos County, Texas under Clerk’s File No. 1503772 (the “*Amended and Restated Declaration*”), (ii) the First Amended Deed Restrictions for Emerald Forest, Phase II, College Station, Texas, recorded in the Official Public Records of Brazos County, Texas under Clerk’s File No. 1483952 (the “*Phase II Declaration*”),

and (iii) the First Amended Deed Restrictions for Emerald Forest, Phase VI, College Station, Texas, recorded in the Official Public Records of Brazos County, Texas under Clerk's File No. 1489236 (the "**Phase VI Declaration**"), as such instruments may be amended or supplemented.

Section 3. Definitions/Gender. All capitalized terms used in these Bylaws will have the same meanings as those set forth in the Amended and Restated Declaration unless otherwise provided. Pronouns, wherever used in these Bylaws, will include all persons regardless of gender.

Section 4. Applicability. These Bylaws are applicable to Emerald Forest Community Improvement Association. All present or future Owners, their employees, guests, tenants, residents, or other persons that use Association facilities or any property owned by the Association (the "**Common Properties**") in any manner are subject to the regulations set forth in these Bylaws.

Section 5. Member. "**Member**" as used in these Bylaws will mean those persons entitled to membership in the Association.

Section 6. Board. "**Board**" as used in these Bylaws will mean the Association's Board of Directors.

Section 7. Director. "**Director**" as used in these Bylaws will mean a member of the Association's Board.

Article II. Association: Meetings, Quorum, Voting, Proxies

Section 1. Place of Meetings. Meetings of the Association will be held at the principal office of the Association or at such other suitable place as may be designated by the Board either in the community or as convenient to the Members as possible and practical, or will be held in such other manner as allowed by law (including, but not limited to, conference telephone or similar communications equipment, videoconferencing technology or the internet) and approved by the Board. No business shall be transacted at a meeting of the Members except as stated in the Member meeting notice.

Section 2. Annual Meetings of the Members/Board Election. The annual meeting of the Association will be held each year in October on a date, at a time, and at a place designated by the Board. No business will be transacted at the annual meeting except as stated in the annual meeting notice.

Section 3. Special Meetings of Members. Special meetings of the Members may be called at any time by the President of the Board. In addition, it will be the duty of the President to call a special meeting of the Association if so directed by vote of a majority of a quorum of the Board or upon a petition signed by Members representing at least 10% of the total votes of the Association. When a special meeting is requested by at least 10% of the Members, the request must include the proposed purpose of the special meeting. When a special meeting of the Members is called by the President, the Board, or at least 10% of the Members, the Board will set the date, time, and place of the special meeting.

When a special meeting is requested by at least 10% of the Members, the Board will cause the notice of the special meeting to be given within 30 business days of receipt of the request, and the special meeting must be held within 60 days of the date the Board receives the special meeting request. The notice of any special meeting will state the date, time, and place of such meeting and the purpose thereof. No business will be transacted at a special meeting except as stated in the special meeting notice. If the purpose of a special meeting called for by petition of at least 10% of the Members is unlawful or requests a Member vote on a matter that is in the purview of the Board's authority, these Bylaws or state law, the Board is not required to call the special meeting.

Commented [A2]: T.P.C. § 209.0051. Open Board Meetings

Section 4. Notice of Member Meetings. It will be the duty of the Secretary or the Association's management agent if so directed by the Board to send each Member written notice of each annual or special meeting of the Association stating the purpose of the meeting, as well as the time and place where it is to be held. Such notice will be delivered by (a) regular mail, to Members who have not registered an email address with the Association; and (b) by email to Members who have registered an email address with the Association. If agreed upon by both the Board and the Member, the Association may also provide notice in any method authorized by statute. All meeting notices sent by regular mail will be sent to the Member's address last appearing on the books of the Association. All meeting notices sent by email will be sent to the Member's email address last appearing on the books of the Association. It is the Member's obligation to notify the Association in writing of the Member's current mailing and/or email address. Any change in the Member's mailing address or email address must be provided in writing to the Association's Secretary or to such other party as designated by the Board. For an election or vote to be taken at a meeting of the Members, notice will be served not less than 10 nor more than 60 days before the meeting. If mailed, the notice of a meeting will be deemed to be delivered when deposited in the United States mail, first class postage pre-paid, addressed to the Member. If sent by email message, the notice will be deemed to be delivered when the email message is transmitted [See Texas Business Organizations Code Section 6.051(b)(2)]. The Board may designate the management agent as the party responsible for sending meeting notices. Notwithstanding any other language in these Bylaws, the Board may, at its discretion, choose to send a meeting notice by regular mail only to all Members.

Commented [A3]: T.P.C. § 209.0042. Methods of Providing Notices to Owners
T.P.C. § 209.0056. Notice of Election or Association Vote

Commented [A4]: T.B.O.C. 6.051(b)(2). General Notice Requirements

Section 5. Waiver of Notice. Waiver of notice of a meeting of the Members is deemed the equivalent of proper notice. Any Member may, in writing, waive notice of any meeting of the Members, either before or after such meeting. Attendance at a meeting by a Member, either in person or by proxy, is deemed a waiver by such Member of notice of the time, date, and place thereof, unless such Member specifically objects to lack of proper notice in writing at the time the meeting is called to order. Further, casting a vote by any means authorized in these Bylaws by a Member on any issue to be voted upon at the meeting is deemed a waiver by such Member of notice of the meeting. Attendance at a special meeting is also deemed a waiver of notice of all business transacted at such meeting unless an objection to the calling or convening of the meeting, of which proper notice was not given, is raised in writing before the business is put to a vote.

Section 6. Quorum. Except as otherwise provided in these Bylaws or in the Declarations, the presence in person or by proxy of at least 20% of the total votes of the Members as of the time of the meeting will constitute a quorum at all meetings of the Association. Once quorum is

established at a meeting, all properly noticed business may be conducted even if the number of Members present in person or by proxy (if applicable) falls below quorum during the meeting.

Notwithstanding any language to the contrary herein:

- a. If there is no vote of the Members to be conducted at a Member meeting [not including a vote on approval of annual meeting minutes - See Section Article II, Section 6(b)], the quorum requirement for the Member meeting shall be the number of Members who attend the meeting in person and/or the number of Members who either listen to or view the Member meeting by electronic or virtual means.
- b. The quorum required to approve annual meeting minutes shall be the number of Members attending the annual meeting in person and approval of the annual meeting minutes requires the approval of a simple majority of those Members present in person at the annual meeting. In the event that the annual meeting is held virtually, a copy of the previous year's annual meeting minutes will be provided to the Members with the annual meeting notice or made available for Member review in such other manner approved by the Board and, unless a Member submits to the Association in writing: (a) an objection to the annual meeting minutes, a basis for the objection, and a proposed amendment to cure the objection (which may be approved by the Board at the virtual annual meeting); or (b) a proposed amendment to the annual meeting minutes which may be approved by the Board at the virtual annual meeting, the previous year's annual meeting minutes as submitted to the Members will be deemed approved by the Board. The Board may also make any corrections it deems necessary to a previous year's annual meeting minutes and approve same at a virtual annual meeting. The quorum requirement for approval of annual meeting minutes by the Board at a virtual meeting shall be the number of Members who either listen to or view the Member meeting by electronic or virtual means.
- c. If a vote of the Members (including the election of Directors) is held by: (i) absentee ballot voting only, or (ii) electronic voting only, or (iii) by a combination of absentee ballot and electronic voting only, and no in person or proxy voting is allowed for the vote, no minimum number of votes must be cast and the quorum requirement to hold the Member meeting to announce the results of the vote and conduct the meeting shall be the number of Members who attend the meeting in person and/or the number of Members who either listen to or view the Member meeting by electronic or virtual means.
- d. The quorum requirement to hold a Member meeting to place a candidate(s) on the Board in the event of an uncontested election shall be the number of Members attending the meeting in person and/or virtually.

Section 7. No Quorum/Adjournment of Meetings. If any meeting of the Members of the Association cannot be held because a quorum is not present, either in person, virtually, or by proxy, the presiding officer may adjourn the meeting and reconvene at a time not more than 30 days from the time the original meeting was called. The reconvened meeting may take place on the same date

as the originally called meeting. If the date, time, and place for reconvening the meeting is fixed by the presiding officer at the time of adjournment, further notice of the time and place for reconvening the meeting is not required to be given to the Members. If the date, time, and place for reconvening the meeting is not fixed by the presiding officer at the time of adjournment, notice of the date, time, and place for reconvening the meeting will be given to Members in the manner prescribed herein for a first called meeting.

At such reconvened meeting, any business which might have been transacted at the meeting originally called may be transacted without further notice provided that: (a) at least 10% of the total votes of the Members as of the date of the meeting are present in person and/or by proxy, and (b) with the exception of the election of Directors any action taken must be approved by at least a simple majority of the votes cast by Members present, in person and/or by proxy (if applicable), at such reconvened meeting, unless otherwise provided in these Bylaws or in the Declarations.

Section 8. Meeting Agenda. The Board will set the agenda for all meetings of the Members.

Section 9. Voting. (See also the section titled “Voting/Voting Procedure for the Election of Directors” in Article III of these Bylaws). The voting rights of the Members is set forth in the Declarations; provided that, all Members will have the right to vote in the election of Directors. The voting methods available for a Member to cast their vote are in-person voting, proxy voting, absentee ballot voting, electronic voting, and/or any other voting method allow by the Texas Property Code and approved by the Board. Notwithstanding any language to the contrary in these Bylaws, the Board shall, in its sole and absolute discretion, determine what voting method(s) shall be used in the election of Directors or other Association vote. Per Texas Property Code Section 209.00592 (or its successor statute), the Association is not required to provide a Member with more than one voting method. Each Member is entitled to one vote for each Lot owned by the Member. There will be no fractional votes, split votes, or cumulative voting. The vote of one Owner of a Lot will constitute the vote cast for all Owners of the Lot. In no event will more than one vote be cast with regard to one Lot. If the Owners of a Lot cast a vote in a conflicting manner, the vote for that Lot is void.

Commented [A5]: T.P.C. § 209.00592. Voting; Quorum

Section 10. Required Vote. With the exception of the election of Directors (See Article III), the vote of the simple majority of the votes cast by the Members present, in person or by proxy, at a meeting will be the act of the meeting of Members, unless otherwise provided by statute or by these Bylaws or by the Declarations.

Section 11. Absentee Ballots. Notwithstanding any other language in these Bylaws, a majority of the Board may, but is not required to, authorize the use and implementation of an absentee ballot in any election or other Association wide vote it deems appropriate. If absentee ballots are authorized by the Board for an Association wide vote other than the election of Directors, said ballots will be prepared and mailed to the Members at least 20 days before the latest date on which a ballot may be submitted to be counted. This 20 day mailing is not required for absentee ballots used in the election of Directors. Completed ballots will be returned to the Association in accordance with the instructions contained on the ballot. Per Texas Property Code Section 209.00592 (or its successor statute), an absentee ballot will be counted as a Member present and voting for establishing a quorum only for items appearing on the ballot. If utilized, absentee ballots

Commented [A6]: T.P.C. § 209.0058. Ballots
T.P.C. § 209.00592. Voting; Quorum

must be signed by at least one Owner of the Lot. A Member shall not assign the Member's right to sign an absentee ballot to a third party. The Board may authorize voting in the election of Directors by absentee ballot in addition to any other voting method authorized by the Board for the election of Directors. Notwithstanding any other language in these Bylaws, if the Board authorizes the use of absentee ballots, the Association is not required to provide any other method of voting to the Members. Notwithstanding any other language in these Bylaws, if the election for the Board is conducted solely by absentee ballots: (a) no quorum is necessary for the election of Directors and the candidate(s) receiving the most votes will be elected to the open position(s); and (b) proxy voting will not be allowed. Absentee ballots received after the deadline to return absentee ballots shall not be counted in any Member vote (including the election of Directors).

Section 12. Tabulation of Ballots. All ballots for an Association election or vote will be tabulated in accordance with Section 209.00594 of the Texas Property Code (or its successor statute). The Board may designate the Association's management agent to oversee the tabulation of ballots. Per Texas Property Code Section 209.00594(b-1) (or its successor statute), a person who tabulates votes may not disclose to any other person how an individual voted.

Commented [A7]: T.P.C. § 209.00594. Tabulation of and Access to Ballots

Section 13. Proxies. Notwithstanding any other language in these Bylaws, the Board is not, unless otherwise required by the Declarations, required to allow voting by proxy for an Association election or vote. If utilized, all proxies must be in writing and filed with the Secretary, the Association's management company, or other person(s) designated by the Board at or before any meeting at which proxies will be utilized.

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Every proxy will be revocable and will automatically cease upon (i) conveyance by the Member of the Member's interest in a Lot; (ii) receipt of notice by the Association of the death or judicially declared incompetence of a Member; (iii) receipt of written revocation of the proxy by the Member(s) that signed the proxy; or, (iv) expiration of 11 months from the date of the proxy. In the event a Member executes more than one proxy, the proxy with the most current date will be valid. If a Member executes more than one proxy and none of the proxies are dated, all proxies submitted by that Owner will be invalid.

The Board may announce for any vote or any meeting at which proxies are to be utilized a deadline for accepting proxies. Proxies not delivered prior to the announced deadline, if any, will not be valid and will not be counted for quorum or any other purpose. Only the proxy approved by the Board and distributed by the Association will be valid at any meeting of the Members. The Board may also allow proxies to be filed with or delivered to the Association's management agent. A Member may only appoint either another Member or the Member's spouse as the Member's proxy holder and proxies may be voted only by another Member of the Association or a Member's spouse.

Section 14. Conduct of Meetings. The President will preside over all meetings of the Association and the Secretary, or another person designated by the Board, will keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring at the meeting. The Board, with the approval of the President, may designate the Association's management agent to preside at meetings and/or keep meeting minutes. If the

Commented [A9]: T.P.C. § 209.0051(d). Open Board Meetings

President is unable or unwilling to preside at a meeting, the Board may designate another member of the Board or the Association's management agent to preside at a meeting.

Section 15. Member Action Without a Meeting. To the extent allowed by applicable law, any action which may be taken or is required to be taken at a meeting of the Association may be taken without a meeting if written consent is signed by Members holding the number of votes necessary to approve the action at a meeting. The written consent must: (a) set forth the action to be taken and (b) be executed by the required number of Members as of the effective date set forth in the written consent. Any written consent adopted in accordance with this section will have the same force and effect as a unanimous vote of the Members.

Section 16. Meeting Rules and Regulations. The Board may, in its sole and absolute discretion, adopt rules and regulations regarding how meetings of the Members will be conducted.

Article III. Board of Directors: Number, Powers, Meetings

Section 1. Governing Body: Composition. The affairs of the Association will be governed by the Board. Each member of the Board has one (1) vote. Each Director must be a Member of the Association. No more than one representative of a corporation or other entity that is a Member may serve on the Board at any given time. Any Director who ceases to be a Member of the Association is immediately ineligible to serve on the Board and is automatically considered removed from the Board. A person is not eligible to serve on the the if the person has been convicted of a felony or crime involving moral turpitude within the previous 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. Additionally, a person is not eligible to serve on the Board if the person cohabits at the same primary residence with another member of the Board.

Commented [A10]: T.B.O.C. § 22.201. Management by Board of Directors
T.B.O.C. § 22.202. Management by Members
T.B.O.C. § 22.203. Board Member Eligibility Requirements

Section 2. Number and Term of Directors. The Board will be comprised of at least 3 and not more than 7 positions. The Association may not have less than 3 Board positions in accordance with Texas Business Organizations Code Section 22.204(a) or its successor statute. The term of each Director elected by the Members will be 2 years. The term of each Director will expire at the annual meeting held in the second year after the year in which the Director is elected.

Commented [A11]: T.P.C. § 209.00591(b). Board Membership

Commented [A12]: T.P.C. § 209.00591(a-3). Board Membership

Commented [A13]: T.B.O.C. § 22.204(a). Number of Directors
T.B.O.C. § 22.208. Term of Office

Section 3. Candidates for Election to the Board. All Members have the right to run for a position on the Board subject to the disqualifying factors in Article III, Section 1 of these Bylaws. Each year, prior to the date of the annual meeting of the Members or election for the Board and in the time prescribed by law, the Association will solicit candidates for the Board in accordance with Texas Property Code Section 209.00593 (or its successor statute). The notice will specify a date by which a Member must submit his/her name as a candidate for election to the Board. A candidate may also submit a one page, one side printed only document with resume and/or biographical information to the Association by the specified date. The date for a Member to submit his/her name as a candidate may not be earlier than the 10th day after the date the Association provides the solicitation notice. The notice may be mailed to each Member or provided by: (a) posting the notice in a conspicuous manner reasonably designed to provide notice to the Members in a place located on the Association's Common Properties or, with the owner's consent, on private property located within the Association; or (b) on an Internet website maintained by the Association, and

Commented [A14]: T.P.C. § 209.00593. Election of Board Members
T.B.O.C. § 22.203. Board Member Eligibility Requirements

by sending notice by email to each Member who has registered an email 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 will appear on any ballot and directed proxy (if applicable) that is provided to the Members.

A candidate's resume/biographical information (if provided by the candidate) may, at the discretion of the Board, be provided to the Members at any pre-election candidate forum and/or with the notice of annual meeting sent to all Members. If candidate resumes/biographical information are provided at a pre-election candidate forum and/or are sent with the annual meeting notice, the Association will provide all resume/biographical information provided by all candidates.

The Association is not required to allow nominations from the floor for Board positions at a meeting of the Members. Nominations from the floor at a meeting of the Members will be allowed at the discretion of the Board. If the Board allows nominations from the floor at a meeting of the Members, the meeting notice will state that nominations from the floor will be accepted.

Section 4. Voting Procedure for Election of Directors. Unless the election of Directors is conducted solely by (i) absentee ballot voting, (ii) electronic voting, or (iii) or a combination of absentee ballot and electronic voting outside of a Member meeting as provided in these Bylaws, the election of the Board will be conducted at the annual meeting of the Association or in such other manner allowed by law and approved by the Board. At such election, each Member, or the Member's proxy holder (if applicable) may cast, with respect to each vacancy, as many votes as the Member is entitled to exercise under the provisions of these Bylaws and the Declarations. Unless otherwise determined by the Board, voting for Directors will be by written and signed ballots.

Commented [A15]: T.P.C. § 209.0058. Ballots

Only the ballot approved by the Board will be used in the election of Directors. In the event of an uncontested race (i.e., the number of candidates is equal to or less than the number of open Board positions), written and signed ballots will not be required and the candidate(s) will be placed on the Board without the necessity of a vote. Cumulative voting is not permitted. The candidate(s) receiving the most votes will be elected to the open position(s). If the terms of the open Board positions are not the same, the candidate(s) with the most votes will fill the longer term(s). The winning candidate(s) will take office at the conclusion of the Member meeting at which the Director was elected or when the election results are announced. Tie votes between 2 persons will be decided by coin toss. In the event of a tie vote between 3 or more persons, the vote will be decided by placing the names of the persons in a container and drawing a name(s). The name(s) drawn first will be declared the winner. The resolution of all tie votes will be overseen by the Association's Secretary or by such other person designated by the Board. The Board may designate the Association's managing agent to oversee the resolution of tie votes.

If multiple voting methods are allowed for the election of Directors, or for any other vote of the Members, and a Member votes by more than one method, a vote cast by a Member in person (if

applicable) at an in person meeting shall prevail over a vote cast by any other type of voting method. A vote cast by electronic voting (if applicable) shall prevail over any other voting method except an in-person (if applicable) vote cast at a Member meeting (if applicable). A vote cast by an absentee ballot (if applicable) shall prevail over a proxy (if applicable) signed by a Member. If in-person voting is not offered as a voting method, a Member is prohibited from and shall not change the Member's vote once the vote is cast.

In the event that voting for the election of Directors has begun in any manner and a candidate(s) withdraws from the election or otherwise becomes unable to continue as a candidate in the election: (i) Owner voting shall continue as if the candidate in question did not take part in the election; (ii) any vote(s) cast for the candidate in question shall not be counted; (iii) the Association may, but is not obligated to, take action(s) to attempt to notify the Owners that a candidate(s) has withdrawn from the election or is otherwise unable to continue as a candidate; and (iv) an Owner who voted for the candidate in question shall not be able to change the Owner's vote unless in-person voting is offered as a voting method. Notwithstanding any language to the contrary herein, the Board may also, in its sole absolute discretion, cancel the election in which the candidate(s) withdrew or otherwise became unable to continue as a candidate in the election and provide notice (in accordance with these Bylaws and applicable state law) of a new vote of the Owners with the name of the candidate(s) in question not included on any ballot or directed proxy (if applicable).

Section 5. Nominating Committee. The Board may, but is not required to, establish a Nominating Committee. If appointed by the Board, the Nominating Committee will: (a) consist of a Chairman, who will be a member of the Board, and one or more members of the Association (which Committee members may also be Board members); (b) be appointed by the Board at any time prior to each annual meeting of the members and will serve until the close of the annual meeting; and (c) will make as many nominations for election to the Board as it shall in its discretion determine. The Board may designate candidates approved by the Nominating Committee on any ballot or directed proxy (if applicable) disseminated by the Association.

Commented [A16]: T.B.O.C. § 22.219. Other Committees

Section 6. Resignation from the Board. A member of the Board may resign from the Board at any time by giving written notice (including email notice) to the Board, the President, or the Secretary or the managing agent (who must then forward the resignation notice to the remaining Board members). Such resignation will take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.

If a Director orally resigns from the Board and then refuses to give written notice of resignation after being requested to do so in writing (including an email request), the Board may note the resignation in the minutes of the next Board meeting at which time the oral resignation will be deemed to be effective.

Section 7. Vacancies on the Board. A vacancy on the Board arising because of death, resignation, removal, or otherwise will, unless otherwise determined by the Board, be filled by a majority of the remaining Directors though less than a quorum or, when applicable, by a sole remaining Director. Any Director appointed will hold office for the unexpired term of his or her predecessor. If by reason of death, resignation, or otherwise, the Association has no Directors in office, any

Commented [A17]: T.P.C. § 209.00593. Election of Board Members

Member of the Association may call a special meeting of Members for the purpose of electing a Board. Any Director position to be filled by reason of an increase in the number of Director positions shall be filled by election at an annual meeting of the Members; (b) election at a special meeting of the Members called for that purpose; or (c) by a Member vote to be held as authorized by state law or these Bylaws and approved by the Board.

Section 8. Removal of Directors. Any Director be removed from the Board, with or without cause, by the affirmative vote of a majority of the total number of votes of the Members in the Association at a special meeting called for that purpose or at an annual meeting for which the removal of a Director(s) is on the meeting agenda. In the event of the removal of a Director under this provision, a successor for the removed Director will be appointed by a majority of the remaining Directors or, if applicable, by the sole remaining Director. A Director whose removal is proposed will be given the opportunity to be heard at the removal meeting. 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 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 elected by the Members 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 3 consecutive, regularly scheduled meetings of the Board. "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.

Commented [A18]: T.P.C. § 209.00591. Board Membership

Notwithstanding any other language in these Bylaws: (a) as stated in this section, the removal of a Director by a vote of the Members requires a majority of the total number of votes in the Association (and not a majority of a quorum of Members voting in person, by proxy, or any other means allowed by statute); and (b) any provision regarding a reduction in the quorum requirement is not applicable to a meeting to remove a Director.

Section 9. Recount of Votes. Any Member may request a recount of the votes of an election. A request for a recount must be submitted not later than the 15th day after the date of the meeting of the Members at which an election or vote was held or the date of the announcement of the results of the election or vote if no meeting was held. For purposes of this section, the term "submitted" will mean the date on which the recount request is deposited in the mail or delivered in person in accordance with the requirements of this section. A demand for a recount must be submitted in writing either:

Commented [A19]: T.P.C. § 209.0057. Recount of Votes

- a. by verified mail to the Association's mailing address as reflected on the last recorded management certificate; or
- b. in person to the Association's management agent as reflected on the last recorded management certificate or to the address to which absentee ballots and proxy ballots were mailed.

The Association must estimate the costs for performing a recount by a person qualified to tabulate votes as set forth below and must send an invoice for the estimated costs to the Member requesting a recount to the Member's last known address according to the Association records not later than the 20th day after the date on which the Association received notice of the request for a recount. The Member demanding a recount must pay such invoice in full on or before the 30th day after the date the invoice is sent to the Member. If the Member does not pay the invoice timely, the demand for recount is considered withdrawn and a recount is not required. If the actual costs are different than the estimate, the Association will send a final invoice to the Member on or before the 30th business day after the date the results of the recount are provided. If the final invoice includes additional amounts owed by the Member, any additional amounts not paid to the Association before the 30th business day after the date the invoice is sent to the Member may be added to the Member's account as an Assessment. If the estimated costs exceed the final invoice amount, the Member is entitled to a refund. The Association will issue a refund to the Member not later than the 30th business day after the date the invoice is sent to the Member.

Only after payment is received, the Association shall, at the expense of the Member requesting the recount, retain the services of a qualified person to perform the recount. The Association will enter into a contract for the services of a person who is not a Member of the Association or related to a member of the Board of the Association within the third degree by blood or marriage and is a:

- a. current or former county judge;
- b. current or former county elections administrator;
- c. current or former justice of the peace;
- d. current or former county voter registrar; or
- e. person agreed on by the Association and each Member requesting the recount.

A recount must be performed on or before the 30th day after the date of receipt of the payment for the recount. The Association will provide each Member who requested the recount with notice of the results of the recount. If the recount changes the results of the election, the Association will reimburse the Member for the cost of the recount not later than the 30th day after the date the results of the recount are provided. Any action taken by the Board in the period between the initial election vote tally and the completion of the recount is not affected by the recount.

Section 10. Regular Board Meetings. Regular meetings of the Board may be held at such time, date, and place as will be 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 or as otherwise required by the applicable governing documents. Notice of each regular meeting will be given to all Members as required by law. The Board 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:

Commented [A20]: T.P.C. § 209.0051. Open Board Meetings

- i. each Director entitled to participate in the meeting consents to the meeting being held by means of that system; and
- 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 will constitute 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.

The Board may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to the Members, if each Director is given a reasonable opportunity to express the Director's opinion to all other Directors and to vote. 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, unless done in an open meeting for which prior notice was given to the Members.

Section 11. Special Meetings of the Board. Special meetings of the Board will be held when called by the President or by a majority of the Directors then in office. The notice will specify the date, time, and place of the meeting and the nature of any special business to be considered. The notice will 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 will 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 will be deposited into a United States mailbox, at least 3 days before the time set for the meeting. Notices given by personal delivery, email, or facsimile will be delivered or given at least 3 days before the time set for the meeting. The provisions in Article III, Section 12, relating to notice to the Members will be applicable to a special meeting of the Board.

Commented [A21]: T.B.O.C. § 22.217. Notice of Meeting; Waiver of Notice

Section 12. Notice of Board Meetings. The Board will 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 will be:

Commented [A22]: T.P.C. § 209.0042. Methods of Providing Notices to Owners

- a. mailed to all Members not less than 10 days nor more than 60 days before the date of the meeting; or
- b. provided at least 144 hours before the start of a regular Board meeting and at least 72 hours before the start of a special Board meeting by:
 - i. being posted in a conspicuous location, either in or on a Common Properties or, with the owner's consent, on other conspicuously located privately owned property within the Association, or on any Internet website available to Association Members that is maintained by the Association or by a management agent on behalf of the Association; and
 - ii. being emailed to all Members who have registered their email addresses with the Association.

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

Section 13. Waiver of Notice of Board Meetings. In the event a Board member does not receive proper notice of a Board meeting, the transactions of any meeting of the Board, however called and noticed or wherever held, will be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum of the Board 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.

Commented [A23]: T.B.O.C. § 22.217 Notice of Meeting; Waiver of Notice

Section 14. Quorum of Board. At all meetings of the Board, a majority of the Directors then in office will constitute a quorum for the transaction of business, and the vote of a majority of the Directors present at a meeting at which a quorum is present will constitute the decision of the Board. A meeting at which a quorum is initially present may continue and business may be transacted notwithstanding the withdrawal of Directors during the meeting if any action taken is approved by at least a majority of the required quorum for that meeting.

Commented [A24]: T.B.O.C. § 22.213. Quorum

If any meeting of the Board cannot be held because a quorum is not present, the President may adjourn the meeting and reconvene at a time not less than 5 days and not more than 30 days from the time the original meeting was called. If a time and place for reconvening the meeting is fixed by those in attendance at the original meeting, further notice of the time and place for reconvening the meeting is not required to be given to the Directors. If a time and place for reconvening the meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting will be given to the Directors in the manner prescribed for the original meeting. If a time and place for reconvening the meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting will be given to the Directors and Members in the manner prescribed by these Bylaws for the original meeting.

At such reconvened meeting, whether or not a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice, provided that any action taken will be approved, in writing, by at least a majority of the Directors required

to constitute a quorum at the original meeting. Open or vacant Board positions will not be counted when determining quorum for a meeting of the Board.

Section 15. Compensation of Directors/Director Contracts. No Director will receive any compensation from the Association for acting in such capacity; however, Directors may be reimbursed for out-of-pocket expenses incurred on Association business. Directors may receive compensation from the Association when acting at the request of the Association other than in the capacity of Director; provided that, the Association must comply with Texas Property Code Section 209.0052 before entering into a contract with a Director.

Commented [A25]: T.P.C. § 209.0052. Association Contracts
T.B.O.C. § 22.054. Authorized Benefits and Distributions

Section 16. Conduct of Board Meetings. The President will preside over all meetings of the Board and the Secretary, or such other Director and/or management agent, if any, or office staff as the Board may designate, will keep a minute book of the Board, recording therein all resolutions adopted by the Board and a record of all transactions and proceedings occurring at such meetings. If the President is unwilling or unable to preside at a Board meeting, then the Secretary or such other Board member as designated by a majority of the Board will preside at the Board meeting. The Board may, with the President's approval, designate the management agent, if any, or office staff to preside over the Board meeting.

Section 17. Open Board Meetings. All regular or special meetings of the Board will 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. If a Member unreasonably disrupts a meeting of the Board or repeatedly interrupts the discussion between Directors, the Board will have the authority, after an initial warning, to cause that Member to be removed from the meeting. A Board meeting may be held by electronic or telephonic means provided that: (a) each Director may hear and be heard by every other Director; (b) all Members in attendance at the meeting may hear all Directors (except if adjourned to executive session); and (c) all Members are allowed to listen using any electronic or telephonic communication method used or expected to be used by a Director to participate. The Board may meet for closed Board workshops as long as such workshops do not include a Board vote on any Association business.

Commented [A26]: T.P.C. § 209.0051. Open Board Meetings

Section 18. Executive Session for Board Meetings. The Board may adjourn a regular or special Board 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 will 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. The oral summary must include a general explanation of expenditures approved in executive session. If the executive session is held at the end of a properly noticed Board meeting, the oral summary of the actions taken in the executive session may be presented at the next properly noticed Board meeting.

Commented [A27]: T.P.C. § 209.0051(c). Open Board Meetings

Section 19. Board Action Outside of a Board Meeting. The Board may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to Members, if

Commented [A28]: T.P.C. § 209.0051. Open Board Meetings

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 will be not less than 24 hours or more than 72 hours. The President will determine the time period for the Board members to express an opinion and vote in accordance with the time frame described above. If the Board President is unwilling or unable to determine such time period, a majority of the Directors then in office will determine the time period. 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 12 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. levying of special Assessments;
- g. appeals from a denial of architectural control approval;
- h. 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;
- i. lending or borrowing money;
- j. the adoption or amendment of a Dedicatory Instrument;
- k. the approval of an annual budget or the approval of an amendment of an annual budget;
- l. the sale or purchase of real property;
- m. the filling of a vacancy on the Board;
- n. the construction of capital improvements other than the repair, replacement, or enhancement of existing capital improvements; or
- o. the election of an officer.

Section 20. Powers. The Board 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 Declarations, Articles of Incorporation of the Association, or these Bylaws directed to be done and exercised exclusively by the Members.

The President, after obtaining the approval of at least a majority of Board, will have the authority to act on behalf of the Board on all matters relating to the duties of any management agent or manager, if any, which might arise between meetings of the Board.

In addition to the duties imposed by these Bylaws or by any resolution of the Association that may hereafter be adopted, the Board will have the power, but not the obligation unless otherwise provided for in the Association's Dedicatory Instruments [as that term is defined in Section 202.001(1) of the Texas Property Code], to do the following (by way of explanation, but not limitation):

- a. Prepare and adopt an annual budget.
- b. Provide for the operation, care, upkeep, and maintenance of all the Common Properties including establishing rules and regulations governing the use of the Common Properties and establishing fines and/or penalties for the infraction thereof including, but not limited to, suspending a Member's right (or a tenant's right) to use the Common Properties to the extent allowed by law.
- c. Designate, hire, and dismiss the personnel necessary for the operation of the Association and for the maintenance, repair, and replacement of Association property and, where appropriate, provide 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.
- d. Collect the Assessments, depositing the proceeds thereof in a bank depository and using the proceeds to administer the Association.
- e. Make and amend rules, regulations, and policies for the Association.
- f. Adopt and establish a fine schedule for any infraction the Association's Dedicatory Instruments.
- g. Open bank accounts on behalf of the Association and designating the signatories required.
- h. Make or contract for the making of repairs, additions, and improvements to, or alterations of the Common Properties in accordance with the other provisions of the Declarations and these Bylaws, after damage or destruction by fire or other casualty.
- i. Enforce, by legal means, the provisions of the Declarations, these Bylaws, and the rules and regulations adopted by the Association, and bring any proceeding which may be instituted on behalf of or against the Members concerning the Association.
- j. Suspend a Member's right to use Common Properties during any period in which such Member has failed to pay an Assessment (or any portion thereof) or any other charge authorized by the Association's Dedicatory Instruments or state law.
- k. Obtain and carry insurance against casualties and liabilities, including directors' and officers' liability insurance, and paying the premium cost thereof.
- l. Pay the cost of all services rendered to the Association or its Members and not directly chargeable to Members.
- m. Keep 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 will be kept in accordance with generally accepted accounting practices and will be available as required by Texas law.

- n. Provide, upon request, information to Members, mortgagees and prospective purchasers of Lots concerning, by way of example and 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 Declarations and charging a reasonable fee sufficient to cover the expense associated with providing such information.
- o. Charge a reasonable fee sufficient to cover the expense associated with changing the records of the Association upon the transfer of title to a Lot.
- p. Adopt 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.
- q. fines the rules, regulations, and policies of the Association.
- r. Exercise any other power as authorized or allowed by the Association's Dedicatory Instruments or state law.

Section 21. Management Agent. The Board may, but is not required to, employ for the Association a professional management agent or agents, or manager, at a compensation rate established by the Board, to perform such duties and services as the Board shall authorize.

Article IV. Officers

Section 1. Officers. The officers of the Association will be the President, Vice President, Secretary, and Treasurer. All officers must also be members of the Board. The Board may select, appoint, and/or remove such other officers as it shall deem appropriate, such officers to have the authority to perform the duties prescribed by these Bylaws and/or the duties prescribed from time to time by the Board.

Section 2. Multiple Offices. Any 2 or more offices may be held by the same person except the offices of President and Secretary in accordance with Texas Business Organizations Code Section 22.231(a).

Section 3. Election Term of Office and Vacancies. The officers of the Association will be elected annually from within and by the Board at the first meeting of the Board held after the annual meeting of the Members. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board.

Section 4. Officer Removal. Any officer may be removed by a majority vote of the Board, at a duly called meeting of the Board, at which a quorum is present, whenever in its judgment the best

Commented [A29]: T.B.O.C. § 22.231. Officers

Commented [A30]: T.B.O.C. § 22.232. Election or Appointment of Officers

Commented [A31]: T.B.O.C. § 22.211. Removal of Director

interests of the Association will be served thereby. The Board may fill any vacant officer position in the open session of a properly noticed Board meeting.

Section 5. Officer Powers and Duties. The officers of the Association will each have the powers and duties generally described below as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board. Notwithstanding any language in this Section 5, the Board may, with or without cause, assign an officer's duties to another officer, office staff or managing agent in its sole or absolute discretion.

- (a) President: The President, subject to the control of the Board, shall be in general charge of the affairs of the Association in the ordinary course of its business; he/she shall preside at all meetings of the members and of the Board; he may make, sign and execute any deeds, conveyances, assignments, bonds, contracts and other obligations and any and all other instruments and papers of any kind or character in the name of the Association; and he/she shall do and perform such other duties as may from time to time be assigned to him by the Board.
- (b) Vice President: The Vice President shall act in the place and stead of the President in the event of his/her absence or inability to act and shall exercise and discharge such other duties as may be required of him/her by the Board.
- (c) Treasurer: The Treasurer shall have custody of all the funds and securities of the Association which come into his/her hands. When necessary and proper he/she may endorse, on behalf of the Association, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Association in such bank or banks or depositories as shall be designated in the manner described by the Board; he/she may sign all receipts and vouchers for payments made to the Association, either alone or jointly with such officer or agent as is designated by the Board; wherever required by the Board, he shall render a statement of the books and accounts to any Director of the Association during business hours; cause a report of the Association's books to be made by a public accountant at the completion of each fiscal year; shall perform all acts incident to the position of Treasurer and subject to the control of the Board, give such bond for the faithful discharge of his/her duties in such form as the Board may require. The Board is not obligated to require that the Treasurer post a bond.
- (d) Secretary: The Secretary shall keep the minutes of all meetings of the Board and the minutes of all meetings of the Members in books provided for that purpose; he/she shall attend to the giving and serving of all notices; he/she may sign with the President or Vice President in the name of the Association all contracts, conveyances, transfers, assignments, authorizations and other instruments of the Association. He/she shall have charge of and maintain and keep such books and papers as the Board may direct, all of which shall at all reasonable times be open to the inspection of any Director upon request at the office of the Association during business hours, and he/she shall in general perform all the duties incident to the office of Secretary subject to the control of the Board.

Section 6. Resignation of an Officer. Any officer may resign his or her office at any time by giving written notice (including email notice) to the Board, the President, the Secretary, or the Association's management agent. Such resignation will take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective. If a Director orally resigns his or her office and then refuses to give written notice of resignation after being requested to do so in writing (including an email request), the Board may note the resignation in the minutes of the next Board meeting at which time such oral resignation will be effective.

Commented [A32]: T.B.O.C. § 22.2111. Resignation of Director

Section 7. Agreements, Contracts, Deeds, Leases, Etc. All agreements, contracts, deeds, leases, and other instruments of the Association will be executed by at least one officer designated by the Board or by such other person or persons as may be designated by resolution of the Board.

Commented [A33]: T.P.C. § 209.0052. Association Contracts

Section 8. Officer Compensation. No officer shall receive any compensation from the Association for acting in such capacity.

Article V. Committees

Commented [A34]: T.B.O.C. § 22.219. Other Committees

The Board is authorized to form committees as it deems necessary. Committees are hereby authorized to perform such tasks and to serve for such periods as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Such committees will perform such duties and have such powers as may be provided in the resolution creating same. The size of each committee will be in the sole and absolute discretion of the Board. Each committee will be composed and will operate in accordance with the terms of the resolution of the Board designating the committee or with rules or committee charter that may be adopted by the Board. The Board has the authority to appoint and remove committee members, at any time with or without cause, in its sole discretion. The Board may, but is not required to, adopt a committee charter for any committee formed under these Bylaws which charter may describe, among other things, the function of the committee and the rules under which the committee will operate.

Article VI. Miscellaneous

Section 1. Fiscal Year. The fiscal year of the corporation will begin on the first day of January and end on the 31st of December of every year.

Section 2. Parliamentary Rules. Simple parliamentary procedure will govern the conduct of Association proceedings when not in conflict with Texas law, the Articles of Incorporation, the Declarations, or these Bylaws.

Section 3. Books and Records. Books and records of the Association will be retained by the Association in accordance with the Association's Records Retention Policy. Each Member or Member's designated representative will have 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. This provision will not require the Association to release or allow inspection of books and records that are not

Commented [A35]: T.P.C. § 209.005. Association Records

required by law to be released or inspected, as set forth in the Association's recorded Open Records Policy.

Section 4. Audit. An audit of the accounts of the Association will be performed by a qualified, independent certified public accountant as frequently as deemed necessary by the Board. Each audit will be in accordance with generally accepted auditing standards to obtain reasonable assurance that the Association's financial statements are free of material misstatements, to assess accounting principles used, and to evaluate the overall financial statement presentation.

Section 5. Indemnification. The Association must indemnify a Director, officer, or committee member who was, is, or is threatened to be named as a defendant or respondent in a claim or proceeding to the extent indemnification is consistent with the Texas Business Organizations Code, as it now exists or may hereafter be amended.

Commented [A36]: T.B.O.C. § 2.101. General Powers

Section 7. Invalidation. The invalidation of any term or provision of these Bylaws by a court of competent jurisdiction will not operate to void or otherwise invalidate the remaining terms and provisions hereof.

Section 8. Amendment. These Bylaws may be amended at any annual meeting or any special meeting of the Member for that purpose by the affirmative vote of 2/3rds of the Members present, provided that a quorum of 20% of the Members is present at such meeting, or by any other method permitted by applicable law.

[SIGNATURE PAGE FOLLOWS]

CERTIFICATION

I, the undersigned, being the Secretary of the Emerald Forest Community Improvement Association, do hereby certify that at a meeting of the Members of the Association duly called and held on the ___ day of _____, 2025 with a quorum of 20% of the Members in attendance, foregoing Amended and Restated Bylaws of Emerald Forest Community Improvement Association were approved by the affirmative vote of 2/3^{rds} of the Members present.

**EMERALD FOREST COMMUNITY
IMPROVEMENT ASSOCIATION**

By: _____

Printed Name: _____

Its: Secretary

THE STATE OF TEXAS §
 §
COUNTY OF BRAZOS §

BEFORE ME, the undersigned notary public, on this ___ day of _____, 2025 personally appeared _____, Secretary of Emerald Forest Community Improvement 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 – State of Texas