

CERTIFICATE OF AMENDMENTS TO THE BYLAWS
of
TREELINE COMMUNITY ASSOCIATION, INC.

THE STATE OF TEXAS

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COUNTY OF HARRIS

I, Dubie Sloane, Secretary of Treeline Community Association, Inc. (the "**Association**"), do hereby certify that at a meeting of the Board of Directors of the Association (the "**Board**") duly called and held on the 28th day of January, 2016, with at least a quorum of Board members being present and remaining throughout, and being duly authorized to transact business, the following amendments to the Bylaws of the Association were duly approved by a majority vote of the members of the Board:

RECITALS:

1. Changes in laws affecting property owners' associations have been effected at various times since 2011.
2. The Board desires to amend the Bylaws of the Association consistent with applicable laws.

AMENDMENTS:

1. Article III, Section 3, of the Bylaws is amended to read:

Section 3. Notice of Meetings. It shall be the duty of the Secretary to send to each Member written notice of each annual or special meeting of the Members stating the purpose of the meeting, as well as the time and place where it is to be held. Such notice may be delivered personally, by mail, by facsimile, and to the extent expressly authorized by statute, by electronic message. If a Member desires that notice be given at an address other than the Lot, the Member shall provide the alternative address for the purpose of receiving notice in writing to the Secretary. Notice by facsimile must be sent to the facsimile number provided to the Association in writing by that Member. For an election or vote to be taken at a meeting of the Members, notice shall be served not less than ten (10) nor more than sixty (60) days before the meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, first class postage pre-paid, addressed to the Member. If faxed, the notice shall be deemed to be delivered as of the date and time shown on a written confirmation that the facsimile was successfully transmitted. If sent by electronic message, the notice shall be deemed to be delivered as provided by applicable statute. The Board of Directors may use any other means to deliver a notice of a meeting that may become available with advancements in technology, provided that notice by such means is authorized by statute. Notwithstanding anything contained herein to the contrary, the Association may use an alternative method that may be used to provide notice to Members provided that the

Member to whom the notice is provided has affirmatively opted to allow the Association to use the alternative method of providing notice.

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

2. Article III, Section 4, of the Bylaws is amended to read:

Section 4. Quorum; Adjournment. The presence at a meeting of Members entitled to cast five percent (5%) of the total votes in the Association shall constitute a quorum, unless a greater percentage for a particular meeting or a particular action is required by the Declaration, the Certificate of Formation, or these Bylaws. If a meeting of the Members cannot be held because a quorum is not present, either the Board of Directors 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 sixty (60) 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. This procedure may be repeated, as necessary, with the quorum requirement being reduced each time, until a quorum is present.

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 of Directors 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 of Directors 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.

3. Article IV, Section 1, of the Bylaws is amended to read:

Section 1. Composition of Board of Directors. The affairs of the Association shall be managed by a Board of Directors comprised of not less than three (3) or more than five (5) Directors, each of whom must be a Member of the Association. Not more than one (1) representative of a particular corporation or other entity may serve on the Board at any given time. A Director is not eligible to serve on the Board if the Director has been convicted of a felony or crime involving moral turpitude within the last twenty (20) years and there is written, documented evidence of such a conviction from a database or other record maintained by a governmental law enforcement authority.

4. Article IV, Section 3, of the Bylaws is amended to read:

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. If the Board is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a Board member was convicted of a felony or crime involving moral turpitude not more than twenty (20) years before the date the Board is presented with the evidence, the Board member is immediately ineligible to serve on the Board and shall, therefore, be immediately removed. In the event of death, resignation or removal of a Director, a successor shall be selected by the remaining members of the Board and shall serve for the unexpired term.

5. Article IV, Section 5, of the Bylaws is amended to read:

Section 5. Action Without a Formal Meeting. The Board of Directors may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to Members, if each Board member is given a reasonable opportunity to express the Board member's opinion to all other Board members and to vote. The reasonable opportunity for a Board member to express an opinion and vote shall be not less than twenty-four (24) hours or more than seventy-two (72) hours. Any action taken without notice to Members under this section must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special Board meeting. The Board may not, unless done in an open meeting for which prior notice was given to all Members as required by law, 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 that increases the budget by more than ten percent (10%);
- (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.

6. The title of Article V of the Bylaws is amended to read as follows:

ARTICLE V
BOARD OF DIRECTORS: CANDIDATES AND ELECTION

7. Article V, Section 1, of the Bylaws is amended to read:

Section 1. Candidates for Election to the Board. With respect to any position on the Board of Directors to be filled by a vote of the Members, all Members have the right to run for such position on the Board of Directors. Each year, at least sixty (60) days prior to the date of the annual meeting of the Members, the Association shall send notice to all Members of the number of positions on the Board to be filled by election at the upcoming annual meeting and the right of all Members to run for a position on the Board. The notice shall specify a date by which a Member must submit his/her name as a candidate for election to the Board; the date for a Member to submit his/her name as a candidate may not be earlier than the tenth (10th) day after the date the Association sends the 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 Area or (b) on an Internet website maintained by the Association, and by sending notice by e-mail to each Member who has registered an e-mail address with the Association. The Association must be notified by the Member who desires to run for a position on the Board, not by another Member, to confirm the Member's desire to run for election and to serve on the Board. All Members who notify the Association by the stipulated deadline shall be candidates whose names shall be included in the notice of annual meeting sent to all Members and on the absentee or other ballot. A Member who does not submit his/her name by the deadline set forth in the Association's notice may thereafter notify the Association of his/her desire to run for election to the Board and, in that event, the Member shall be a candidate for election to the Board. However, the Association shall not be obligated to send a supplemental notice to all Members advising of the names of any candidates who submit their names after the deadline in the Association's notice. Provided that, if any notice is thereafter sent or published by the Association which includes a list of candidates for election to the Board, the

list shall include the names of all candidates. A Member may notify the Association of the Member's desire to run for election to the Board of Directors at any time prior to the deadline for submitting votes. A Member may not nominate another Member as a candidate for election to the Board at the annual meeting unless the Member to be nominated is present at the annual meeting and confirms his/her desire to be a candidate for election to the Board.

8. Article V, Section 2, of the Bylaws is amended to read:

Section 2. Election. The election of members of the Board shall be conducted at the annual meeting of the Members. Voting shall be by written and signed ballots; provided that, in the event of an uncontested race, written and signed ballots shall not be required. With respect to all positions on the Board to be filled by election, the candidates receiving the highest number of votes shall be elected to fill such positions, regardless of the number of votes cast. Cumulative voting is prohibited.

9. Article V, Section 3, is added to the Bylaws to read:

Section 3. 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 fifteenth (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" shall 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:

- (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 managing 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 twentieth (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 thirtieth (30th) day after the date the invoice is sent to the Member. If the Member does not timely pay the invoice, the demand for a recount is considered withdrawn and a recount is not required. If the actual costs are different than the estimate, the Association shall send a final invoice to the Member on or before the thirtieth (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 thirtieth (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 shall issue a refund to the Member not later than the thirtieth (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 shall 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 Directors of the Association within the third (3rd) 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 thirtieth (30th) day after the date of receipt of the payment for the recount. The Association shall 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 shall reimburse the Member for the cost of the recount not later than the thirtieth (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.

10. Article VI, Section 4, is added to the Bylaws to read:

Section 4. Notice of Board Meetings. The Board of Directors shall 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 shall be:

- (a) mailed to all Members at least ten (10) but not later than sixty (60) days before the date of the meeting; or
- (b) provided at least seventy-two (72) hours before the meeting by:
 - (1) being posted in a conspicuous location, either in the Common Area or on the Association's website; and
 - (2) being emailed to all Members who have registered their email addresses with the Association.

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

11. Article VI, Section 5, is added to the Bylaws to read:

Section 5. Open Meetings. All meetings of the Board of Directors shall be open to all Members, but Members other than Directors may not participate in any discussion or deliberation unless expressly so authorized by a majority of a quorum of the Board of Directors. Provided that, if a Member unreasonably disrupts a meeting of the Board of Directors or repeatedly interrupts the discussion between Directors, the Board of Directors shall have the authority, after an initial warning, to cause that Member to be removed from the meeting.

12. Article VI, Section 6, is added to the Bylaws to read:

Section 6. Executive Session. The Board of Directors may adjourn a regular or special meeting and reconvene in a closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the Association's attorney, matters involving the invasion of privacy of individual Members, and matters that are to remain confidential by request of the affected parties and agreement of the Board. Following an executive session, any decision made in executive session shall 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.

13. Article IX of the Bylaws is amended to read:

ARTICLE IX
COMMITTEES

The Board of Directors shall appoint committees as deemed appropriate in carrying out its purpose.

14. Article X of the Bylaws is amended to read:

ARTICLE X
BOOKS AND RECORDS

Books and records of the Association shall be retained by the Association in accordance with the Association's Records Retention Policy. Each Member or Member's designated representative shall 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. Provided that, this provision shall not require the Association to release or allow inspection of books and records that are not required by law to be released or inspected, as set forth in the Association's recorded Open Records Policy.

15. Article XIII, Section 1, of the Bylaws is amended to read:

~~Section 1.~~ These Bylaws may be amended by a majority vote of the Board of Directors subject to notice requirements provided by law or in these Bylaws.

Executed on this 28 day of January, 2016 to certify the action of the Board of Directors on the date set forth above.

TREELINE COMMUNITY ASSOCIATION, INC.,
a Texas non-profit corporation

By: Debbie Sloane

Printed: DEBBIE SLOANE, Secretary

THE STATE OF TEXAS §
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COUNTY OF HARRIS §

~~2015~~ ²⁰¹⁶ BEFORE ME, the undersigned notary public, on this 28th day of January, 2016 personally appeared Debbie Sloane, Secretary of Treeline Community Association, Inc., 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.



Margaret Forrest Rankin
Notary Public in and for the State of Texas

RP-2016-53582