

## **OUTLINE OF CHANGES TO THE ORIGINAL BYLAWS:**

All bolded sections are to bring attention to the Article or Section of the original Bylaws that was affected by the Amended and Restated Bylaws.

### **Article II, Definitions:**

**Definitions beginning with Section 2.1 and continuing through 2.16 were added as part of the amended and restated Bylaws.** Definitions simply explain what a particular word or phrase used throughout the Bylaws means or would pertain to when used. No change to the Membership rights were affected.

### **Article III, Membership and Voting Rights:**

**Article III** was revised in the amended and restated Bylaws to add information about meetings, types of meetings, actions without meetings, Quorum, Proxies, and conduct at meetings. ***Article III was revised to include information that was formerly listed under Article IV of the original Bylaws.*** Verbiage under this Section was updated to meet the current Texas Property Code and/or Texas Business Organizations Code requirements as well as those of the Association.

### **Article IV, Meetings of the Members:**

**Article IV in the amended and restated Bylaws** was revised to include information on Board of Directors such as Authority and Number of Directors which was also changed as part of the amendment to increase the Board from three to five during the Declarant Control Period. This will allow the Declarant to appoint four (4) and allow for the Owners to elect one (1) Class A Member even during the Declarant Period. **Additional sections added to Article IV in the amended and restated Bylaws are Nominations to the Board, Removal of a Board Member, Vacancies on the Board, and consent in writing by the Board.** Changes mostly address matters relating directly to the Board of Directors.

### **Article V, Board of Directors:**

**Article V was changed to address Meetings of Directors in the amended and restated Bylaws** to include information on Regular and Special meetings, quorum requirements, provisions for telephonic or online meeting formats, and actions of the Board without a meeting. Most of the same topics were also covered under Section V of the original Bylaws. Information was updated to meet Texas Property Code requirements and to accompany the increase in Board Members from three (3) to five (5).

### **Article VI, Powers and Duties of the Board of Directors:**

**Article VI in the amended and restated Bylaws also covers Powers and Duties of the Board.** Verbiage was updated to comply with Texas Property Code standards. Very few changes took place under this Article.

#### **Article VII, Officers:**

**Article VII under the amended and restated Bylaws also contain information on Officers and their duties.** Language would have been updated to comply with Texas Property Code or Texas Business Organization Code compliance. No significant changes to this Article transpired.

#### **Article VIII, Committees:**

**Article VIII in the amended and restated Bylaws are also regarding Other Committees of the Board of Directors.** The main change was to condense two sections from the original Bylaws into one continuous section. The main change centers around architectural control and mostly regarding limited authorities of the Board or a committee during the active Declarant Control Period.

#### **Article IX, Contracts, Checks, Funds, and Gifts:**

**Article IX in the amended and restated Bylaws now reads “Books and Records” and was updated to comply with Texas Property Code and Texas Business Organizations Code requirements.** Language from Article IX of the original Bylaws was removed.

#### **Article X, Miscellaneous:**

**Article X** in the original Bylaws addressed Books and Records which is now addressed under Article IX. Fiscal year, corporate seal and waiver of notice were the other sections under the original Bylaws. **In the amended and restated these sections were split out into their own Article and Section.**

#### **Article XI, Indemnification of Officers, Directors and Others:**

**Article XI** of the original Bylaws pertain to all indemnification clauses and subsequent language regarding expenses, proceedings, etc., about Board protections. **The amended and restated Bylaws for Article XI addresses the Corporate Seal of the Association. Provisions for Indemnification of Officers, Directors and Others will be located under Article XIV of the amended and restated Bylaws.**

#### **Article XII, Surety Bonds:**

**Article XII** in the original Bylaws addressed Board requirements to be bonded. In the **amended and restated Bylaws this was removed, and Article XII will address Declarant Provisions.**

#### **Article XIII, Amendments and Interpretation:**

**Article XIII** in the original Bylaws addressed amendments to the Bylaws, conflicts and severability. **Article XIII in the amended and restated also address Amendments to the Bylaws.**

**Article XIV, Non-Profit Corporation:**

**Article XIV** in the original Bylaws addressed Non-Profit Corporation. This language was removed, and **Article XIV of the amended and restated Bylaws now address Indemnification of Directors and Officers.**

**Article XV does not exist in the original Bylaws:**

**Article XV was added to the amended and restated Bylaws to address Miscellaneous provisions, namely listing the fiscal year of the Association which shall remain on the calendar year being from January to December.**

**End of changes / revisions of Original Bylaws.** A majority of the Members present in person or by Proxy at a meeting or special meeting called for that purpose is required. Online balloting as well as ability to submit ballots via e-mail or fax will be provided. Any ballot cast by an Owner shall also count for the required quorum.