

**AMENDMENT TO THE BYLAWS OF
WOODRIDGE FOREST COMMUNITY ASSOCIATION, INC.
REGARDING ELECTRONIC MEMBER MEETINGS**

WHEREAS, Woodridge Forest Community Association, Inc., (the "Association"), a Texas nonprofit corporation, is the governing entity for the Woodridge Forest subdivisions, additions in Montgomery County, Texas according to the maps or plats thereof, recorded in the Map Records of Montgomery County, Texas as follows:

Woodridge Forest, Sections 1-13, 15, 17, 19, and 20, additions in Montgomery County, Texas, according to the maps or plats thereof, recorded in the Map Records of Montgomery County, Texas, under One, under Cabinet Z, Sheet 2401; Cabinet Z, Sheet 2171; Cabinet Z, Sheet 2193; Cabinet Z, Sheet 3549; Cabinet Z, Sheet 3103; Cabinet Z, Sheet 2512; Cabinet Z, Sheet 3619; Cabinet Z, Sheet 6245; Cabinet Z, Sheet 3997; Cabinet Z, Sheet 4894; Cabinet Z, Sheet 4196; Cabinet Z, Sheet 4531; Cabinet Z, Sheet 5147; Cabinet Z, Sheet 4534; Cabinet Z, Sheet 5233; Cabinet Z, Sheet 5180; Cabinet Z, Sheet 6583; along with Woodridge Forest Soaring Woods under Cabinet Z, Sheet 3274; along with any amendments, replats, and supplements thereto, and any other additional property annexed into the jurisdiction of the Association now and in the future (collectively referred to as the "Subdivision"); and,

WHEREAS the Subdivision is subject to the Declaration of Covenants, Conditions, and Restrictions for Woodridge Forest, Sections Two (2) and Three (3) dated as of March 8, 2012 recorded in the Real Property Records of Montgomery County, Texas, under Clerk's File No. 2012022257 and corrected and re-filed under Clerk's File No. 2012027353, along with any amendments and supplements hereto (hereinafter the "Declaration"); and,

WHEREAS the Association is governed, in part, by the By-Laws of Woodridge Forest Community Association, Inc., recorded in the Real Property Records of Montgomery County, Texas under Clerk's File No. 2012022257, along with all amendments thereto (hereinafter the "By-Laws"); and,

WHEREAS Section 209.014(a) of the Texas Property Code requires the Association's Board of Directors to hold meetings of the members of the Association; and,

WHEREAS Article II of the By-Laws states that meetings of the Association shall be held at the principal office of the Association or at such other suitable place convenient to the Members as the Board may designate; and,

WHEREAS there is a need to allow the Association's members to attend annual and special meetings of the members of the Association electronically under special circumstances; and,

WHEREAS Section 22.102(c) of the Texas Business Organizations Code authorizes the Board of Directors to amend the Bylaws; and,

WHEREAS, the members have never passed an amendment to the Bylaws which expressly prohibits the Board of Directors from amending any provision of the Bylaws, and the Articles of Incorporation of the Association vest the management of the Association in the Board of Directors and do not reserve the right to amend Bylaws to the members; and,

WHEREAS this Dedicatory Instrument represents Restrictive Covenants as those terms are defined by Texas Property Code §202.001, et. seq, and the Association shall have and may exercise discretionary authority with respect to these Restrictive Covenants;

NOW THEREFORE, pursuant to the foregoing and as evidenced by the certification attached hereto, the Association hereby amends its Bylaws, as follows:

Article II, Section B., entitled “Place of Meetings,” which had previously read:

Meetings of the Members of the Association shall be held at the principal office of the Association or at such other suitable place as may be designated by the Board of Directors.

is hereby amended to read as follows:

Meetings of the Members of the Association shall be held at the principal office of the Association or at such other suitable place as may be designated by the Board of Directors. In the event of special circumstances, as determined by the Board of Directors, Meetings of Members may be broadcast, displayed, streamed, or otherwise shown, live, online, and the Association’s members may attend such a meeting virtually, as further described herein.

There shall be an Article II, Section M., which shall read as follows:

M. Virtual Meetings of the Members of the Association.

- (a) Virtual Meetings of the Members: The Association’s Board of Directors may elect to hold a Virtual Meeting of the Members. Such a meeting may be in place of, and/or in addition to, the Association’s annual meeting or any Special Meeting of the Members. Subject to the satisfaction of the requirements outlined herein, such a Virtual Meeting of the Members shall be in all respects valid and all elections, decisions, votes, and/or outcomes determined in such a meeting shall be binding.
- (b) Notice of Virtual Meeting of the Members: No Virtual Meeting of the Members shall be validly constituted unless notice of same is afforded to the Association’s Members in the manner provided for by these By-Laws and the Texas Property Code. Notice of any Virtual Meeting of the Members must include clear instructions describing how every Member may access the Virtual Meeting. Such instructions must be sufficient so that each Member may, free of any access charge or payment, follow said instructions and access the Virtual Meeting of the Members.

- (c) Voting: For any vote taken at any Virtual Meeting of the Members, the Association will designate a location at which members may cast their ballot in person. Ballots cast in person will be collected by the Association's managing agent or other person designated by the board, and such ballots shall be counted in the same manner as all other ballots cast for the vote or election. The Association will also provide absentee ballots and may, at its option, provide for electronic ballots, in accordance with the Texas Property Code. The deadline for submitting ballots cast by any method will be established by the Board of Directors in advance, not more than 36 hours prior to the start of the virtual meeting, with said deadline being contained in the notice of the Virtual Member Meeting.
- (d) Procedure of Virtual Meetings of the Members: Virtual Meetings of the Members shall proceed in the substantially the same fashion as any in-person meeting of the Members, except that no vote taken at, or in advance of, the Virtual Meeting of the Members shall be final until all cast ballots, have been counted.
- (e) Quorum for Virtual Meeting of the Members: All Members present online, and by electronic ballot, absentee ballot or proxy, shall count towards the required quorum at any Virtual Meeting of the Members.

Article III, A, Section 3, (c) of the By-Laws, which previously read:

At the first annual meeting of the Members after the expiration of the Development Period, the Members shall elect five (5) directors. Directors A and B shall be elected for a term of three (3) years. Directors C and D shall be elected for a term of two (2) years. Director E shall be elected for a term of one (1) year. At each annual meeting thereafter, all Directors shall be elected to three-year terms.

Shall be amended to read as follows:

At the first annual meeting of the Members after the expiration of the Development Period, the Members shall elect five (5) directors. Directors A and B shall be elected for a term of three (3) years. Directors C and D shall be elected for a term of two (2) years. Director E shall be elected for a term of one (1) year. At each annual meeting thereafter, all Directors shall be elected to three-year terms. Election to the Board of Directors may take place, in accordance with applicable law, at the annual meeting of Members, or may take place in advance of any Virtual Meeting, in accordance with Article II, Section M hereof, with the results being announced at the Virtual Meeting. At such election, the Members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected.

CERTIFICATION

"I, the undersigned being a Director of Woodridge Forest Community Association, Inc., hereby certify that the foregoing Resolution was approved by at least a majority of the Association's Board of Directors at a properly noticed open meeting of the Board, at which a quorum of the Board of Directors was present."

By: Stephen R. Tennis

Date: 12-14-2020

Print Name: STEPHEN R. TENNIS

Title: PRESIDENT

STATE OF TEXAS

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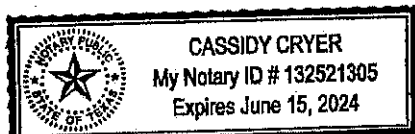
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COUNTY OF MONTGOMERY

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BEFORE ME, the undersigned notary public, on this day personally appeared Stephen Tennis, the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purpose in the capacity and with the authority therein expressed, as the act and deed of the corporation.

SUBSCRIBED AND SWORN TO BEFORE ME on this the 14th day of December, 2020, to certify which witness my hand and official seal.



Cassidy Cryer
Notary Public for the State of Texas

AFTER RECORDING RETURN TO:
Holt & Young, P.C.
9821 Katy Freeway, Suite 350
Houston, Texas 77024

**AMENDMENT TO THE BYLAWS OF
WOODRIDGE FOREST TOWNHOMES ASSOCIATION, INC.
REGARDING ELECTRONIC MEMBER MEETINGS**

WHEREAS, Woodridge Forest Townhomes Association, Inc., (the "Association"), a Texas nonprofit corporation, is the governing entity for Woodridge Forest, Section 15, an addition in Montgomery County, Texas, according to the map or plat thereof, recorded in the Map Records of Montgomery County, Texas, under Cabinet Z, Sheet 4534, along with any amendments, replats, and supplements thereto, and any other additional property annexed into the jurisdiction of the Association now and in the future (the "Subdivision"); and

WHEREAS the Association Bylaws are recorded in the Real Property Records of Montgomery County, Texas under Clerk's File No. 2017082517, along with any amendments and supplements thereto (hereinafter the "Bylaws"); and

WHEREAS Section 209.014(a) of the Texas Property Code requires the Association's Board of Directors to hold meetings of the members of the Association; and,

WHEREAS Article II of the By-Laws states that meetings of the Association shall be held at the principal office of the Association or at such other suitable place convenient to the Members as the Board may designate; and,

WHEREAS there is a need to allow the Association's members to attend annual and special meetings of the members of the Association electronically under special circumstances; and,

WHEREAS Section 22.102(c) of the Texas Business Organizations Code authorizes the Board of Directors to amend the Bylaws; and,

WHEREAS, the members have never passed an amendment to the Bylaws which expressly prohibits the Board of Directors from amending any provision of the Bylaws, and the Articles of Incorporation of the Association vest the management of the Association in the Board of Directors and do not reserve the right to amend Bylaws to the members; and,

WHEREAS this Dedicatory Instrument represents Restrictive Covenants as those terms are defined by Texas Property Code §202.001, et. seq, and the Association shall have and may exercise discretionary authority with respect to these Restrictive Covenants;

NOW THEREFORE, pursuant to the foregoing and as evidenced by the certification attached hereto, the Association hereby amends its Bylaws, as follows:

Article II, Section 1, entitled "Place of Meetings," which had previously read:

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 of Directors either in the Woodridge Forest community, or as convenient to the Members as possible and practical.

is hereby amended to read as follows:

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 of Directors either in the Woodridge Forest community, or as convenient to the Members as possible and practical. In the event of special circumstances, as determined by the Board of Directors, Meetings of Members may be broadcast, displayed, streamed, or otherwise shown, live, online, and the Association's members may attend such a meeting virtually, as further described herein.

There shall be an Article II, Section 12, which shall read as follows:

12. Virtual Meetings of the Members of the Association.

- (a) Virtual Meetings of the Members: The Association's Board of Directors may elect to hold a Virtual Meeting of the Members. Such a meeting may be in place of, and/or in addition to, the Association's annual meeting or any Special Meeting of the Members. Subject to the satisfaction of the requirements outlined herein, such a Virtual Meeting of the Members shall be in all respects valid and all elections, decisions, votes, and/or outcomes determined in such a meeting shall be binding.
- (b) Notice of Virtual Meeting of the Members: No Virtual Meeting of the Members shall be validly constituted unless notice of same is afforded to the Association's Members in the manner provided for by these By-Laws and the Texas Property Code. Notice of any Virtual Meeting of the Members must include clear instructions describing how every Member may access the Virtual Meeting. Such instructions must be sufficient so that each Member may, free of any access charge or payment, follow said instructions and access the Virtual Meeting of the Members.
- (c) Voting: For any vote taken at any Virtual Meeting of the Members, the Association will designate a location at which members may cast their ballot in person. Ballots cast in person will be collected by the Association's managing agent or other person designated by the board, and such ballots shall be counted in the same manner as all other ballots cast for the vote or election. The Association will also provide absentee ballots and may, at its option, provide for electronic ballots, in accordance with the Texas Property Code. The deadline for submitting ballots cast by any method will be established by the Board of Directors in advance, not more than 36 hours prior to the start of the virtual meeting, with said deadline being contained in the notice of the Virtual Member Meeting.
- (d) Procedure of Virtual Meetings of the Members: Virtual Meetings of the Members shall proceed in the substantially the same fashion as any in-person meeting of the Members, except that no vote taken at, or in advance of, the Virtual Meeting of the Members shall be final until all cast ballots, have been counted.
- (e) Quorum for Virtual Meeting of the Members: All Members present online, and by electronic ballot, absentee ballot or proxy, shall count towards the required quorum at any Virtual Meeting of the Members.

Article III, Section 7, which previously read:

The election of the Board of Directors will be conducted at the annual meeting of the Association. At such election, the Members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. Voting for Directors must be by written ballot unless there is only one (1) candidate for a position on the Board, in which event the candidate may be elected by acclamation.

Shall be amended to read as follows:

The election of the Board of Directors will be conducted at the annual meeting of the Association. At such election, the Members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. Voting for Directors must be by written ballot unless there is only one (1) candidate for a position on the Board, in which event the candidate may be elected by acclamation. Election to the Board of Directors may also take place, in advance of any Virtual Meeting, in accordance with Article II, Section 12 hereof, with the results being announced at the Virtual Meeting.

CERTIFICATION

"I, the undersigned being a Director of Woodridge Forest Townhomes Association, Inc., hereby certify that the foregoing instrument was approved by at least a majority of the Association's Board of Directors at a properly noticed open meeting of the Board, at which a quorum of the Board of Directors was present."

By: Cassidy Cryer

Date: 10/28/20

Print Name: Cassidy Cryer

Title: Secretary

STATE OF TEXAS §

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COUNTY OF MONTGOMERY §

Cassidy Cryer BEFORE ME, the undersigned notary public, on this day personally appeared the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purpose in the capacity and with the authority therein expressed, as the act and deed of the corporation.

SUBSCRIBED AND SWORN TO BEFORE ME on this the 28 day of October 2020, to certify which witness my hand and official seal.

Hilleary Ann Hatchett
Notary Public for the State of Texas

AFTER RECORDING RETURN TO
Holt & Young, P.C.
9821 Katy Freeway, Suite 350
Houston, Texas 77024

