

STATE OF TEXAS §

COUNTY OF WILLIAMSON §

AMENDMENT OF BYLAW
OF
THE WOODS ASSOCIATION OF OWNERS, INC.

Document reference. Reference is hereby made to that certain Declaration of Covenants, Conditions & Restrictions for The Woods, filed at Vol. 1304, Pg. 602 in the Official Records of Williamson County, Texas, and those certain Restrictive Covenants for Sections 1, 2, 4 and 5, filed at Vol. 1276, Pages 241, 236, 231, and 250, respectively, in the Official Records of Williamson County, Texas (cumulatively and together with all amendments and supplemental documents thereto, the “**Declaration**”).

Reference is further made to the Bylaws of The Woods Homeowners’ Association, Inc., filed at Vol. 1304, Pg. 640 and as amended in Document No. 2010031635, both in the Official Records of Williamson County, Texas (together with all amendments thereto, the “**Bylaws**”).

Reference is further made to The Woods Homeowners Association Supplemental Neighborhood Rules, filed as Document No. 2004048101 in the Official Public Records of Williamson County, Texas; The Woods Homeowners Association Supplemental Neighborhood Rules, filed as Document No. 2004082572 in the Official Public Records of Williamson County, Texas; and The Woods Homeowners Association Neighborhood Rules, Revised 2005, filed as Document No. 2005077333 in the Official Public Records of Williamson County, Texas (cumulatively and together with any amendments or supplements, the “**Rules**”).

WHEREAS the Declaration provides that owners of lots subject to the Declaration are automatically made members of The Woods Association of Owners, Inc., d/b/a The Woods Homeowners Association, Inc. (the “**Association**”);

WHEREAS the Association, acting through its board of directors (the “**Board**”), is authorized to adopt and amend Bylaws pursuant to Texas Business Organizations Code section 22.103; and

WHEREAS the Board has voted to amend Bylaws Article 4, section 7 to read as follows:

Section 7. Quorum. The Members holding fifteen (15%) of the votes entitled to be cast at a meeting of the Members, represented in person or by proxy, as such votes are allocated pursuant to the provisions of these Bylaws and the Declaration, shall constitute a quorum at a meeting of the Members. If a quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote, represented in person or by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented. At such adjourned meeting at which a quorum is present or represented any business may be transacted which might have been transacted at the original meeting.

THEREFORE the foregoing amendment to the Bylaws is ADOPTED and APPROVED.

Subject solely to the amendments contained herein, the Bylaws remain in full force and effect.

THE WOODS ASSOCIATION OF OWNERS, INC.,
d/b/a THE WOODS HOMEOWNERS ASSOCIATION, INC.
Acting by and through its Board of Directors

Signature: [Handwritten Signature]
Printed Name: Benjamin C. Smith
Title: President

Acknowledgement

STATE OF TEXAS §

COUNTY OF Williamson

This instrument was executed before me on the 22 day of March,
2024, by Benjamin Smith in the capacity stated above.

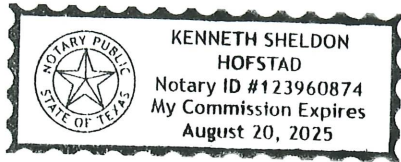
[Handwritten Signature]
Notary Public, State of Texas


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After recording, please return to:

Nieman & Heyer, L.L.P.
Attorneys At Law
Westgate Building, Suite 313
1122 Colorado Street
Austin, Texas 78701

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Nancy E. Rister
Nancy E. Rister, County Clerk
Williamson County, Texas

NIEMANN & HEYER, L.L.P.
ATTORNEYS AT LAW
WESTGATE BUILDING, SUITE 313
1122 COLORADO STREET
AUSTIN, TEXAS 78701-2101

CONNIE NIEMANN HEYER
PATRICE ARNOLD

TELEPHONE (512) 474-6901
FAX (512) 474-0717

CONNIEHEYER@NIEMANNLAW.COM

PATTYARNOLD@NIEMANNLAW.COM

To: The Woods Association of Owners, Inc.
From: Patty Arnold
Re: Amending the Bylaws
Date: April 3, 2024

Texas law provides for concurrent methods of amending the Bylaws: by vote of the members (per sArticle 13, section 1 of the Bylaws) or the Board of Directors (by the terms of Texas Business Organizations Code section 22.102(c)).¹

The statute permits the Board to amend unless the amendment power is reserved exclusively to members. Bylaws Article 13, section 1 does not state that only the members have the authority to amend the Bylaws: it states that the Bylaws “may” be amended by vote of members at a meeting.

ARTICLE 13

AMENDMENTS

Section 1. Power to Amend. These Bylaws may be altered, amended, or repealed at any meeting of the Members at which a quorum is present, by the affirmative vote of a majority of the Members present at such meeting, provided notice of the proposed alteration, amendment, or repeal be contained in the notice of such meeting. Provided, however, during such period as

The quoted provision is permissive: while it states that the Bylaws may be amended by owners by vote taken at a meeting, it does not state that this is the only valid method of amendment. For example, this provision would not prevent the Bylaws from being amended outside a meeting, if a majority of owners filled in a written ballot approving the amendment.

In summary, the method used for amending the Bylaws was valid.

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¹ “(c) The board of directors may amend or repeal the bylaws, or adopt new bylaws, unless: (1) this chapter or the corporation's certificate of formation wholly or partly reserves the power exclusively to the corporation's members;”