

AFTER RECORDING RETURN TO:

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**FIRST AMENDMENT TO THE BYLAWS OF
WALDEN'S TOWN HOUSE ASSOCIATION**

Cross reference to that certain Bylaws of Walden's Town House Association, recorded at Document No. 2012063057 of the Official Public Records of Montgomery County, Texas.

FIRST AMENDMENT TO THE BYLAWS OF

WALDEN'S TOWN HOUSE ASSOCIATION

RECITALS:

A. WHEREAS, Walden's Town House Association (the "Association") is a Texas nonprofit corporation that is governed by that certain Bylaws of Walden's Town House Association, recorded at Document No. 2012063057 of the Official Public Records of Montgomery County, Texas (the "Bylaws").

B. WHEREAS, the Association's Board of Trustees (the "Board") desires to amend the Bylaws as provided herein.

C. WHEREAS, Article XII, Section 1 of the Bylaws provides that the Bylaws may be amended by the Board.

D. WHEREAS, in accordance with Article XII, Section 1 of the Bylaws, this First Amendment to the Bylaws of Walden's Town House Association was approved by a majority vote of the Board at a meeting of the Board conducted on January 17, 2023.

NOW THEREFORE, the Bylaws are hereby amended as follows:

1. **Voting by Proxy.** The following *Section 8* is hereby added to Article III of the Bylaws:

Section 8. **Voting by Proxy.** All proxies must be in writing and presented to the Association's Secretary or other officer of the Association at the Membership meeting at which it is to be exercised prior to such meeting being called to order. Notwithstanding anything to the contrary, no Member of the Association or other person may cast more than two (2) votes as a designated proxy holder for a separate Member of the Association at a meeting of the Association's Membership or by absentee or electronic ballot. If a single Member of the Association or other single person has been designated as a proxy holder by more than two (2) other Members of the Association, all such proxies in excess of the first two (2) proxies shall be counted towards the quorum for the Membership meeting but shall not be counted in any actual vote.

2. **Conduct of Board Members.** The following *Section 8* is hereby added to Article IV of the Bylaws:

Section 8. **Conduct of Board Member.** The Board shall have the power to adopt by resolution a code of conduct to govern the conduct of Trustees in the performance of their roles as members of the Board. In the event the Board adopts a code of conduct, each Trustee shall adhere to the code of conduct. Such code of conduct may, but shall not be required, to be recorded in the Official Public Record of Montgomery County, Texas. Notwithstanding Section 6 of Article IV herein, a Trustee shall be immediately removed from the Board upon a determination by a

majority vote of the Board, at a regular or special meeting thereof, that the Trustee has committed a material violation of the code of conduct, and a vacancy in the Board caused by a removal of a Trustee for a material violation of the code of conduct shall be filled by appointment by the remaining members of the Board and such appointed Trustee shall serve for the remainder of the removed Trustee's term of office.

3. **Miscellaneous.** Any capitalized terms used and not otherwise defined herein shall have the meanings set forth in the Bylaws. Unless expressly amended by this instrument, all other terms and provisions of the Bylaws remain in full force and effect as written and are hereby ratified and confirmed.


4. **Effective Date.** This First Amendment to the Bylaws of Walden's Town House Association shall be effective upon its recording in the Official Public Records of Montgomery County, Texas.

REMAINDER INTENTIONALLY LEFT BLANK

SECRETARY'S CERTIFICATE

The undersigned Secretary of Walden's Town House Association (the "Association"), a Texas non-profit corporation, hereby certifies that this First Amendment to the Bylaws of Walden's Town House Association was approved by a majority vote of the Association's Board of Trustees at a meeting thereof conducted on January 17, 2023.

WALDEN'S TOWN HOUSE ASSOCIATION

MIKE Kankoly 
[insert name], Secretary

STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

THIS INSTRUMENT was acknowledged before me this 17 day of January, 2023 by [insert name], Secretary of Walden's Town House Association.

Kerrie Stone
Notary Public of Texas



E-FILED FOR RECORD

01/20/2023 12:20PM



L. Brandon Steinmann

County Clerk,
Montgomery County, Texas

STATE OF TEXAS,
COUNTY OF MONTGOMERY

I hereby certify that this instrument was e-filed in the file number
sequence on the date and time stamped herein
by me and was duly e-RECORDED in the Official Public
Records of Montgomery County, Texas.

01/20/2023



L. Brandon Steinmann

County Clerk,
Montgomery County, Texas