

**ENCLAVE AT MILL POINT TOWNHOME ASSOCIATION, INC.  
BYLAW AMENDMENTS**

STATE OF TEXAS                                 §  
   §  
COUNTY OF MONTGOMERY                   §

WHEREAS Enclave at Mill Point Townhome Association, Inc., (hereinafter the “Association”) is the governing entity for The Woodlands, Village of Grogan’s Mill, Section 67 (also known as “Enclave at Mill Point”), an addition in Montgomery County, Texas, according to the map or plat thereof, recorded in the Plat Records of Montgomery County, Texas, under Document No. 2001111488, along with any amendments and replats thereto (hereinafter the “Subdivision”); and,

WHEREAS the Association is governed, in part, by the By-Laws of Enclave at Mill Point Homeowners Association, Inc., recorded in the Real Property Records of Montgomery County, Texas, under Document No. 2002112644 (hereinafter the “Bylaws”); and,

WHEREAS Article VI, Section 4 of the Bylaws provides that the Association’s Board of Directors may amend the Bylaws; and,

WHEREAS the Section 22.102(c) of the Texas Business Organizations Code provides that a nonprofit corporation’s Board of Directors may amend the nonprofit corporation’s bylaws; and,

WHEREAS there is a need to amend the Association’s Bylaws to provide for more efficient management of the Association and thereby forward the Association’s purposes; and,

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

NOW THEREFORE, in accordance with the foregoing and as evidenced by the Certification attached hereto, the Association hereby amends its Bylaws, as follows:

**Article I, Section 2 of the Bylaws, which previously read:**

Section 2. Membership. The Association shall have two (2) classes of membership, Class “A” and “B”, as is more fully set forth in that Declaration of Covenants, Conditions, and Restrictions for the Enclave at Mill Point Townhome Association, Inc. (this is hereinafter sometimes referred to as the “Declaration”), the terms of which pertaining to membership are specifically incorporated by reference herein.

**is amended to read and now reads:**

Section 2. Membership. Every person or entity owning a fee or undivided fee interest in any Unit that is subject to the Declaration of Covenants, Conditions, and Restrictions for the Enclave at Mill Point Townhome Association (including all amendments, annexations, and supplements thereto) shall be deemed to have a membership in the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, and the giving of a security interest shall not terminate an Owner's membership. No Owner, whether one or more Persons, shall have more than one (1) membership per Unit. Membership shall be appurtenant to and may not be separated from ownership of any Unit.

**Article II, Section 2 of the Bylaws, which previously read:**

Section 2. First Meeting and Annual Meetings. An annual or special meeting shall be held within one (1) year from the date the Declaration is recorded. Annual meetings shall then be set by the Board so as to occur no later than ninety (90) days after the close of the Association's fiscal year. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday (excluding Saturday and Sunday).

**is amended to read and now reads:**

Section 2. Annual Meetings. Meetings of the Association's members shall be held at least once annually, at a date, time, and place determined by the Board of Directors.

**Article II, Section 3 of the Bylaws, which previously read:**

Section 3. Special Meetings. The President may call special meetings. In addition, it shall be the duty of the President to call a special meeting of the Association if so directed by resolution of a Majority of the Board of Directors or upon a petition signed by at least twenty-five percent (25%) of the Class "A" members. The notice of any special meeting shall state the date, time, and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting, except as stated in the notice.

**is amended to read and now reads:**

Section 3. Special Meetings. The President may call special meetings. In addition, it shall be the duty of the President to call a special meeting of the Association if so directed by resolution of a Majority of the Board of Directors or upon a petition signed by at least twenty-five percent (25%) of the Members of the Association. The notice of any special meeting shall state the date, time, and place of such meeting, and the business to be conducted thereat. No business shall be transacted at a special meeting, except as stated in the notice.

**Article II, Section 4 of the Bylaws, which previously read:**

Section 4. Notice of Meetings. It shall be the duty of the Secretary to mail or to cause to be delivered to the Owner of record of each Unit a notice of each annual or special meeting of the Association stating the purpose of the special meeting, as well as the time and place where it is to be held. If an Owner wishes notice to be given at an address other than his or her Unit, he or she shall have designated by notice in writing to the Secretary and other address. The mailing or delivery of a notice of meeting in the manner provided in this Section shall be considered service of notice, Notices shall be served not less than ten (10) nor more than thirty (30) days before a meeting.

**is amended to read and now reads:**

Section 4. Notice of Meetings.

- (a) The Association shall provide notice of any meeting of the members to the Association's members, as required by Section 209 of the Texas Property Code or its successor statute.
- (b) The Association shall solicit candidates in advance of any such meeting where directors shall be elected, in accordance with Section 209 of the Texas Property Code or its successor statute.

**Article II, Section 7 of the Bylaws, which previously read:**

Section 7. Voting. The voting rights of the members shall be as set forth in the Declaration, and such voting rights are specifically incorporated herein. The Declaration provides that any member delinquent in the payment of any assessment due shall not be entitled to exercise the rights and privileges of membership, including but not limited to the right to vote and the right to hold office.

**is amended to read and now reads:**

Section 7. Voting. The Association's members may exercise their right to vote in person (except as outlined in these Bylaws), by proxy, or by absentee ballot.

**There shall be an Article II, Section 11 (entitled "Virtual Meetings of the Members") which reads as follows:**

Section 11. Virtual Meetings of the Members. The Association's Board of Directors may elect to hold any meeting of the Members by using remote communications technology, including videoconferencing, teleconferencing, the internet, or any combination of those methods, as provided by Section 22.002 of the Texas Business Organizations Code, (hereinafter a "Virtual Meeting"), and may

elect to hold the election of Directors in advance of the Virtual Meeting as set forth in this Section. Subject to the requirements herein, the Virtual Meeting shall be in all respects valid and all elections, decisions, votes, and/or outcomes determined in such a meeting shall be binding.

- (a) Notice of a Virtual Meeting and election shall be given to the Members in the manner provided by these Bylaws and the Texas Property Code. Notice of the Virtual Meeting of the Members must include clear instructions describing how every Member may access the Virtual Meeting, and how to cast ballots for elections held in advance of such 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.
- (b) If the election is held in advance of the Virtual Meeting, the Association will provide absentee ballots, which may be returned via mail, email, facsimile, in-person at the management company office, or by any other method approved by the Board. The Association 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, and stated in the Notice of Virtual Meeting, but shall not be more than thirty-six (36) hours prior to the start of the Virtual Meeting.
- (c) If the election is held in advance of the Virtual Meeting, said ballots shall be prepared and mailed to the Members no later than twenty (20) days prior to the deadline for submitting ballots. Ballots for the election of Directors shall be collected and tabulated by the Association's managing agent, or any other person(s) designated by the Board of Directors in advance, so long as such persons are qualified to tabulate the ballots under Section 209.00594 of the Texas Property Code. All ballots, no matter how cast, shall be counted in the same manner as all other ballots cast for the election. The winners of the election will be announced at the Virtual Meeting.
- (d) Nomination for election to the Board of Directors, when elections are taking place in advance of the Virtual Meeting under this Section, will be made solely in accordance with Section 209.00593 of the Texas Property Code. Nominations shall not be made by committee or from the floor at the meeting.
- (e) Procedure of Virtual Meetings of the Members: Virtual Meetings of the Members shall proceed in 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 ballots cast on or before any deadline requirement, have been counted.

- (f) Quorum for Virtual Meeting of the Members: All Members present online, or by other format utilized in the Virtual Meeting, and by electronic ballot, absentee ballot or proxy, shall constitute the required quorum for election of directors at any Virtual Meeting of the Members, and shall count towards the quorum requirement for any other action proposed to be taken at the Virtual Meeting.
- (g) Should any provision in this Section conflict with any other provision in these Bylaws, the provisions of this Section shall control, including without limitation provisions regarding elections, balloting, nomination, methods of voting, quorum, notice, and procedure.

**Article III, Section 2 of the Bylaws, which previously read:**

Section 2. Directors Appointed by Declarant. The Directors shall be selected by the Declarant acting in its sole discretion and shall serve at the pleasure of the Declarant, so long as the Class “B” membership exists as set forth in the Declaration, unless the Declarant shall earlier surrender this right to select Directors. The Directors selected by the Declarant need not be Owners or residents in the Community. The names of the initial Directors selected by the Declarant are set forth in the Articles of Incorporation of the Association.

**is amended to read and now reads:**

Section 2. Directors Appointed by Declarant. The time-period during which the Declarant exercises control of the Association having expired, the Declarant shall have no right to appoint directors to the Association’s board of directors.

**Article III, Section 4 of the Bylaws, which previously read:**

Section 4. Nomination of Directors. Elected Directors shall be nominated from the floor and may also be nominated by a Nominating Committee, if such a committee is established by the Board. All candidates shall have a reasonable opportunity to communicate their qualifications to the members and to solicit votes.

**is amended to read and now reads:**

Section 4. Nomination of Directors.

- (a) The Association shall solicit candidates for the Board of Directors in advance of any election of directors, as required by Section 209 of the Texas Property Code or its successor statute.

- (b) Sitting directors shall be automatically re-nominated at the expiration of their term, unless any such director specifically informs the Association they do not wish to seek re-election.
- (c) Subsequent to the deadline for nominations stated in the candidate solicitation notice, no person or persons may be nominated for the director election that is the subject of that candidate solicitation notice.

**Article III, Section 5 of the Bylaws (entitled “Election and Term of Office”) is deleted in its entirety, and is completely and wholly replaced by and now reads:**

Section 5. Director Terms. Directors shall be elected at annual meetings of the Association to serve terms of three (3) years. Except in the case of death, resignation, or removal, members of the Board of Directors shall hold office until the conclusion of their three (3) year terms, until their respective successors shall have been elected by the Association.

**Article III, Section 6 of the Bylaws, which previously read:**

Section 6. Removal of Directors. At any regular or special meeting of the Association duly called, any one or more of the members of the Board of Directors may be removed, with or without cause, by the Class B member or by a majority vote of the Class "A" members and a successor may then and there be elected to fill the vacancy thus created. A Director whose removal has been proposed by the Owners shall be given at least ten (10) days' notice of the calling of the meeting and the purpose thereof and shall be given the opportunity to be heard at the meeting. Additionally, any Director who has three (3) consecutive unexcused absences from Board meetings or who is delinquent in the payment of an assessment for more than twenty (20) days may be removed by a Majority vote of the Directors at a meeting, a quorum being present. This shall not apply to Directors appointed by Declarant. If the Class B membership has previously ceased and is reinstated pursuant to the Declaration in connection with an annexation, then this ability of the Class B member to remove a Director is also reinstated.

**is amended to read and now reads:**

Section 6. Removal of Directors. Any one or more of the members of the Board of Directors may be removed, with or without cause, by the majority vote of those Members of the Association in attendance (in person, by proxy, or by absentee ballot) at a properly-called special meeting called for that purpose. In the event any Director has three (3) consecutive absences from regular meetings of the Board of Directors, the remaining Directors may (at an open and properly-noticed meeting of the board) vote to declare that Director's seat vacant, and may then appoint a replacement Director to fill the vacancy, as outlined in these Bylaws.

**Article III, Section 11 of the Bylaws, which previously read:**

Section 11. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

**is amended to read and now reads:**

Section 11. Notice. The Association will provide the Association's members with notice of all meetings of the Association's Board of Directors, as required by Section 209 of the Texas Property Code or its successor statute.

**Article III, Section 13 of the Bylaws, which previously read:**

Section 13. Compensation. No Director shall receive any compensation from the Association for acting as such unless approved by a Majority of the Class "A" members.

**is amended to read and now reads:**

Section 13. Compensation. No Director shall receive any compensation from the Association for their role as a Director, but Directors may be reimbursed for reasonable expenses incurred on behalf of the Association, if the incurring of such expenses was previously authorized by majority vote of the Board of Directors.

**Article III, Section 16 of the Bylaws, which previously read:**

Section 16. Action Without a Formal Meeting. Any action to be taken at a meeting of the Directors or any action that may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Such consent may be executed by multiple counterpart, fax signatures or email.

**is amended to read and now reads:**

Section 16. Action Without a Formal Meeting.

- (a) In the event the Board of Directors takes any action outside of an open and properly-noticed meeting of the Board of Directors, then the Board of Directors shall, at the next open and properly-noticed meeting of the

**CERTIFICATION**

“I, the undersigned, being a Director of Enclave at Mill Point Townhome Association, Inc., hereby certify that the foregoing amendments were approved by at least a majority of the Association’s Board of Directors, at an open meeting of the Board, properly noticed to the members, at which a quorum of the Board was present.”

By: *Patricia Stris*

Date: 3/27/2023

Print Name: Patricia Stris

Title: President

**AUTHENTICATION**

STATE OF TEXAS §

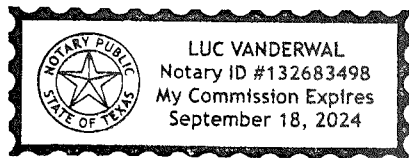
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COUNTY OF MONTGOMERY §

BEFORE ME, the undersigned notary public, on this day personally appeared Patricia Stris, the person whose name is subscribed to the foregoing instrument, and acknowledged to me that they 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 27 day of March, ~~2022~~, to certify which witness my hand and official seal. 2023

*[Signature]*  
Notary Public, State of Texas





E-FILED FOR RECORD

04/03/2023 02:24PM



*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.

04/03/2023



*L. Brandon Steinmann*

County Clerk,  
Montgomery County, Texas