

AMENDMENT TO THE BYLAWS
OF THE ORGANIZATION OF TIFFANY PARK HOMEOWNERS, INC.
A TEXAS NONPROFIT CORPORATION

WHEREAS, the Bylaws of the Organization of Tiffany Park Homeowners, Inc. ("Association") were adopted on December 24, 2002 ("Bylaws"); and

WHEREAS, the Association is charged with administering and enforcing those certain covenants, conditions and restrictions as provided for in the governing documents of the Association, including but not limited to the following:

- a) Covenants, Conditions and Restrictions for the Organization of Tiffany Park Homeowners, Inc., recorded in Volume 6528, Page 91 of the Official Records of Brazos County, Texas, applicable to Phases Two (2), Three (3), Four (4), Five (5), Six (6), Seven (7), Eight (8), Eight A (8A), and Ten (10) of the Tiffany Park Subdivision;
- b) Amendment, Ratification and Adoption of Covenants, Conditions and Restrictions for Tiffany Park, Phase Two (2), recorded in Volume 9489, Page 3 of the Official Records of Brazos County, Texas;
- c) Declaration of Covenants, Conditions and Restrictions and Ratification of Lienholder for Tiffany Park Subdivision, Phase Eleven (11), recorded in Volume 7179, Page 161 of the Official Records of Brazos County, Texas;
- d) Declaration of Covenants, Conditions and Restrictions and Ratification of Lienholder for Tiffany Park Subdivision, Phase Twelve (12), recorded in Volume 7179, Page 180 of the Official Records of Brazos County, Texas;
- e) Declaration of Covenants, Conditions and Restrictions and Ratification of Lienholder for Tiffany Park Subdivision, Phases Thirteen (13), Fourteen (14) and Fifteen (15), recorded in Volume 8774, Page 92 of the Official Records of Brazos County, Texas;
- f) and all amendments, modifications and supplements thereto (collectively the "Declaration"); and

~~WHEREAS, pursuant to Article XV of the Bylaws, this Amendment has been approved by at least three-fourths (3/4) of the Members of the Association;~~

*with Secy
open advice
of attorney*

WHEREAS, Chapter 209 of the Texas Property Code has been amended to add and revise numerous provisions regarding board of director meetings and Association elections (the "Provisions"), with effective dates of September 1, 2011 and January 1, 2012; and

WHEREAS, the Board of Directors of the Association ("Board") has determined that it is in the best interest of the owners of lots in Tiffany Park subdivision who are members of the Association ("Members") and the Association to set forth changes to the Bylaws in order to comply with the Provisions; and

WHEREAS, the Board intends that to the extent that the terms of this Amendment conflict with the Bylaws, the Declaration, or any other dedicatory instrument of the Association, the terms of this Amendment shall control;

NOW, THEREFORE, the Board has duly adopted the following revisions to the Bylaws:

1. BOARD MEETINGS.

- A. OPEN BOARD MEETINGS. Regular and special meetings of the Board shall be open to all Members, subject to the right of the Board to adjourn a Board meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the Association's attorney, matters involving the invasion of privacy of individual Members or owners, or matters that are to remain confidential by request of the affected parties and agreement of the Board. Following an executive session, any decision made in the executive session must be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual Members or owners, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary must include a general explanation of expenditures approved in executive session.
- B. MINUTES OF BOARD MEETINGS. The Board shall keep a record of each regular or special Board meeting in the form of written minutes of the meeting. The Board shall make meeting records, including approved minutes, available to a Member for inspection and copying on the Member's written request to the Association's managing agent at the address appearing on the most recently filed management certificate or, if there is not a managing agent, to the Board.
- C. NOTICE OF BOARD MEETINGS. Members shall be given notice of the date, hour, place, and general subject of a regular or special Board meeting, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be:
- i. mailed to each Member not later than the 10th day or earlier than the 60th day before the date of the meeting; or
 - ii. provided at least 72 hours before the start of the meeting by:
 1. posting the notice in a conspicuous manner reasonably designed to provide notice to Members:
 - a. in a place located on the Association's common property or, with the Member consent, on other conspicuously located privately owned property within the subdivision; or
 - b. on any Internet website maintained by the Association or other Internet media; and
 2. sending the notice by e-mail to each Member who has registered an e-mail address with the Association.
- D. RECESS OF BOARD MEETINGS. If the Board recesses a regular or special Board meeting to continue the following regular business day, the Board is not required to post notice of the continued meeting if the recess is taken in good faith and not to circumvent this section. If a regular or special Board meeting is continued to the following regular business day, and on that following day the Board continues the meeting to another day, the Board shall give notice of the continuation in at least one manner prescribed by Section C(ii)(1) above within two hours after adjourning the meeting being continued.

- E. BOARD MEETINGS WITHOUT NOTICE. The Board may meet by any method of communication, including electronic and telephonic, without prior notice to owners under Section C above, if each director may hear and be heard by every other director, or the Board may take action by unanimous written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate Board action. Any action taken without notice to Members under Section C above must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special Board meeting. The Board may NOT, without prior notice to Members under Section C above, consider or vote on:
- i. fines;
 - ii. damage assessments;
 - iii. initiation of foreclosure actions;
 - iv. initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety;
 - v. increases in assessments;
 - vi. levying of special assessments;
 - vii. appeals from a denial of architectural control approval; or
 - viii. a suspension of a right of a particular Member before the Member has an opportunity to attend a Board meeting to present the Member's position, including any defense, on the issue.

2. NOTICE OF ELECTION OR ASSOCIATION VOTE

- A. Not later than the 10th day or earlier than the 60th day before the date of an election or vote, the Association shall give written notice of the election or vote to:
- i. each Member in the Association, for purposes of an association-wide election or vote; or
 - ii. each Member in the Association entitled under the Declaration or Bylaws or other dedicatory instrument to vote in a particular representative election, for purposes of a vote that involves election of representatives of the Association who are vested under the dedicatory instruments of the Association with the authority to elect or appoint Board members of the Association.

3. RECOUNT OF VOTES

- A. Any Member may, not later than the 15th day after the date of the meeting at which the election was held, require a recount of the votes. A demand for a recount must be submitted in writing either:
- i. by certified mail, return receipt requested, or by delivery by the United States Postal Service with signature confirmation service to the Association's mailing address as reflected on the latest management certificate filed under Section 209.004; or
 - ii. in person to the Association's managing agent as reflected on the latest management certificate filed under Section 209.004 or to the address to which absentee and proxy ballots are mailed.
- B. The Association shall, at the expense of the Member requesting the recount, retain for the purpose of performing the recount, the services of a person

qualified to tabulate votes under this subsection. The Association shall enter into a contract for the services of a person who:

- i. is not a Member of the Association or related to a Member of the association Board within the third degree by consanguinity or affinity, as determined under Chapter 573, Government Code; and
 - ii. is:
 1. a current or former:
 - a. county judge;
 - b. county elections administrator;
 - c. justice of the peace; or
 - d. county voter registrar; or
 2. a person agreed on by the Association and the persons requesting the recount.
- C. Any recount under Subsection A must be performed on or before the 30th day after the date of receipt of a request and payment for a recount in accordance with Subsections A and B. If the recount changes the results of the election, the Association shall reimburse the requesting Member for the cost of the recount. The Association shall provide the results of the recount to each Member who requested the recount. Any action taken by the Board in the period between the initial election vote tally and the completion of the recount is not affected by any recount.

4. BALLOTS

- A. Any vote cast in an election or vote by a Member must be in writing and signed by the Member.
- B. Electronic votes cast under Section 209.00592 constitute written and signed ballots.
- C. In an Association-wide election, written and signed ballots are not required for uncontested races

5. RIGHT TO VOTE

- A. Any provision in the Bylaws, the Declaration or any other dedicatory instrument of the Association that would disqualify a Member from voting in an Association election of Board members or on any matter concerning the rights or responsibilities of the Member is void.

6. BOARD MEMBERSHIP

- A. Except as provided by this section, any provision in the Bylaws, the Declaration or any other dedicatory instrument of the Association that restricts a Member's right to run for a position on the Board of the Association is void.
- B. If the Board is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a Board member has been convicted of a felony or crime involving moral turpitude, the Board member is immediately ineligible to serve on the Board of the Association, automatically considered removed from the Board, and prohibited from future service on the Board.

7. VOTING AND QUORUM

- A. The voting rights of a Member may be cast or given:
 - i. in person or by proxy at a meeting of the Association;

- ii. by absentee ballot in accordance with this section;
- iii. by electronic ballot in accordance with this section; or
- iv. by any method of representative or delegated voting provided by the Bylaws or Declaration.

B. An absentee or electronic ballot:

- i. may be counted as a Member present and voting for the purpose of establishing a quorum only for items appearing on the ballot;
- ii. may not be counted, even if properly delivered, if the Member attends any meeting to vote in person, so that any vote cast at a meeting by a Member supersedes any vote submitted by absentee or electronic ballot previously submitted for that proposal; and
- iii. may not be counted on the final vote of a proposal if the motion was amended at the meeting to be different from the exact language on the absentee or electronic ballot.

C. A solicitation for votes by absentee ballot must include:

- i. an absentee ballot that contains each proposed action and provides an opportunity to vote for or against each proposed action;
- ii. instructions for delivery of the completed absentee ballot, including the delivery location; and
- iii. the following language: "By casting your vote via absentee ballot you will forgo the opportunity to consider and vote on any action from the floor on these proposals, if a meeting is held. This means that if there are amendments to these proposals your votes will not be counted on the final vote on these measures. If you desire to retain this ability, please attend any meeting in person. You may submit an absentee ballot and later choose to attend any meeting in person, in which case any in-person vote will prevail."

D. For the purposes of this section, "electronic ballot" means a ballot:

- i. given by:
 - 1. e-mail;
 - 2. facsimile; or
 - 3. posting on an Internet website;
- ii. for which the identity of the Member submitting the ballot can be confirmed; and
- iii. for which the Member may receive a receipt of the electronic transmission and receipt of the owner's ballot.

E. If an electronic ballot is posted on an Internet website, a notice of the posting shall be sent to each Member that contains instructions on obtaining access to the posting on the website.

8. ELECTION OF BOARD MEMBERS

- A. Notwithstanding any provision in the Bylaws or the Declaration, any Board member whose term has expired must be elected by Members who are members of the Association. A Board member may be appointed by the Board only to fill a vacancy caused by a resignation, death, or disability. A Board member appointed to fill a vacant position shall serve the unexpired term of the predecessor Board member.
- B. This section does not apply to the appointment of a Board member prior to Turnover (as that term is defined in the Bylaws).


9. TABULATION OF AND ACCESS TO BALLOTS

- A. A person who is a candidate in an Association election or who is otherwise the subject of an Association vote, or a person related to that person within the third degree by consanguinity or affinity, as determined under Chapter 573, Government Code, may not tabulate or otherwise be given access to the ballots cast in that election or vote except as provided by this section.
- B. A person other than a person described by Subsection A may tabulate votes in an Association election or vote but may not disclose to any other person how an individual voted.
- C. A person other than a person who tabulates votes under Subsection B, including a person described by Subsection A, may be given access to the ballots cast in the election or vote only as part of a recount process authorized by law.

(SECRETARY'S CERTIFICATE ON FOLLOWING PAGE)

CERTIFICATE

I, John Bush do hereby certify that I am the duly elected and acting Secretary of the Organization of Tiffany Park Homeowners, Inc., and that the above and foregoing Amendment to the Organization of Tiffany Park Homeowners, Inc., was adopted by the Board of Directors on May 11, 2012.


John Bush, Secretary

STATE OF TEXAS §
 §
COUNTY OF BRAZOS §

This instrument was acknowledged before me on the 15 day of May, 2012 by John Bush, Secretary of Organization of Tiffany Park Homeowners, Inc., a Texas non-profit corporation.





AFTER RECORDING RETURN TO:

Organization of Tiffany Park Homeowners
PO Box 3861
Bryan, TX 77805-3861