

HAYDEN LAKES COMMUNITY ASSOCIATION, INC.
QUORUM BYLAW AMENDMENT

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

WHEREAS Hayden Lakes Community Association, Inc., (hereinafter the “ Association”) is a Texas nonprofit corporation and the governing body of Hayden Lakes, Sections 1-11, additions in Harris County, Texas, according to the maps or plats thereof, recorded in the Map Records of Harris County, Texas, under Clerk’ s File Nos. 20140383189, 20140383190, 20140383191, 20150035841, 20150035842, 20150008739, 20150362211, 20150387177, 20150469728, 20150420670, and RP-2017-447477, respectively, along with any replats thereto and along with any other real property brought under the Association’ s jurisdiction (hereinafter the “Subdivision”); and,

WHEREAS the Association is governed by the Bylaws of the Hayden Lakes Community Association, Inc., recorded in the Real Property Records of Harris County, Texas, under Document No. 20140449418, along with any amendments thereto (hereinafter the “ Bylaws”); and,

WHEREAS 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 unless: the corporation’s formation document wholly or partly reserves that power exclusively to the corporation’s members; or, the management of the corporation is vested in the corporation’s members; or, if in amending, repealing, or adopting a bylaw, the corporation’s members expressly provided that the board of directors may not amend or repeal the bylaw; and,

WHEREAS the Association’s Articles of Incorporation do not wholly or partly reserve the power to amend the Bylaws exclusively to the Association’s members; and,

WHEREAS the management of the Association is vested in the Association’s board of directors, and not in the Association’s members; and,

WHEREAS in amending, repealing, or adopting the bylaws, the Association’s members have never expressly provided that the board of directors may not amend or repeal such bylaws; and,

WHEREAS there is a need to amend the Bylaws regarding quorum, so as to better serve the Association’s purposes by providing for and facilitating the holding of meetings of the Association’s Members; and,

WHEREAS this Quorum Bylaw Amendment replaces, repeals, and overrules, any other conflicting, prior, or existing amendment to the Bylaws, concerning the same subject matter (i.e., quorum for meetings of the Members); 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 II, Section J of the Bylaws, “Quorum,” which previously read

J. Quorum.

Except as otherwise provided in these Bylaws or in the Declaration, the presence in person, or by proxy, of Members representing ten percent (10%) of the total eligible votes in the Association shall constitute a quorum at all meetings of the Association. If the required quorum is not present, another meeting may be called subject to the same notice requirements, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the initial or first meeting.

The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment.

is amended to read and now reads:

J. Quorum.

The presence (in person, by proxy, or by approved absentee ballot) of Members entitled to cast ten percent (10%) of the total votes allocated to Members in the Association shall constitute a quorum at all meetings of the Association, except as otherwise provided in the Articles, the Restrictions, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the presiding officer, or a majority of the Members who are present at such meeting, may adjourn the meeting and immediately reconvene the meeting without notice other than announcement at the meeting; at the reconvened meeting, the required quorum shall be one-half (1/2) of the previously required quorum. The presiding officer, or a majority of the Members who are present at such meeting, shall have the power to adjourn and recall the meeting as many times as it takes to achieve a quorum by reducing the quorum requirement each time by fifty percent (50%). Any business that might have been transacted at the originally called meeting may be transacted at any reconvened meeting.

CERTIFICATION

“I, the undersigned being a Director of Hayden Lakes Community Association, Inc., hereby certify that the foregoing was approved by at least a majority of Hayden Lakes Community Association, Inc.’s Board of Directors, at a properly noticed open meeting of the Board of Directors, at which at least a quorum of the Board of Directors was present.”

By: _____

Date: _____

Print Name: _____

Title: _____

STATE OF TEXAS

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COUNTY OF HARRIS

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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 they executed the same for the purpose and 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 ____ day of _____, 2026, to certify which witness my hand and official seal.

Notary Public for the State of Texas