RP-2025-18114
01/16/2025 ER $41.00

B-1222-B.1

CERTIFICATE OF AMENDMENT
to the BYLAWS of

NORTH VILLAGE GREEN I ASSOCIATION, INC.

This Amendment to the Bylaws of North Village Green I Association, Inc. amends those certain "BYLAWS OF NORTH VILLAGE GREEN I ASSOCIATION, INC." recorded on January 8, 2025, under Harris County Clerk's File No. RP-2025-7496 of the Harris County Real Property Records.

The undersigned Officer of **NORTH VILLAGE GREEN I ASSOCIATION, INC.**, a Texas non-profit corporation ("Association"), does hereby certify, that at a regular meeting of the Board of Directors ("Board") of the Association held on **January 11, 2025**, with at least a majority of the Board of Directors being present, the following AMENDMENTS TO THE BYLAWS of the Association were adopted and approved by a majority vote of the Board of Directors:

WHEREAS, pursuant to that certain "Condominium Declaration for Hamilton Court Condominiums" recorded on July 10, 1979 under Harris County Clerk File No. G164134 and Volume 100, Page 110 of the Condominium Real Property Records of Harris County, Texas, together with all amendments thereto (the "Declaration"), Articles of [Re]-Incorporation of the Association filed November 7, 1997 ("Articles Incorp."), the Bylaws ("Bylaws") of the Association, the Association, acting by and through the Board, is responsible for governance and maintenance of NORTH VILLAGE GREEN I, a condominium regime, and the restrictive covenants set forth therein governing the Condominium Regime; and

WHEREAS, (i) Article IV(i) and IX of the Articles Incorp. provides the Association certain rights and powers, to be exercised by its Board of Directors, including without limitation, the rights and powers conferred upon non-profit corporations by the laws of the State of Texas in effect from time to time and all powers necessary, appropriate, or advisable to perform any purpose or duty of the Association as set out in the Articles, the Bylaws or the laws of the State of Texas; and (ii) Article II, Section 8(b), 8(d) and 8(e) of the Bylaws grants to the Board of Directors the power to exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of the Bylaws, Articles, or the Declaration; and

WHEREAS, Texas Property Code Section 82.102(a)(1) provides that the Board of Directors of a condominium association may adopt and amend Bylaws of the Association; and further, Section 22.102(c) of the Texas Business Organization Code provides that the Board of Directors of a non-profit corporation may amend or repeal the bylaws, or adopt new bylaws of the corporation, unless (i) Chapter 22 of the Texas Business Organization Code or the corporation's certificate of formation wholly or partly reserves the power exclusively to the corporation's members; (ii) the management of the corporation is vested in the corporation's members; or (iii) in amending, repealing, or adopting a bylaw, the members expressly provide that the board of directors may not amend or repeal the bylaws; and

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WHEREAS, (i) neither Chapter 22 of the Texas Business Organization Code or the Association's Articles of Incorporation exclusively reserve the power to amend the Bylaws in the Association's members; (ii) the management of the Association is vested in the Board of Directors, not the Association's members; and (iii) the initial Bylaws of the Association were adopted by the Association's Board of Directors, and no subsequent amendment provided that the Board of Directors could not amend or repeal the Bylaws; and

WHEREAS, pursuant to the authority provided by Section 22.102(c) of the Texas Business Organization Code, Texas Property Code Section 82.102(a)(1), and Section 204.010(a)(1), the Board of Directors has deemed it necessary to amend the Bylaws of the Association.

NOW, THEREFORE, BE IT RESOLVED, the Board of Directors on behalf of the Association hereby adopts the following Amendments to the Bylaws of the Association from and after the effective date set forth below, as follows:

AMENDMENTS TO THE BYLAWS of
North Village Green I Association, Inc.

RESOLVED, that *Article I., Section 3 and 5*, of the Bylaws shall be amended by deleting same in its entirety and replacing same with the following:

> Section 3. Regular Meetings of Members. There shall be a regular annual meeting of Unit Owners held during the month of February in each calendar year to be held at such place in Houston, Texas, on such date and time set by the board of directors and specified in a written notice of the meeting which shall be given to all Unit Owners at least ten (10) days prior to the date of such meeting.
>
> Section 5. Notice of Meetings. Notices of meetings may be delivered personally or by U.S. Mail to a Unit Owner at the address of Unit, an alternate address provided in writing to the Association by a Unit Owner, or by facsimile number or electronic message address provided by the Unit Owner to the Association or to which the Unit Owner has consented, and as set forth in TEX. BUS. ORGANIZATIONS CODE, Chapter 22, Section 6.051 [General Notice Requirements, Non-profit Corporations].

FURTHER RESOLVED, that *Article II., Sections 1 and 2* of the Bylaws shall be amended by deleting same in its entirety and replacing same with the following:

> Section 1. Number, Election and Term of Office. The Board of Directors of the Association (referred to herein as the "Board") shall consist of five (5) members (hereinafter referred to as "Directors"). Directors shall be elected at the regular annual meeting of Association members by the vote of Unit Owners. At each annual meeting of members, there shall be elected (2) Directors in each odd numbered calendar year and two (3) Directors shall be elected in each even numbered calendar year, and each elected Director is for a two-year term.

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Section 2-1. Qualifications. A Director shall be a Unit Owner or the lawful spouse of a Unit Owner each of whom shall be an eligible voting Unit Owner of the Association or the written designee by an eligible voting Unit Owner which is not a natural person to act on such member Unit Owner's behalf and the designee must be an officer, director or individual possessing an ownership interest in the entity Unit Owner. If a Director ceases to meet such qualifications during his/her term, they shall then cease to be a Director and their place on the Board shall be deemed vacant.

Section 2-2. Nominations to Board. Nominations for election to the Board of Directors shall be made by the Board of Directors, which nominees shall be listed in or included with the notice of each annual meeting of Unit Owners. Nominations may also be made from the floor at each annual meeting. There shall be as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies are to be filled. Such nominations shall be made from among eligible voting Unit Owners of the Association or an eligible Unit Owner's designee in the case of non-natural person Unit Owner.

FURTHER RESOLVED, that *Article II., Sections 3, 5 and 7* of the Bylaws shall be amended by deleting same in its entirety and replacing same with the following:

Section 3. Vacancies. In the case of a vacancy in the Board by resignation, death, or incapacity to serve of any Director, the vacancy shall be filled by the appointment, by affirmative vote of a majority of the remaining Directors then in office though less than a quorum of the entire Board, and any Directors so appointed shall hold office for the remainder of the unexpired term or until their successors are elected and have qualified. Any vacancy created by removal of a Director at special meeting of the Board held for such purpose shall be filled by the appointment, by affirmative vote of a majority of the remaining Directors then in office though less than a quorum of the entire Board, and any Director so appointed shall hold office for the remainder of the unexpired term or until their successors are elected and have qualified. Any vacancy created by the removal of a Director at any special meeting of members held for such purpose shall be filled by the vote of the members at the meeting where the Director is removed.

Section 5. Removal of Directors. Any Director may be removed from office for cause at any special meeting of Unit Owners by a vote of two-thirds (2/3) of the Unit Owners. Without regard to the foregoing, any Director who is absent from three (3) consecutive meetings of the Board or who is absent from three (3) meetings of the Board during any one (1) calendar year, may be removed by the affirmative vote of a majority of those remaining Directors.

Section 7. Quorum. The attendance by three (3) Directors shall constitute a quorum to proceed with a board of directors meeting.

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EFFECTIVE DATE: These AMENDMENTS OF THE BYLAWS shall be effective upon the recordation in the Real Property Records of Harris County, Texas as a dedicatory instrument.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand at Houston, Texas, this 29 day of January, 2025.

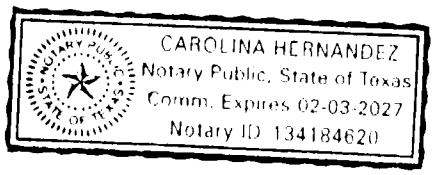
NORTH VILLAGE GREEN I ASSOCIATION, INC., a Texas non-profit corporation

By: _____
Isela A. Deleon
Its: Secretary

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THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 13 day of January, 2025, by *Isela A. Deleon*, secretary of **NORTH VILLAGE GREEN I ASSOCIATION, INC.**, a Texas non-profit corporation, on behalf of said corporation.



Notary Public in and for the State of Texas

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RECORD AND RETURN TO:
Chesney Law Firm, P.L.L.C.
Attn: Wm. S. Chesney III
9225 Katy Freeway Suite 314
Houston, Texas 77024-1501

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Pages 6

01/16/2025 10:25 AM

e-Filed & e-Recorded in the

Official Public Records of

HARRIS COUNTY

TENESHIA HUDSPETH

COUNTY CLERK

Fees $41.00

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RECORDERS MEMORANDUM
This instrument was received and recorded electronically and any blackouts, additions or changes were present at the time the instrument was filed and recorded.

Any provision herein which restricts the sale, rental, or use of the described real property because of color or race is invalid and unenforceable under federal law.
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas.

COUNTY CLERK
HARRIS COUNTY, TEXAS