

**AMENDMENT TO BYLAWS IN REGARDS TO QUORUM,
FOR
VILLAGE OF EMERALD BAY HOMEOWNERS ASSOCIATION, INC.**

WHEREAS, the original Bylaws of VILLAGE OF EMERALD BAY HOMEOWNERS ASSOCIATION, INC. (the "Association") were adopted by the Board of Directors on April 12, 2002 and properly filed of record in the Brazoria County Real Property Records;

WHEREAS, Article XV, Section 15.1 of the Bylaws provides that the "Bylaws may be amended by a vote of a majority of the Board of Directors..."

WHEREAS, Article X, Section 10.4, entitled "Quorum," states in relevant part that, "The presence at the meeting of Members entitled to cast, or of proxies entitled to cast ten percent (10%) of the votes, shall constitute quorum. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid, shall be present or represented."

NOW THEREFORE, Article X, Section 10.4 of the By-Laws is hereby **DELETED AND REPLACED** in its entirety as follows:

"Section 10.4. Quorum. The quorum required for any action authorized to be taken by the Association shall be as follows:

- (a) **Quorum in General:** The presence at annual or special meetings of members, either in person or by proxy, entitled to cast ten percent (10%) of all the votes of the members of the Association, shall constitute a quorum for all purposes at any meeting of the Members, EXCEPT as otherwise provided in the Declaration AND except if a greater quorum or vote of the members is required by law, the Articles of Incorporation, or elsewhere in the Declaration, or these Bylaws.
- (b) **If Quorum Not Met - for Association Business OTHER than Board of Director Elections:** If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.
- (c) **If Quorum Not Met for Board of Director Elections Only:** If quorum is not present or represented, the meeting shall be adjourned without notice other than announcement at the meeting, and immediately reconvened **for the sole purpose of election of directors.** At the reconvened meeting, quorum shall be all those members counted as present whether in person or by proxy, absentee ballot, electronic ballot, or any other method of representative or delegated voting. Directors shall be elected by a majority of those votes."

Nothing herein is intended to alter, modify or amend the Bylaws except as specifically provided hereinabove.

CERTIFICATION

I, the undersigned, am the duly elected and acting President of VILLAGE OF EMERALD BAY HOMEOWNER'S ASSOCIATION, INC., a non-profit corporation, and I do hereby certify:

That the within and foregoing Amendment to Bylaws in Regards to Quorum for VILLAGE OF EMERALD BAY HOMEOWNER'S ASSOCIATION, INC. was properly adopted as of the 10th day of March, 2019, that same, in addition to the Bylaws and any amendments thereto, do now constitute the Bylaws of said corporation.

IN WITNESS WHEREOF, I have executed this Amendment to Bylaws in Regards to Quorum to be effective as of the 10th day of March, 2019.

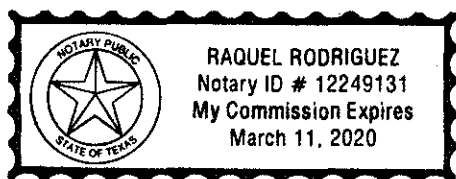
Theron Metz

(Signature)

Theron Metz

(Print Name)

President, VILLAGE OF EMERALD BAY
HOMEOWNER'S ASSOCIATION, INC.



State of Texas
County of Brazoria

[Signature]