

**FIRST AMENDMENT TO THE BY-LAWS
OF**

WALDEN ON LAKE CONROE COMMUNITY IMPROVEMENT ASSOCIATION, INC.

WHEREAS, the By-Laws of Walden on Lake Conroe Community Association, Inc. were executed on May 24, 2007 and filed of record on July 10, 2007 in the Official Public Records of Real Property at Montgomery County, Texas under Clerk's File No. 2007-079939 and Film Code No. 389-11-0560, et seq.;

WHEREAS, Article XV, Section 1 of the By-Laws provides that said document may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy or by the Board of Trustees; and

WHEREAS, at a regular/special meeting of the Board of Trustees, a majority of the Board of Trustees voted to amend the following provisions of the By-Laws;

NOW THEREFORE, Article III, Section 3 is hereby AMENDED to DELETE the last sentence as follows:

~~"Notice of annual meeting shall not be required, but may be given in a like manner."~~

NOW THEREFORE, Article IV, Section 1 is hereby AMENDED to read as follows:

Section 1. Board of Trustees. EFFECTIVE THE FOURTH SATURDAY OF JANUARY 2013, the Board of Trustees shall begin to transition from having nine (9) members to having seven (7) members. The transition shall occur in the following fashion:

- (a) In the election occurring in 2012, two (2) Trustees shall be elected to the Board for a three (3) year term beginning the fourth Saturday of January 2013. From that point forward through 2013, the Board shall consist of a maximum of eight (8) Trustees.
- (b) In the election occurring in 2013, two Trustees shall be elected to the Board for a three (3) year term beginning the fourth Saturday of January 2014. From that point forward through 2014, the Board shall consist of a maximum of seven (7) Trustees.
- (c) In the election occurring in 2014, three Trustees shall be elected to the Board for a three (3) year term beginning the fourth Saturday of January 2015.

- (d) In each Annual Election thereafter, either three (3) Trustees shall be elected for a three (3) year term each or two (2) Trustees shall be elected for a three (3) year term each, beginning the fourth Saturday of January following the election.

NOW THEREFORE, Article IV, Section 4 is hereby AMENDED to read as follows:

Section 4. Positions. Effective the fourth Saturday of January 2013, the Board of Trustees shall begin its transition to seven (7) members or positions, with the transition ending the fourth Saturday of January 2014 with a seven (7) position Board consisting of three (3) separate classes. One class consisting of three (3) Trustees, a second class consisting of two (2) Trustees serving a three year (3) year term and a third class consisting of two (2) Trustees serving a three (3) year term.

NOW THEREFORE, Article IV, Section 5 is hereby AMENDED to DELETE #2 and #3 as follows:

- ~~2. Any Trustee who fails to timely pay maintenance charges after being notified in writing by the Association that such charges are overdue;~~
- ~~3. Any Trustee who fails to correct any deed restriction violation upon written notification by the Association of such violation and a demand to cure;~~

NOW THEREFORE, Article IV, Section 5 is AMENDED to ADD the following provision to read as follows:

C. Lack of Candidate Applicants. If the number of candidate applicants at any election is less than the number of open positions to be filled by that election, the Board may decide to fill any positions remaining open after the election at any subsequent Board meeting. Any vacancy so created will be filled by a candidate recommended by the Nominating Committee and approved by the majority of the Trustees attending that meeting. This Trustee will serve the balance of the three year term, starting the January meeting they would have been seated if they had been elected at the election.

NOW THEREFORE, Article IV, Section 9 is hereby DELETED in its entirety as follows:

~~Section 9. Term Limitations. A Member shall not serve as a Trustee if that Member has previously served two (2) consecutive terms [of three (3) years each] immediately preceding his election to a third term; PROVIDED HOWEVER that any Trustee serving an unexpired term shall~~

~~not have any portion of that unexpired term computed in calculating time served as a Trustee; and PROVIDED FURTHER that any Member who has not served as a Trustee within the preceding Three Hundred Sixty Five (365) days to such election shall be eligible for election to the Board of Trustees.~~

NOW THEREFORE, Article V, Section 1 is hereby AMENDED to read as follows:

Section 1. Annual Elections. At the Annual Elections to be held the first Saturday of November in 2012 and 2013, the Members shall elect two (2) Trustees each for three (3) year terms. In the election occurring in 2014, three Trustees shall be elected to the Board for a three (3) year term beginning the fourth Saturday of January 2015. In each Annual Election thereafter, either three (3) Trustees shall be elected for a three (3) year term each or two (2) Trustees shall be elected for a three (3) year term each. The Board of Trustees may elect to outsource the entire election process to an independent organization at any time.

NOW THEREFORE, Article V, Section 2 is hereby AMENDED read as follows:

Section 2. Filing for Candidacy/Candidate Application. Any member of the Association may obtain an application from the Association to stand as a candidate for the position of Trustee. The Association shall make such candidate applications available during regular business hours from the first business day on or after August 15. Such candidate application shall require the candidate's name, telephone number, street address, and street address of each property owned in Walden.

NOW THEREFORE, Article V, Section 3 is hereby AMENDED to read as follows:

Section 3. Filing Deadline. No candidate application shall be distributed by the Association prior to the first business day on or after August 15. A candidate application may be delivered to the Association's office only during regular business hours or may be mailed postage prepaid to the Association's office and addressed as follows: Walden on Lake Conroe C.I.A., 13301 Walden Road, Montgomery, Texas 77356. No candidate application mailed to the Association's office shall be accepted by the Association if that candidate application is received later than 5:00 p.m. on the first business day on or after September 15. No candidate application shall be received by the Association without all of the requisite candidate information. Only the candidate application form provided by the Association shall be employed in the election process and no other candidate application form shall be accepted by the Association.

NOW THEREFORE, Article V, Section 5 is hereby AMENDED to read as follows:

Section 5. Voting. The Association shall hold a general election for the Trustee positions annually on the first Saturday of November beginning in 2012.

- (a) All voting shall be by written ballot, signed by the member. Voting may also be cast by electronic ballot in compliance with Texas Property Code Section 209.00592(d).

NOW THEREFORE, Article V, Section 8 is hereby AMENDED to ADD the following provision to read as follows:

- (e) Any member requiring a recount of the votes shall follow the provisions of Texas Property Code Section 209.0057.

NOW THEREFORE, Article VI, Section 4 is hereby AMENDED to read as follows:

Section 4. Meetings and Records. Meetings shall be conducted and records shall be maintained in accordance with the Texas Property Code and Texas Business Organizations Code. Regular and special board meetings must be open to members, subject to the right of the board to adjourn a board meeting and reconvene in closed executive session.

NOW THEREFORE, Article VI, Section 2 is hereby AMENDED to read as follows:

Section 2. Special Meetings. Special Meetings of the Board of Trustees shall be held when called by the President of the Association or by any trustee after not less than ten (10) or more than sixty (60) days notice to the members. Notice to members may also be given as provided by Texas Property Code Section 209.0051(e).

NOW THEREFORE, Article VII, Section 1, is hereby PARTIALLY AMENDED to read as follows:

Section 1. Powers. The Board of Trustees shall have the power to:

- (a) Suspend the right to the use of any facilities or services provided by the Association of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for an infraction of published rules and regulations or for violations of applicable deed restrictions.

NOW THEREFORE, Article X is hereby AMENDED to read as follows:

The books and records of the Association shall be made available according to Texas Property Code §209.005, any amendments thereto, and any policy adopted by the Association.

NOW THEREFORE, Article XI is hereby PARTIALLY AMENDED and PARTIALLY DELETED to read as follows:

All annual assessments not paid in full within Forty-Five (45) days after the due date, shall be subject to a late charge of FIFTY DOLLARS (\$50.00), which shall be added to the amount of the delinquent assessment. Such late charge may be imposed on each year's delinquent assessments

A payment received by the Association shall be applied according to Texas Property Code Section 209.0063, and any amendments thereto.

~~In the event a lot owner becomes delinquent in the payment of any maintenance fees and a suit for the collection of those fees has been commenced in a court of competent jurisdiction, then any monies paid to and received by the Association or its agents shall be applied in the following order, sequence, and priorities:~~

- ~~1. Payment of attorneys' fees, filing fees, court costs, other costs and expenses incurred by Walden in the collection process;~~
- ~~2. Then payment of accrued late charges, penalties, and accrued interest; and~~
- ~~3. The remainder to assessed and unpaid maintenance fees.~~

NOW THEREFORE, Article XVI, Section 3 is hereby AMENDED to read as follows:

Section 3. Conflict. The 2007 Revised By-Laws and any Amendments thereto shall supersede, modify, amend, and replace all preceding and prior By-Laws.

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

CERTIFICATION

I, the undersigned, am the duly elected and acting Secretary of WALDEN ON LAKE CONROE COMMUNITY IMPROVEMENT ASSOCIATION, INC., a non-profit corporation, and I do hereby certify:

That the within and foregoing First Amendment to the By-Laws of Walden on Lake Conroe Community Improvement Association, Inc., was properly adopted as of the 23RD day of July, 2012, that same, in addition to the By-Laws and amendments thereto, do now constitute the By-Laws of said corporation.

IN WITNESS WHEREOF, I have executed this First Amendment to the By-Laws to be effective as of the 23RD day of July, 2012.

Sam Lincoln
(Signature)

Sam Lincoln
(Print Name)

Secretary, Walden on Lake Conroe
Community Improvement
Association, Inc.

THE STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §



BEFORE ME, the undersigned notary public, on this day personally appeared *Sam Lincoln*, Secretary of Walden on Lake Conroe Community Improvement Association, Inc., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purpose and in the capacity therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME on this the 23 day of July, 2012, to certify which witness my hand and official seal.

Brenda Seidenberg
Notary Public – State of Texas

AFTER RECORDING, RETURN TO:
DAUGHTRY & JORDAN, P.C.
17044 El Camino Real
Houston, Texas 77058
Attn: Sipra Boyd

FILED FOR RECORD

08/08/2012 1:56PM



COUNTY CLERK
MONTGOMERY COUNTY, TEXAS

RECORDER'S MEMORANDUM:

At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All black-outs, additions and changes were present at the time the instrument was filed and recorded.

STATE OF TEXAS
COUNTY OF MONTGOMERY

I hereby certify this instrument was filed in file number sequence on the date and at the time stamped herein by me and was duly RECORDED in the Official Public Records of Montgomery County, Texas.

08/08/2012



County Clerk
Montgomery County, Texas