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**AMENDED AND RESTATED**  
**AMENDMENT TO BYLAWS**  
**OF**  
**MIRA LAGOS HOMEOWNERS ASSOCIATION, INC.**

**STATE OF TEXAS**                   §  
  § **KNOW ALL MEN BY THESE PRESENTS:**  
**COUNTIES OF TARRANT**       §  
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  §  
  §  
**& DALLAS**

This AMENDED AND RESTATED AMENDMENT TO THE BYLAWS OF MIRA LAGOS HOMEOWNERS ASSOCIATION, INC. ("**Amendment**") is made effective this 10<sup>th</sup> day of May, 2011;

WITNESSETH:

**WHEREAS**, that certain Declaration of Covenants, Conditions and Restrictions for Mira Lagos was recorded October 29, 2002, in Volume 16091, Pages 0021.001 through 0021.067 of the Deed Records of Tarrant County, Texas (this instrument together with amendments and supplements thereto hereinafter called the "**Declaration**"); and

**WHEREAS**, Mira Lagos Homeowners Association, Inc., a Texas nonprofit corporation (the "**Association**"), was formed as a Texas nonprofit corporation by Articles of Incorporation executed December 30, 2003, and filed with the Secretary of the State of Texas on March 30, 2004 to administer and enforce the covenants contained in the Declaration; and

**WHEREAS**, Bylaws were promulgated for the Association December 30, 2003, and duly filed of record in the Real Property Records of Tarrant County, Texas ("**Bylaws**"); and

**WHEREAS**, an Amendment to Bylaws of Mira Lagos Homeowners Association, Inc. dated September 18, 2009, was recorded on September 21, 2009, as Instrument No. D209251551 in the Real Property Records of Tarrant County, Texas (hereafter called the "**First Amendment**"), and

**WHEREAS**, Article IX of the Bylaws of Mira Lagos Homeowners Association, Inc. provides that "The power to alter, amend or repeal these Bylaws shall be vested in the Board."; and

**WHEREAS**, the Board of Mira Lagos Homeowners Association, Inc., by this resolution unanimously signed by all Board Members desire to amend, supplement, and restate the First Amendment to the Bylaws as set forth herein;

**NOW, THEREFORE, BE IT RESOLVED**, that the First Amendment to the Bylaws of Mira Lagos Homeowners Association, Inc. is hereby replaced, amended and restated as follows:

1. Number of Directors. Section 1 of Article IV of the Bylaws which currently reads as follows:

"**Section 1. Number.** The affairs of this Association shall be managed by a Board of three (3) directors, who need not be Members of the Association."

is hereby amended to read as follows:

"**Section 1. Number.** The affairs of this Association shall be managed by a Board of not less than five (5) directors, all of whom, except for the members of the first Board, must be Owners or, where such Owner is not an individual person, an officer, director, shareholder, partner or representative of an Owner. The number of directors may be changed by amendment of these Bylaws."

2. Term of Office. Section 2 of Article IV of the Bylaws which currently reads as follows:

"**Section 2. Term of Office.** Each Director shall be elected for a term of three (3) years. Each Director shall hold office for the term for which he or she is elected and until his or her successor shall be elected and qualified unless soon removed as provided in these Bylaws."

is hereby amended to read as follows:

"**Section 2. Term of Office.** From and after the effective date of this Amendment Directors of Mira Lagos Homeowners Association shall be elected for terms of office as follows:

- The three initial directors ("Developer Members") shall be elected or appointed by the Declarant until after the Conversion Date after which all directors shall be elected by the Class A Members.
- Until the Conversion Date two members of the Board ("Owner Members") will be selected via on-line poll of the HOA members to serve from October 15, 2009, until the annual meeting to occur in the spring of 2011.
- At the 2011 annual meeting two Owner Members will be elected, the party receiving the greatest number of votes to serve for a two year term and the one receiving the next highest number of votes to serve for a one year term.
- Thereafter the directors will be elected at each annual meeting to fill the vacancy of expiring terms to serve for two year terms.

- After the Conversion Date all five directors will be Owner Members. At the first election after the Conversion Date the three persons receiving the highest number of votes will serve for two years. The party receiving the next highest number of votes will serve for one year. The Owner Member whose two year term is not then expired will continue in office until his term expires at which time his position will be filled for a two year term.

3. Qualifications and Conditions of Office. The following provision is added to the Bylaws as Section 5 of Article IV:

**Section 5. Qualifications and Conditions of Office.** The following rules as to qualifications and conditions for directors of the Association shall govern the election to the Board and conduct of Board members:

- All nominees must be in good standing in order to be qualified for election to, and continued service on the Board. "Good standing" includes [i] such member shall not be delinquent in assessments, fees, or fines as reflected on the member's account with the Association; [ii] the property of such member shall not have uncured violations of the restrictive covenants to which his property is subject and of which he has received written notice from the Association or management company.
- Persons qualified to be elected to the Board must be owners. Tenants or other occupants are not qualified. This does not include a husband or wife of the person shown in the public records to hold title. A spouse of the record owner is qualified to serve.
- After their election, Owner Members will be required to attend an orientation and quarterly Board meetings during regular office hours, as well as quarterly committee chair meetings. Each Owner Member will also be required to be a participating member of a committee.
- Each director will be required, immediately after election, to sign a Code of Conduct to be promulgated by the Board. This agreement may be amended and updated from time to time by the Board with each member agreeing to abide by the Code as changed.
- Section 3 of Article IV is hereby supplemented and amended to provide that a Director may be removed from the Board for cause, by a majority vote of the Board. Cause for removal includes violation of the above requirements and further includes, without limitation, [i] public communications, offensive, drunken, or disorderly conduct, violation of law, or other conduct which, in the opinion of a majority of the Board, is detrimental to the reputation of the Association and community; [ii] violation of, or refusal to abide by, the Articles, Bylaws, Declaration, or rules and policies promulgated by the Board after reasonable written notice; [iii] conduct calculated, in the opinion of a majority of the Board, to disrupt the harmony of the community or the conduct of business of the Board or Association including verbal or written attacks on other Board members; and [iv] failure to sufficiently exercise the duties and

assignments accompanying the position as Director. A Declarant Director removed under this provision shall be replaced by the Declarant. A Member Director removed under this provision shall be replaced by a majority of the Board not including such removed director. The removed director will be replaced with 60 days from date of removal and will serve until the next annual meeting.

4. Director's Proxy. The following provision is added to the Bylaws as Section 6 of Article IV:

**Section 6. Voting in Person or by Proxy.** A director may vote in person or by proxy in accordance with Section 22.215 of the Business Organizations Code ("BOC") codifying Article 1396-2.17D of the Texas Non-Profit Corporation Act. Per BOC Section 22.213(b) a director present by proxy at a meeting may not be counted toward a quorum. A director proxy must be in writing, executed by the director giving the proxy, and maintained on file by the Secretary of the Association or the management company which maintains the Association records. Per BOC Section 22.216 a proxy expires three months after the date of execution and is revocable by the party granting it. It can be replaced with a new proxy within the three-month time period. A director proxy may be given to more than one director any director holding the proxy may vote for the director granting it. But the directors holding the proxy can vote only once on any issue and, if both are present, must agree or the vote cannot be taken.

5. Actions Without a Meeting. Article IV, Section 9, of the Bylaws is amended and supplemented to read as follows:

**Section 9. Action Taken Without a Meeting.** The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of a majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors. The term "written approval", as used in this Section 9, shall include electronic mail, facsimile mail, or telephone confirmation (if the telephonic response is made to the Secretary or Manager and a written record is made for the minutes of the Association). The Secretary or Manager will advise all Board Members of the results of the vote.

6. Quorum at Meeting of Members. The first sentence of Section 4 of Article III of the Bylaws is hereby amended to provide


Members holding five percent (5%) of the votes of the Members entitled to be cast at a meeting of Members, represented in person or by proxy, shall constitute a quorum for any action to be taken at such meeting.

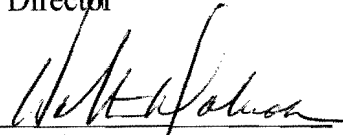
The remainder of Section 4, Article III shall remain unchanged.

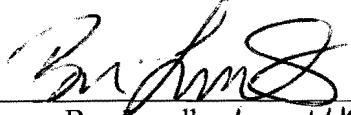
7. Runoff Elections. The following provision is added to the end of Section 5, Article III.

In the event that the election of a director results in a tie, a runoff election will be conducted as follows: [i] During the period of 14 business days following the meeting at which the vote was taken the runoff election process will be commenced (the "Initial Period"). [ii] Within 14 business days after the Initial Period has expired the runoff election process must be concluded (a period, in the aggregate, of 28 business days, being the "Runoff Election Period"). In the process each Member will be given notice and the opportunity to send his or her vote (one vote per lot) to the Association by mail, electronic mail, fax, or personal delivery. The votes, including those sent by regular mail, will be deemed received only upon actual receipt. In the runoff election process there will be no quorum or minimum vote requirements, the number of votes actually received being determinative whether many or few. If there has been a tie between candidates for election to the Board, the person receiving the most runoff votes at the end of the Runoff Election Period will be seated as a Director. If there has been a tie between candidates for the term of office for which they have been elected, the person receiving the most runoff votes at the end of the Runoff Election Period will be deemed to have been elected for the longest term in question with the other person taking the shorter term. Notice of the outcome of the runoff election will be given to the membership in a manner determined by the Board within a reasonable time after the expiration of the Runoff Election Period.

**IN WITNESS WHEREOF**, this Amended and Restated Amendment to the Bylaws of Mira Lagos Homeowners Association, Inc. is hereby executed by its duly authorized directors and officer as of the date first above written.

  
Name: Richard E. LeBlanc  
Title: Director

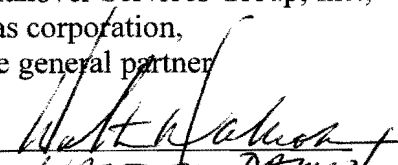
  
Name: Walter Damon  
Title: Director

  
Name: Ben Luedtke  
Title: Director

DECLARANT:

MIRA LAGOS DEVELOPMENT  
LIMITED PARTNERSHIP,  
a Texas limited partnership

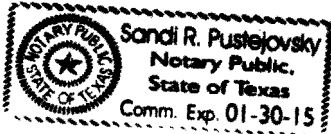
By: Hanover Services Group, Inc.,  
a Texas corporation,  
its sole general partner

By:   
Name: WALTER DAMON  
Title: V-PRESIDENT

STATE OF TEXAS           §  
  §

COUNTY OF DALLAS §

This instrument was acknowledged before me on this 23<sup>rd</sup> day of May, ~~2009~~ <sup>2011</sup>, by Walter Damon the V. President of Hanover Services Group, Inc., a Texas non-profit corporation, the sole general partner of Mira Lagos Development Limited Partnership, on behalf of said entities.



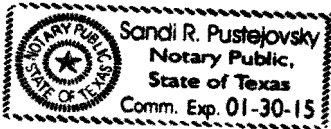
Sandi R. Pustejovsky  
Notary Public, State of Texas

STATE OF TEXAS

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COUNTY OF DALLAS

~~2009~~ <sup>2011</sup> This instrument was acknowledged before me on the 23<sup>rd</sup> day of May, by Richard E. LeBlanc, Walter Damon, and Ben ~~Luedke~~ <sup>Luedke</sup>.



Sandi R. Pustejovsky  
Notary Public, State of Texas

MAY 26 2011

**AFTER RECORDING RETURN TO:**

Charles W. Spencer  
7920 Belt Line Road, Suite 935  
Dallas, TX 75254

MARY LOUISE GARCIA

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

CHARLES W SPENCER & ASSOC PLLC  
7920 BELT LINE RD STE 935  
DALLAS, TX 75254

Submitter: CHARLES W SPENCER &  
ASSOC PLLC

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Filed For Registration: 6/17/2011 11:17 AM

Instrument #: D211143720

OPR 7 PGS \$36.00

By: Mary Louise Garcia

D211143720

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY  
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: VMMASSINGILL