

ISSUE #1

MARKUP #1 ->

MARKUP #1 · CONFLICTS WITH MANDATORY STATE STATUTE BOARD & COUNSEL REVIEW

Section 5. Annual Meetings. The annual meeting of the Board shall be held, without further notice, immediately following the annual meeting of Members, and at the same place or at such other time and place as shall be fixed with the consent in writing of all Directors.

Section 6. Regular Meetings. Regular meetings of the Board may be held without notice at such time and place as shall from time to time be determined by the Board.

Section 7. Special Meetings. Special meetings of the Board shall be held when called by the President, or by any Director, after not less than three (3) days notice to each Director.

Section 8. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly called and held at which a quorum is present shall be regarded as the act of the Board.

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 all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 10. Powers of Board of Directors. In addition to the powers and authority expressly conferred by these Bylaws upon them, the Board may exercise all such powers, duties and authority vested in or delegated to the Association by law, the Articles of Incorporation or the Declaration and do all other lawful acts and things, except to the extent that any of the foregoing are directed or required by law, the Articles of Incorporation, the Declaration or these Bylaws to be exercised or done by the Members.

Section 11. Committees. The Board may designate one or more committees, which, to the extent provided in the resolution establishing such committee, shall have and exercise the authority of the Board in the management of the corporation. Each such committee shall consist of two or more persons, a majority of whom are Directors; the remainder need not be Directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon it or him by law. Any non-director who becomes a member of any such committee shall have the same responsibility with respect to such committee as a Director who is a member thereof. Other committees not having and exercising the authority of the Board in the management of the corporation may be designated and appointed by the Board. Membership on such committees may, but need not be, limited to Directors.

ARTICLE V
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the Association shall be a President and Vice President, who shall at all times be Members of the Board, a Secretary and a

Sec. 9. (p. 9): Open Board Meeting, Action Without Meeting, or Member Governance Defect: Clause authorizes unnotified board meetings or unilateral board action by written/email consent outside open noticed meetings, or unlawfully restricts member governance rights under TX law.

Statutory / Legal Reference: Tex. Prop. Code § 209.0051(c), (h) (Open Board Meetings & Prohibited Action Without Meeting)

Statutory Comparison: Under Tex. Prop. Code § 209.0051(c), (h) (Open Board Meetings & Prohibited Action Without Meeting), association boards must conduct business in open meetings noticed to the membership and may not dispense with notice or take substantive policy, budget, assessment, or enforcement action by written/email consent outside an open meeting, nor expel members from an appurtenant real-property association or count unreturned proxies as affirmative votes.

CURRENT WORDING IN DOCUMENT:
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 all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

SAMPLE DISCUSSION WORDING (FOR HOA ATTORNEY REVIEW):
Amend Section 9. to require open noticed board meetings and prohibit board action without a meeting on substantive matters as mandated by Tex. Prop. Code § 209.0051(c), (h) (Open Board Meetings & Prohibited Action Without Meeting).