

Section 4.10 - Sample Provision Excerpt (Public Preview)

Director. Voting. A Director may vote in person or by proxy executed in writing by the

ISSUE #1



MARKUP #1 ->



MARKUP #1 · SUBJECTIVE OR OVERBROAD WORDING

BOARD & COUNSEL REVIEW

**Sec. 4.10 (p. 3): Clause permits directors to vote or establish a board quorum by proxy at Board of Directors meetings without requiring express authorization in the Certificate of Formation under Tex. Bus. Orgs. Code § 22.214.**

Statutory / Legal Reference: Tex. Bus. Orgs. Code § 22.213 - 22.214 & Tex. Prop. Code § 209.0051  
Statutory Comparison: Under Texas Business Organizations Code § 22.213 (Quorum) and § 22.214 (Voting by Director), a director of a Texas nonprofit corporation may not vote by proxy or be counted toward a board quorum by proxy unless proxy voting by directors is expressly authorized in the Certificate of Formation (Articles of Incorporation) or compliant bylaws, and open board meeting deliberation requirements under...

**CURRENT WORDING IN DOCUMENT:**  
Director. Voting. A Director may vote in person or by proxy executed in writing by the

**SAMPLE DISCUSSION WORDING (FOR HOA ATTORNEY REVIEW):**  
Director. Voting. A Director may vote in person or by proxy executed in writing by the [SAMPLE DISCUSSION WORDING - FOR TEXAS HOA COUNSEL REVIEW]: Pursuant to Tex. Bus. Orgs. Code §§ 22.213 - 22.214 and Tex. Prop. Code § 209.0051, Directors may not vote or be counted toward a quorum by proxy at any meeting of the Board of Directors (unless expressly authorized in the Association's Certificate of...