

**RESOLUTION OF BY-LAW AMENDMENT  
OF  
STONE FOREST HOMEOWNERS ASSOCIATION, INC.**

**WHEREAS**, the Board of Directors of the Stone Forest Homeowners Association, Inc. is empowered to amend the bylaws of the Association pursuant to Article XIII, Section 1 of the By-Laws of the Stone Forest Homeowners Association, Inc.

**WHEREAS**, The Board of Directors of the Association addressed and analyzed the difficulty that it has faced in obtaining a quorum of the Association members necessary to conduct the business of the Association at the annual meeting, it is necessary to reduce the percentage of the membership necessary to establish a quorum; and

**WHEREAS**, during a special meeting of the Board of Directors, a vote of the Directors was taken to amend the By-Laws, pursuant to the Texas Non-Profit Corporation Act, Art. 1396-2.09 V.T.C.S., in the following manner:

Article III, Section 4 of the By-Laws regarding quorum requirements for the membership currently reads:

*Quorum: The presence at the meeting of the Members entitled to cast, or of proxies entitled to cast, one-fifth (1/5<sup>th</sup>) of the votes of each class of the Members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No subsequent meeting shall be held more than 60 days following the preceding meeting.*

**NOW, THEREFORE, BE IT RESOLVED THAT** Article III, Section 4 of the By-Laws regarding quorum requirements for the membership should now state:

*Quorum: The presence at the meeting of the Members entitled to cast, or of proxies entitled to cast, 10% of the votes of each class of the Members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. 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 be represented. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting.*

**WHEREAS**, it is the intent that this rule shall be applicable to the Board of Directors and this resolution shall remain in effect until otherwise rescinded, modified, or amended by a majority of the Board of Directors.

This resolution was adopted by the Board of Directors on July 23, 2009 and shall become effective immediately.

Attest: