

AMENDMENT TO BYLAWS
OF
WATERVIEW COMMUNITY ASSOCIATION, INC.



STATE OF TEXAS §

§

KNOW ALL MEN BY THESE PRESENTS,

COUNTY OF DALLAS §

§

This AMENDMENT TO THE BYLAWS OF WATERVIEW COMMUNITY ASSOCIATION, INC. ("Amendment") is made effective this ~~25~~ ²⁶ day of May, 2005, by Snapdragon Properties Associates, L.P., a Delaware limited partnership (the "Declarant");

WITNESSETH:

WHEREAS, Section 6.6 of the Bylaws of WaterView Community Association, Inc. dated on or about June 16, 1998, and recorded in Volume 98131, Page 526 *et seq.*, Real Property Records, Dallas County, Texas ("Bylaws") provides that the Declarant, as the Class "B" Member may unilaterally amend the Bylaws prior to termination of the Class "B" Control Period; and

WHEREAS, as of the date of this Amendment the Class "B" Control Period has not expired or been terminated;

NOW, THEREFORE, the Bylaws are hereby amended as follows:

1. Voting. Voting by all Members shall be governed by Section 6.3(a) and (b) of the Declaration as stated in Section 2.8 of the Bylaws. All references to Voting Groups and Voting Members in the Bylaws are hereby deleted. In each instance where the term "Voting Member" is used in the Bylaws the term shall refer to, and mean, Class A Member. Each Member of the Association shall have the vote specified in Section 6.3(a) of the Declaration. There will be no Voting Groups or Neighborhoods in the Association.

2. Annual Meeting. Section 2.3 of the Bylaws are amended to provide that the regular annual meetings shall be set by the Board to occur during the fourth quarter of the Association's fiscal year on a date, time, and place set by the Board.

3. Adjournment of Meeting. Section 2.7 of the Bylaws is amended to provide that if a meeting is adjourned due to lack of a quorum the necessary quorum at the reconvened meeting shall be governed by the provisions of Section 2.11 of the Bylaws.

4. Quorum. Section 2.11 of the Bylaws is hereby amended to provide that 10% of the Class "A" votes in the Association represented in person or by proxy shall

constitute a quorum at all meetings of the Association. Should there fail to be a quorum at a duly called meeting the President or other person acting as chairman in the President's stead may adjourn the meeting as provided in Section 2.7. At such second meeting any number of the Class "A" votes in the Association represented in person or by proxy shall constitute a quorum.

5. Nomination and Election Procedures. Section 3.4(a) of the Bylaws is amended to provide that [i] Members may file for election to the Board with the Nominating Committee; [ii] nominations will not be accepted from the floor; and [iii] the Nominating Committee chairman and three or more members will be appointed by the Board and may not be members of the Board.

6. Term Limits. Section 3.4(b) is amended to provide the Directors will be elected for a two year term and may be elected for additional but non-consecutive two year terms.

7. Election and Term of Office. Section 3.5(d) is amended to provide the Directors will be elected for a two year term and may be elected for additional but non-consecutive two year terms. It is supplemented to provide that, after the initial election of directors for one and for two year terms, two directors will be elected in even years and three directors will be will be elected in odd years all for two years to insure staggered terms.

8. Removal of Directors and Vacancies. The second paragraph of Section 3.6 is amended by deletion of the phrase "or who fails to attend a board training seminar within his or her first six months serving as a director".

9. Special Meetings. Section 3.9 is supplemented to provide that notice of special meetings may be given by electronic mail and is amended by deletion of subsection (c) allowing notice by telephone.

10. Compensation. Section 3.13 is amended to delete the provision for compensation to directors.

11. Enforcement. Section 3.24 is amended as follows:

(a) Notice. Prior to imposition of sanctions other than collection of assessments, the Association will give notice in compliance with Section 209.006 of the Texas Property Code, as same may be hereafter amended. Such notice is currently as follows:

[i] Notice will be delivered by certified mail return receipt requested.

[ii] The notice must describe the violation or property damage that is the basis for the sanction, describe the sanction including any amount due to the Association.

[iii] The notice must inform the Owner that the Owner is entitled to a reasonable time to cure the violation and avoid the sanction and that the Owner may request a hearing under Section 209.007 of the Texas Property Code on or before the 30th day after the Owner receives the notice.

(b) Hearing. The Bylaws are supplemented and amended to provide that under Section 209.007, *supra*, the hearing will be held not later than the 30th day after the date the Board receives the Owner's request for a hearing and shall notify the Owner of the date, time, and place of the hearing not later than the 10th day before the date of the hearing. The Board or the Owner may request a postponement of the hearing and, if requested, the hearing will be postponed for a period of not more than 10 days. Additional postponements may be made by mutual agreement. If the hearing is before the Covenants Committee or other committee appointed by the Board, the notice of hearing shall advise the Owner that he has the right to appeal the committee's ruling to the Board by written notice to the Board as provided in subsection (c) of this Section 3.24.

12. Covenants Committee. Section 5.2 of the Bylaws is restated as follows:

"In addition to any other committees which the board may establish pursuant to Section 5.1, the board will appoint a Covenants Committee consisting of five or more Class "A" Members. The attendance of five Members of the Covenants Committee at a committee meeting will constitute a quorum. None of the Members of the Covenants Committee shall be members of the Board. Acting in accordance with the provisions of the Declaration, these Bylaws, and such applicable resolutions as the Board may adopt, the Covenants Committee shall be the hearing tribunal of the Association and shall conduct all hearings pursuant to Section 3.24 of these Bylaws."

13. Advisory Committee. Section 5.3 of the Bylaws is hereby deleted in its entirety and the following substituted therefor.

"In order to insure uniform representation across The WaterView Community and to aid in making information available to the Board in the exercise of its duties in managing the community, the Board may, but shall not be required, to designate areas within The WaterView Community and appoint a representative from each such area to serve on an Advisory Committee. Such areas will not be sub-associations or "neighborhoods" and will have no administrative function. The Board will seek to identify such areas by the common interest of the Owners. There may be as many areas designated as the Board deems necessary to properly represent the interests of all Owners. The Board may seek the recommendation of the existing members of the Advisory Committee as to new members to be selected by the Board. Any member of the Advisory Committee who is completing his or her tenure on the committee may recommend his or her successor. The

Board will not be bound by the recommendations but such recommendations are encouraged. The Board will select the members of the Advisory Committee for two year terms but will establish the committee so that approximately one-half of the committee will be appointed during even years and one-half during odd years. The Board will designate a member of the Advisory Committee to serve as Chairman and a member to serve as Secretary. The Chairman will call meetings of the committee as he sees the need, or upon request of a member, or at the direction of the Board. The Chairman will be the liaison between the Advisory Committee and the Board but any member shall have the right coextensive with any Class "A" Member to attend Board meetings. The purpose of the Advisory Committee will be to inform and advise the Board as to matters, problems, needs, and requests applicable to each committee member's area. The members of the Advisory Committee will have no vote on matters before the Board and its advice and counsel, even though solicited, will not be binding on the Board.

14. Other Committees. Section 5.4 is added to the Bylaws as follows:

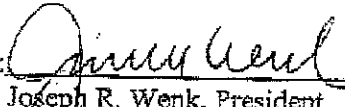
"5.4 Other Committees. The Board may, but shall not be required to, appoint other standing or *ad hoc* committees to serve the Association, including without limitation, a newsletter committee, website committee, social committee, etc."

15. Amendment of Bylaws. Section 6.6(b) is amended to provide that, after the expiration of the Class "B" Membership, the Bylaws may be amended by a majority of the Board or by a majority of a quorum of Class "A" Members voting in person or by proxy at a meeting duly called for that purpose. The second paragraph of Section 6.6(b) is deleted in its entirety.

IN WITNESS WHEREOF, the Declarant has caused this Amendment the Bylaws to be executed by its duly authorized agent as of the date first above written.

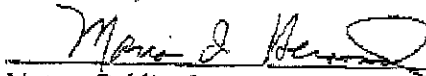
DECLARANT: **SNAPDRAGON PROPERTIES ASSOCIATES, L.P.,** a Delaware limited partnership

By: Snapdragon Enterprise, Inc., a Delaware corporation,
its General Partner

By: 
Joseph R. Wenk, President

STATE OF NEW YORK §
 §
COUNTY OF NEW YORK §

This instrument was acknowledged before me on this 25th day of ~~March~~ ^{May}, 2005, by Joseph R. Wenk, President of Snapdragon Enterprise, Inc., a Delaware corporation, General Partner of Snapdragon Properties Associates, L.P., a Delaware limited partnership, on behalf of said corporation and partnership.



Notary Public, State of New York

MARIA I. HERNANDEZ
Notary Public, State Of New York
No. 01HE6067170
Qualified In Suffolk County
Commission Expires December 3, 2005

AFTER RECORDING RETURN TO:
Charles W. Spencer, Esq.
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