

Unanimous Consent in Lieu of a Meeting
of the Board of Directors of
BRIDGEVIEW HOMEOWNERS' CONDOMINIUM ASSOCIATION, INC.
(a/k/a Bridgeview Condominium Homeowners' Association, Inc.)
Effective November 26, 2014

WHEREAS, Texas Business Organizations Code § 22.102 states that the Board of Directors of a nonprofit corporation may amend or repeal bylaws, or adopt new bylaws, except in certain circumstances which do not currently apply to the Association; and

WHEREAS, it is in the best interest of the Association to amend its bylaws as set forth herein, and restate its bylaws as amended, in order to realize savings and benefits that include the following:

- the use of current technology in notifying and communicating with Association members, rather than incurring out of pocket costs associated with the now outdated and expensive communication systems set forth in the current bylaws
- the Association's ability to properly apply and interpret the rules under which it is governed, by restating in one document the bylaws in their entirety as amended and incorporating into the bylaws certain applicable provisions of Texas law not expressly stated in the current bylaws, thus reducing the legal expenses incurred by the Association in the future in determining the appropriate application and interpretation of the bylaws
- the efficient use of the Board members' time, energy and expense in addressing Association management and other issues and in communicating with the members about those matters
- the fair allocation to members of their respective pro-rata shares of the cost of insurance

IT IS THEREFORE RESOLVED, that the language found in current bylaw subsections 4.6, 5.3(b) and 5.3(k), 5.8, 6.1, 9.1.A., 9.2. and 15.1 is hereby revoked, and these bylaw subsections are hereby amended to read as follows:

4.6 NOTICE OF MEMBERS' MEETING

A written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be

delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by mail, or by electronic message by or at the direction of the President, secretary or the officer or the person calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the membership rolls of the corporation, with postage thereon prepaid. If sent by electronic message, such notice shall be deemed delivered when the message is transmitted to an electronic message address provided by the member, or to which the member consents, for purposes of receiving notice.

5.3 OTHER POWERS AND DUTIES

The Board of Directors shall have the following duties:

(b) To establish, make and enforce compliance with rules necessary for the orderly operation, use and occupancy of this Condominium Project. In addition to recording a copy of such rules and regulations in the Official Records as may be required by law, the Association shall post the rules and regulations to the Association web site,

(k) To meet at least once each quarter to conduct board business.

5.8 REGULAR MEETINGS

Regular meetings of the Board of Directors should be held each quarter on a date and time of convenience as determined by the Board and posted on the Association web site. Should it be impossible to convene a quorum during a particular quarter, the regular Board meeting should be held as soon as possible the following month. Regular meetings of the Board of Directors shall be open to all Unit Owners; however, Unit Owners who have matters to be addressed by the Board of Directors must submit to the Board written notice of the nature of the subject to be addressed. Such written notice should be presented to Board members at least three (3) days prior to the date of the scheduled Board meeting. Matters addressed because of a Unit Owner's concern shall be considered by the Board of Directors and the Board's decision regarding the matter transmitted to the Unit Owner within thirty (30) days. Minutes of these meetings shall be posted to the Association website

6.1 DESIGNATION

The five officers of the Board of Directors shall be a President, Vice President, Secretary, Treasurer and Director At Large (DAL), all of whom shall be elected by and from the Board of Directors. *(Amended by Doc# 2009-10299, Vol. 15841, p.101, 3-13-09)*

6.8 DIRECTOR AT LARGE (DAL)

The DAL shall serve as the overseer of the Managing Agent (individual or contracted management company). The DAL will also be the liaison between the Board of Directors and the Managing Agent, enlisting the Board's involvement in policy or funding issues beyond the authority of the Managing Agent. The DAL shall counsel the Managing Agent and prepare a formal performance evaluation of the Managing Agent or Management Company as pertains to the contract associated with the Managing Agent or Management Company.

9.1 INSURANCE

A. Common Insurance. Blanket insurance policies shall be negotiated by the Board of Directors to cover all buildings, Units [except to the extent of each Unit Owner's responsibility as set forth in Bylaw 9.2(B)], Limited Common Elements, and insurable "General Common Elements" as defined in the Declaration and Master Deed for the Bridgeview Condominium Association. Unit Owners will be assessed their pro rata share of the cost of the insurance [see Section 9.2(B)], according to his/her respective percentage of interest as set forth in the Declaration. The Board will determine the method and manner in which the insurance assessments shall be paid by the membership.

9.2 TRUSTEESHIP AND DETERMINATION OF PRO-RATA SHARES

A. Trusteeship. For the purposes of the insurance coverage stated in Section 9.1 of this Article, the members of Bridgeview Condominium Homeowners Association, Inc. convey to the Association and the Board of Directors the rights in trusteeship to all the as-built amenities of each building in the condominium regime. These amenities include all built-in closets, cabinets, interior walls, floor coverings, windows, doors, sinks, heaters, wiring, plumbing, air conditioning, ranges, and any other item supplied by the builder as part of the finished unit, less all personal furnishings and personal appliances.

B. Pro-Rata Share Formula. In determining a condominium or unit owner's pro rata share of common expense associated with insurance procured by the Association under this Bylaw, the Association shall apply the following formula:

X = the premium cost for insurance assuming all units in the Condominium (116) were owner-occupied

Y = the actual premium cost for insurance

Z = the difference between X and Y

A = the total number of units in the Condominium Regime (116)

B = the total number of Investor-Owned units in the Condominium Regime

$C = X \div A$

The pro rata share of each Owner-Occupied Unit shall be C

The pro rata share of each Investor-Owned Unit shall be $C + (Z \div B)$

An Owner-Occupied Unit is a condominium unit occupied by its owner. An Investor-Owned Unit is a unit not occupied by the owner of that unit.

10.1 BYLAWS

A. These Bylaws may be amended by a majority vote of the Owners at an annual or special meeting at which a quorum is present. In addition, pursuant to the authority found in Texas Property Code §82.101(a) (1) and Texas Business Organizations Code § 22.102, any bylaws may be adopted, amended or repealed by the Board of Directors unless (i) in amending or repealing or adopting a bylaw, the members expressly provide that the Board of Directors may not amend or repeal the bylaw; or (ii) the Declaration is expressly amended to provide otherwise.

B. The Association shall, prior to the adoption of any proposed new Bylaw or amendment or repeal of an existing Bylaw, refer the proposed bylaw change to legal counsel for the Association for advice thereon. If any change to the Bylaws is adopted and recorded by the Association, the Association shall post the change on its website and e-mail the same to the owners, which posting and e-mail shall include a statement of the rationale and effect of the bylaw change.

15.1 AUTHORIZED AGENTS

The persons, who shall be authorized to execute any and all instruments of conveyance or encumbrances, including promissory notes, shall be the President and the Treasurer of the Board of Directors.

IT IS FURTHER RESOLVED, that the Amended and Restated Bylaws, attached hereto are duly adopted by the Association, and shall be filed in the Official Records of Cameron County, Texas.

IN WITNESS WHEREOF, the undersigned, representing all of the members of the Board Directors for the Association, have executed this Unanimous Consent effective as of the 26th day of November, 2014.

____/S/_____

Date Signed: 11-26-2014

W.F. Reilly, Jr., Director

____/S/_____

Date Signed: 11-26-2014

Alexander McDonald, Director

____/S/_____

Date Signed: 11-26-2014

Linda Belanger, Director

____/S/_____

Date Signed: 11-26-2014

Roberta "Lynn" Fredenburg, Director

____/S/_____

Date Signed: 11-26-2014

Manuel Medrano, Director

Actions: [E-mail](#) | [Permalink](#) |