

Owner-Proposed Bylaw Amendments (Draft)

Timber Lakes and Timber Ridge Association, Inc. · Draft for lawyer review, October 7, 2026 · Same format as the Board's "Amendment of Bylaws" proposal: Current | Proposed | Why

How this works

Owners can propose bylaw amendments. Article XIII, Section 1 of the current bylaws says the bylaws "may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy." It does not say who may propose them, so any member may move an amendment at a members' meeting. Texas Business Organizations Code §22.102 confirms that where bylaws reserve amendment to the members, the members hold that power.

Two practical limits:

- **Notice.** Owners who vote by mail-in ballot cannot vote on anything added from the floor (Texas Property Code §209.00592). For a proposal to reach every owner, its text should be in the mailed meeting notice. Ask the board to include it; if the board refuses, the

fallback is a special meeting called by petition (25% of Class A votes under the current Art. III §2).

- **Texas law is a floor.** Chapter 209 of the Property Code sets minimum owner rights that no bylaw may cut below. Everything below either copies a statutory requirement into the bylaws, or adds a protection the statute allows but does not require. Each item says which. Items marked **choice** go beyond the statute and are the ones a lawyer should confirm are permitted and sensible.

This is a draft for a lawyer to review, not a finished instrument. The format mirrors the board's proposal: current text, proposed text, and the reason, so the two can be compared item by item. Statutes cited are the Texas Property Code (the state's HOA law, Chapter 209) and the Texas Business Organizations Code (the state's nonprofit corporation law, Chapter 22), as understood in October 2026; confirm current text at statutes.capitol.texas.gov.

Part 1 - Notice and meetings of members

Current Article	Proposed Article - Owner Amendment	Why (and the Texas statute it rests on)
A1. Article III, Section 1 - Annual meeting on a fixed date Same day and month as the first annual meeting, 8:00 PM; the date is not written down.	"The annual meeting of the members shall be held on the second Tuesday of November of each year at 7:00 PM at the Association's community center or another place within the Properties stated in the notice. If that day is a legal holiday, the meeting shall be held on the next day that is not a legal holiday. The date of the annual meeting may be changed only by a vote of the members."	Everyone knows when the election is. The board cannot move it. Statute: Texas Property Code §209.0056 requires notice of an election; nothing in Chapter 209 prevents fixing the date. <i>Choice</i> of day and time; the second Tuesday matches what the HOA website already claims.

Current Article	Proposed Article - Owner Amendment	Why (and the Texas statute it rests on)
A2. Article III, Section 3 - Notice that reaches every owner Mailed 15 days before.	"Written notice of each meeting of the members shall be delivered to every member not less than ten (10) nor more than sixty (60) days before the meeting, by first-class mail to the member's address on the Association's books and, for any member who has provided an email address, also by email to that address. The notice shall state the date, time, place and purpose of the meeting and shall include the agenda, the full text of any proposed amendment to the Bylaws or other dedicatory instrument, the names of all candidates for director, and an absentee ballot and proxy form. Posting on Association property, on a website, or on social media may supplement but shall not replace mailed or emailed notice."	This is the whole point. A sign or a Facebook post is not notice. Statute: Texas Property Code §209.0056 requires election notice by mail or email not later than the 10th day or earlier than the 60th day; Texas Property Code §209.00592 requires absentee ballots; Texas Business Organizations Code §22.156 sets 10-60 days for member meetings. Requiring <i>both</i> mail and email, and the full amendment text, is a <i>choice</i> that exceeds the floor and is plainly permitted.
A3. Article III, Section 4 - Quorum that cannot be gamed 10% of each class; adjourn without notice until a quorum appears.	"The presence, in person, by proxy, or by absentee or electronic ballot, of members holding ten percent (10%) of all votes shall constitute a quorum. If a quorum is not present, the meeting may be adjourned to a date not less than ten (10) nor more than sixty (60) days later, and notice of the adjourned meeting shall be delivered to every member as provided in Section 3. The quorum at an adjourned meeting shall be the same ten percent (10%). No amendment to the Bylaws, Declaration, or other dedicatory instrument shall be adopted at any meeting at which fewer than twenty percent (20%) of all votes are represented."	Kills the 5%-on-second-try idea and stops absent owners being surprised by a reconvened meeting. The 20% floor for amendments means a handful of proxies cannot rewrite the rules. Statute: Texas Property Code §209.00592(c) lets absentee and electronic ballots count toward quorum; nothing sets a maximum quorum. The 20% amendment floor is a <i>choice</i>; Texas Business Organizations Code §22.159 permits bylaws to set quorum. Check the Declaration's own quorum clause (the one the board cites) to be sure it does not control member meetings generally.
A4. Article III, Section 2 - Owner-called special meetings 25% of Class A votes.	"Special meetings of the members may be called by the President, by a majority of the Board, or by written petition of members holding not less than ten percent (10%) of all votes. A petition may be in any form, on paper or electronic, and must include each signer's printed name, signature, date and lot address. Within thirty (30) days after receiving a valid petition the Board shall deliver notice of the meeting to every member as provided in Section 3, at the Association's expense, for a meeting date not more than sixty (60) days after the petition is received. If the Board fails to do so, the petitioners may give the notice and the Association shall reimburse the reasonable cost."	10% is the Texas Business Organizations Code default for nonprofits and is achievable; 20% or 25% is not. The board, not the petitioners, pays to notify the neighborhood. Statute: Texas Business Organizations Code §22.155(b) (members holding one-tenth of votes may call a special meeting unless the certificate or bylaws provide otherwise). Reimbursement is a <i>choice</i>.

Part 2 - The Board of Directors

Current Article	Proposed Article - Owner Amendment	Why (and the Texas statute it rests on)
B1. Article IV, Section 1 - Fixed size with section representation 3 Declarant Directors plus one per section; Declarant Directors control section elections.	"The affairs of the Association shall be managed by a Board of seven (7) directors, all of whom shall be members. One director shall be elected by and from the members of each section [or group of sections, as the Declaration and plat define them; see note], and the remaining seats shall be elected at large by all members. No section shall be represented by more than [two] directors. The number of directors may be changed only by amendment of these Bylaws approved by the members. The positions of Declarant Director are abolished."	The board cannot grow or shrink itself, and every part of the neighborhood keeps a voice. Statute: No Chapter 209 provision governs board size or composition; Texas Business Organizations Code §22.204 requires at least three directors. Seven and the section rule are a <i>choice</i>. Note for counsel: the number of sections must be confirmed from the plats; if there are more than seven, the amendment should group adjacent sections into districts.
B2. Article IV, Section 2 - Two-year staggered terms with an actual end 5-year Declarant terms, 1-year section terms.	"Directors shall serve two-year terms, staggered so that as nearly as possible half the seats are elected each year. At the first election under this Section, the four candidates receiving the most votes shall serve two-year terms and the remaining three one-year terms. A director shall hold office until the earlier of the election of a successor or ninety (90) days after the expiration of the term. If an election fails for want of a quorum, a reconvened election shall be noticed and held within sixty (60) days. No director shall serve more than three (3) consecutive full terms."	Fixes the board's holdover clause: a seat whose election is skipped becomes vacant, which forces an election rather than permitting a permanent board. The term limit is a <i>choice</i>; delete it if it costs votes. Statute: Nothing in Property Code Chapter 209 or the Business Organizations Code bars term limits or a holdover cap; Texas Business Organizations Code §22.208 permits bylaws to set terms.
B3. New Article IV, Section 7 - Vacancies Silent.	"A vacancy on the Board shall be filled by a special election of the members if more than six (6) months remain in the term. Notice of the special election shall be delivered within thirty (30) days after the vacancy arises. If six months or less remain, the Board may appoint a qualified member to serve until the next annual meeting, at which the seat shall be filled by election for the remainder of the term. An appointed director shall not vote on the appointment of any other director."	Closes the gap the current bylaws leave open and the board's proposal quietly confirms ("elected or appointed"). Statute: Texas Business Organizations Code §22.212 allows bylaws to govern vacancies. <i>Choice</i>.

Current Article	Proposed Article - Owner Amendment	Why (and the Texas statute it rests on)
B4. Article IV, Section 3 - Qualifications Section residency; age 21; any crime disqualifies.	"A director must be a member in good standing, at least eighteen (18) years of age, whose principal residence is on a Lot within the Properties. If a Lot is owned by an entity, one natural person who is an officer, partner, member or employee of that entity and whose principal residence is on that Lot may serve and is deemed a member for this purpose. A person is ineligible to serve, and is automatically removed, if the Board is presented with documented evidence from a governmental law enforcement authority that the person was convicted of a felony or a crime involving moral turpitude not more than twenty (20) years before the date of presentation."	Keeps the live-here rule the board wants to drop, and adopts the statutory conviction standard word for word. Statute: Texas Property Code §209.00591(b) (conviction rule, copied); §209.00591(a) prohibits a bylaw from barring a member from running on grounds the statute does not list, so the residency requirement must be checked by counsel against §209.00591(a). If it is held to conflict, substitute a residency requirement for officers only.
B5. Article IV, Section 4 - Removal Majority of all members for a Declarant Director; majority of the section for a section director.	"Any director may be removed, with or without cause, by a majority of the votes cast at a meeting of the members called for that purpose at which a quorum is present. A section director may also be removed by a majority of the votes cast by members of that section at such a meeting."	"Majority of all members" is a dead letter; majority of votes cast at a noticed meeting is a real remedy. Statute: Texas Business Organizations Code §22.211 permits removal as provided in bylaws. <i>Choice.</i>

Part 3 - Elections

Current Article	Proposed Article - Owner Amendment	Why (and the Texas statute it rests on)
C1. Article V, Section 1 - A filing deadline everyone is told about Certified letter to the Chairman 60 days before; no duty to announce the deadline.	"Not less than ninety (90) days before each election the Secretary shall deliver to every member, in the manner provided in Article III, Section 3, a call for candidates stating the seats to be filled, the qualifications, the filing deadline, and the means of filing. Any eligible member may file for a seat by delivering a signed statement of candidacy to the Secretary by mail, by email to the Association's email address, or by hand with written acknowledgment of receipt, not later than forty-five (45) days before the election. If the call for candidates is not delivered as required, the filing period shall remain open until seven (7) days before the election. No filing fee shall be required. Elections shall be held at the annual meeting; the date may not be changed by the Board."	The current rule makes the chairman the gatekeeper and lets a deadline pass in silence, which is what appears to have happened in 2026. Statute: Texas Property Code §209.00593 requires that directors be elected by the members and that a bylaw may not set a filing requirement that disqualifies members contrary to §209.00591; the notice and self-nomination mechanics are a <i>choice</i> and consistent with both.

Current Article	Proposed Article - Owner Amendment	Why (and the Texas statute it rests on)
C2. Article V, Section 2 - Counting the votes Secret written ballot; largest number of votes wins; nothing on who counts.	"Elections shall be by secret ballot. Ballots shall be tabulated by a person or persons who is not a candidate, not a director or officer, not related to a candidate, director or officer within the third degree by blood or marriage, and not an employee or contractor of the Association, as required by Texas Property Code §209.00594. Any two members not candidates may observe the tabulation. The candidates receiving the largest number of votes shall be elected; cumulative voting is not permitted. The tabulation, including the vote total for each candidate and each ballot proposition, shall be announced at the meeting and delivered to every member within ten (10) days. Any member may request a recount as provided in Texas Property Code §209.0057, and ballots shall be retained for the period that section requires."	The board no longer counts its own election, and the numbers are published. Statute: Texas Property Code §209.00594 (tabulation), §209.0057 (recount), §209.00592 (voting methods). Observers and the 10-day publication are a <i>choice</i> .
C3. Article III, Section 5 - Voting methods In person or by written proxy; proxies never expire.	Adopt the board's proposed text for Section 5 (it is Texas Property Code §209.00592 nearly verbatim), with these additions: "A proxy is valid for no more than eleven (11) months and may be revoked at any time. A proxy may not be solicited by a director or officer in that capacity. Absentee and electronic ballots shall be made available with every meeting notice and may be returned by mail, by email, or by hand."	The board's version is fine as far as it goes; this keeps the board from harvesting standing proxies. Statute: Texas Property Code §209.00592. The solicitation bar is a <i>choice</i> and should be checked by counsel against Texas Business Organizations Code §22.160 (proxies).

Part 4 - Board meetings

Current Article	Proposed Article - Owner Amendment	Why (and the Texas statute it rests on)
D1. Article VI, Section 1 - Regular meetings on a published schedule "May" be held monthly, a week's notice, time and place by board resolution.	"The Board shall hold regular meetings at least quarterly. At its first meeting after each annual meeting the Board shall adopt a schedule of regular meetings for the coming year, which shall be delivered to every member in the manner provided in Article III, Section 3 and posted on the Association's website. Regular and special meetings of the Board shall be open to members. Notice of each Board meeting, stating the date, time, place and agenda, shall be given as required by Texas Property Code §209.0051 and, in addition, by email to every member who has provided an email address, not less than 144 hours before a regular meeting and 72 hours before a special meeting. The Board shall not take any action listed in §209.0051(h) except at a properly noticed open meeting."	A minimum frequency, a schedule owners receive at the start of the year, and the statutory open-meeting rule written into the bylaws so no one can claim ignorance. Statute: Texas Property Code §209.0051 (open meetings, 144-hour posted notice, the (h) list of actions reserved to open meetings). Quarterly minimum and the emailed schedule are a <i>choice</i> on top of the floor.

Current Article	Proposed Article - Owner Amendment	Why (and the Texas statute it rests on)
D2. Article VI, Section 2 - Emergency meetings, defined and limited Special board meetings on 14 days' notice to directors.	"The Board may hold an emergency meeting without the notice required by Section 1 only to address a sudden event that poses an imminent threat to persons or property or a deadline imposed by law or court order that cannot be met otherwise. The notice of an emergency meeting shall state the nature of the emergency, and the meeting shall be limited to that matter. No action listed in Texas Property Code §209.0051(h) may be taken at an emergency meeting. Minutes of an emergency meeting, including the reason notice was not given, shall be delivered to every member within seven (7) days, and every action taken shall be presented for ratification at the next regular meeting."	The board's proposal creates the power and never says what an emergency is. Statute: Texas Property Code §209.0051(h) permits emergency meetings without the usual notice but still bars the listed actions; this definition is narrower than the statute, which is permitted. <i>Choice</i> of definition.
D3. Article VI, Section 3 - Board quorum Majority of Declarant Directors and majority of section directors.	"A majority of the directors then in office, but not fewer than four (4), shall constitute a quorum."	Consequential to abolishing Declarant seats; the floor of four prevents three people from running a seven-seat board. Statute: Texas Business Organizations Code §22.213 permits bylaws to fix quorum. <i>Choice</i> .

Part 5 - Money and records

Current Article	Proposed Article - Owner Amendment	Why (and the Texas statute it rests on)
E1. Article VII, Section 2(f) - Mandatory fidelity coverage Bond officers "as it may deem appropriate." Board proposes to delete.	"Maintain fidelity bond or crime insurance covering every director, officer, employee, manager and management company that handles Association funds, in an amount not less than the total of one year's assessments plus the balance of all reserve accounts, and deliver a certificate of that coverage to the members with the annual budget."	If someone steals, the owners are made whole. Statute: Not required by Chapter 209 for a property owners' association (it is required for condominiums under Texas Property Code §82.111), so this is a <i>choice</i> ; it is standard practice and the amount formula is the one used in the condo statute.

Current Article	Proposed Article - Owner Amendment	Why (and the Texas statute it rests on)
E2. New Article VII, Section 3 - Conflicts of interest and contracts Silent.	"A director or officer who has a financial interest, directly or through a relative within the third degree or an entity in which the director or officer holds an interest, in any contract, purchase or decision before the Board shall disclose the interest in writing before the matter is considered, shall not vote on it, and shall not be counted toward the quorum for it. The disclosure shall be recorded in the minutes. Any contract for goods or services with a value exceeding \$[10,000] in a year shall be awarded only after the Association has solicited at least three written bids, and the bids shall be available to members. No contract with a director, officer, or relative or entity described above shall be made unless notice of it is delivered to the members at least thirty (30) days before the Board acts."	Fills a gap the current bylaws leave entirely open. Statute: Texas Property Code §209.0052 already requires bids for contracts over \$50,000 and §209.0051(h) (10) requires conflict-of-interest contracts to be approved at an open meeting; Texas Business Organizations Code §22.230 governs interested-director transactions. The \$10,000 threshold and member notice are a <i>choice</i> stricter than the statute, which is permitted.
E3. Article VIII, Section 8 (Treasurer) - Audit and financial reporting Annual audit by a public accountant; budget and income statement delivered to members. (Required now; apparently not done.)	Keep the existing text and add: "The annual audit or review shall be performed by an independent certified public accountant and the report delivered to every member and posted on the Association's website within one hundred twenty (120) days after the end of the fiscal year. The Treasurer shall post on the Association's website, within thirty (30) days after the end of each month, a balance sheet and a statement of income and expenses compared to budget."	Turns a duty the board has ignored into one with a deadline and a public record. Statute: Texas Property Code §209.005 and §207.006 require records access and online posting of dedicatory instruments; the audit deadline and monthly posting are a <i>choice</i>. Texas Business Organizations Code §22.352 requires an annual financial report be kept at the registered office.
E4. Article X - Records: keep the broad right, add the statutory path Inspection at all times during reasonable business hours. Board proposes to replace with certified-mail request and fees.	"The books, records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any member on request. In addition, a member may make a written request as provided in Texas Property Code §209.005, and the Association shall respond within the time that section requires. The Association shall adopt and record a records production and copying policy as required by §209.005(i), and shall not charge a fee for inspection. The Declaration, Articles, Bylaws, all recorded policies, minutes of every meeting of the Board and the members for the preceding five (5) years, the current budget, the most recent audit, and the monthly financial statements shall be posted on an internet website available to all members within thirty (30) days after they are made or adopted."	The statute is a floor; this keeps the better rule the Association already has and adds the online posting the statute requires. Statute: Texas Property Code §209.005 (records; a bylaw may be more generous, not less), §207.006 (online posting of dedicatory instruments). The five-year minutes window and monthly statements online are a <i>choice</i>.

Part 6 - Officers and amendments

Current Article	Proposed Article - Owner Amendment	Why (and the Texas statute it rests on)
F1. Article VIII, Sections 1 and 3 - Officers President and Vice President must be directors; Secretary and Treasurer need not be; one-year terms (board proposes to delete the term).	"The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be a director. Officers shall be elected by the Board at its first meeting after each annual meeting of the members and shall serve one-year terms. No person shall serve more than three (3) consecutive one-year terms as President."	The people who sign checks and keep the records should be people the members elected, and they should face the board every year. Statute: Texas Business Organizations Code §22.231 lets bylaws set officer terms (not to exceed three years). <i>Choice.</i>
F2. Article XIII, Section 1 - Who may amend the bylaws Members, by a majority of a quorum at a meeting; Federal Housing Administration / Veterans Administration (FHA/VA) veto while Class B membership exists.	"These Bylaws may be amended only by the members, by the affirmative vote of a majority of the votes cast at a regular or special meeting of the members at which members holding not less than twenty percent (20%) of all votes are represented in person, by proxy, or by absentee or electronic ballot. The full text of every proposed amendment shall be delivered to every member with the notice of the meeting as provided in Article III, Section 3. The Board of Directors has no power to amend these Bylaws. A provision of these Bylaws that conflicts with a statute shall be of no effect to the extent of the conflict, but the Board shall not treat such a conflict as authority to amend."	Removes any argument that the board can amend on its own, requires the text in the notice, and sets a quorum for amendments that a handful of proxies cannot meet. Deletes the obsolete Federal Housing Administration / Veterans Administration veto. Statute: Texas Business Organizations Code §22.102(c) (bylaws may reserve amendment to members); Texas Property Code §209.00592 (voting methods). The 20% figure is a <i>choice</i> .
F3. New Article XV - Member communications Nothing.	"The Association shall maintain a current mailing address and, for each member who provides one, an email address, and shall use them for every notice these Bylaws or Texas law require. The Association shall operate a website or portal available to all members on which all documents these Bylaws require to be posted are available without charge. Posting on social media or on signs is informational only and does not satisfy any notice requirement."	Says in one place what notice means. Statute: Texas Property Code §207.006 (website for dedicatory instruments); §209.0056 and §209.0051 (notice by mail, email, posting). Making social media and signs non-notice is a <i>choice</i> and is consistent with both.

How to use this draft

How to use this draft. Give it to the lawyer with the current bylaws and the board's proposal. Ask for (1) a review of every item marked *choice*; (2) confirmation of the section count for B1; (3) the final text in the Association's format with a ballot that lists each item as a separate yes/no. Then ask the board in writing to include the text in the notice of the November meeting, so mail-in voters can vote on it.