

GOMO Bylaws Comparison

2014 Recorded Bylaws vs. 2026 Amended and Restated Bylaws

2026 version treated as the latest version

Purpose. This document organizes the substantive differences between the recorded 2014 bylaws and the 2026 Amended and Restated Bylaws. It is a comparison document, not a legal opinion. Several provisions are materially different and should be reviewed with counsel before adoption or reliance.

Executive Summary of Major Changes

Area	2014 Bylaws	2026 Bylaws	Significance
Membership	Membership tied to a Section approving a Petition	All record owners in Sections 1, 2, 3 and 5 are Members	Major
Voting unit	Specially defined “Parcel”	Uses “Lot”	Major
Board representation	Up to 3 Directors per Section	12 Directors generally, no Section allocation	Major
Director residency	Generally own and reside in represented Section	All Directors must be Members; at least 11 of 12 reside in Subdivision	Major
Member quorum	Number equal to majority of Directors then in office	50 votes	Major
Voting methods	Primarily in person or proxy	Adds absentee and electronic ballots	Important
Board meetings	No general open meeting requirement	Extensive open meeting and notice rules	Major
Vacancies	Affected Section holds special election	Board may appoint replacement for unexpired term	Major
Director removal	Section recall or 75% Board removal	Member removal plus automatic attendance removal	Major
Architectural authority	Approve or deny applications	Courtesy review and written response	Major
Transfer assessment	0.75% transfer assessment expressly stated	Transfer assessment provisions removed	Major
Mandatory assessment prohibition	Express prohibition except transfer assessment	Removed	Major
Chapter 209	Not expressly included	Expressly added to powers	Major
Bylaw amendments	Member vote plus 30 day notice with exact proposed language	50% plus one of a quorum, including absentee/electronic ballots	Major

Article 1: Offices

Name provision added

2014: The 2014 version begins with the principal office.

2026: The 2026 version adds Section 1.01 Name and states that the name is “Garden Oaks Homeowners Organization, Inc.”

Why it matters: This appears inconsistent with the legal entity name used elsewhere, Garden Oaks Maintenance Organization, Inc. It should be corrected or confirmed before adoption.

Principal office changed

2014: Specifies 440 Louisiana, Suite 2200, Houston, Texas.

2026: States only that the principal office is in Harris County, Texas.

Why it matters: Gives the Board more flexibility to change locations without amending the bylaws.

Corporate statute updated

2014: References the Texas Nonprofit Corporation Act.

2026: References the Texas Business Organizations Code.

Why it matters: Modernizes the statutory reference.

Definitions added

2014: No comparable consolidated definitions section.

2026: Adds Section 1.04 incorporating terms from the deed restrictions for Sections 1, 2, 3 and 5.

Why it matters: Adds a formal cross reference to the governing restrictions.

Property definition added

2014: No comparable section.

2026: Adds Section 1.05 identifying recorded plats and property later annexed and made subject to GOMO.

Why it matters: Clarifies what property is intended to fall under the bylaws.

Article 2: Members

Membership qualification changed

2014: Owners become Members as and when the Section approves a Petition establishing GOMO as the property owners association for that Section.

2026: All record owners of Lots in Sections 1, 2, 3 and 5 are Members of GOMO.

Why it matters: Major substantive change. The 2026 language removes the prior petition based membership condition.

“Parcel” replaced by “Lot”

2014: Uses a lengthy functional definition of “Parcel” based on a single residential building site rather than strictly on platted lot lines.

2026: Uses “Lot.”

Why it matters: Potentially significant in Garden Oaks because building sites may not align neatly with platted lots. Counsel should confirm the intended voting effect.

Multiple owner voting simplified

2014: Contains detailed rules regarding conflicting votes, owner authorization, and written objections.

2026: States multiple Owners must vote in agreement and cannot split a Lot's vote.

Why it matters: Simplifies the voting rule and removes some of the older objection mechanics.

Voting documentation simplified

2014: Owner must be on the membership roll or provide deed, address, and phone number.

2026: Owner must be on the membership roll or provide the recorded deed.

Why it matters: Removes address and phone number as voting qualification documents.

Address change timing removed

2014: Change of address becomes effective 14 days after receipt.

2026: No comparable 14 day waiting period.

Why it matters: Simplifies address updates.

Article 3: Meetings of Members

Annual meeting timing

2014: Annual meeting held in October each year.

2026: Board designates the date, time, and place each year.

Why it matters: Removes the October requirement.

Section specific special meeting language removed

2014: Allows 10% of a Section's Parcels to call a special meeting concerning election or removal of that Section's Director.

2026: No comparable Section specific provision.

Why it matters: Consistent with the removal of Section allocated Board seats.

Informational meeting provision removed

2014: Separate section permits informational meetings but prohibits Member votes unless the meeting is called as a special meeting.

2026: No separate equivalent section.

Why it matters: Removes a distinct procedural category.

Electronic notice added

2014: Member meeting notice is personal delivery or mail, with supplemental methods allowed.

2026: Expressly permits email notice to Members who registered an email address and opted in.

Why it matters: Modernizes notice procedures.

Quorum changed

2014: Quorum equals the number of voting Parcels represented in person or proxy that is equal to a majority of Directors then in office.

2026: Quorum is 50 votes represented in person, proxy, absentee ballot, or electronic ballot.

Why it matters: Major governance change. It fixes quorum at 50 votes and expands how those votes can be represented.

Absentee and electronic voting added

2014: Primarily in person or proxy.

2026: Absentee and electronic ballots expressly count for quorum and Member action.

Why it matters: Broadens participation methods.

Article 4: Board of Directors

Section based Board structure removed

2014: Twelve Board positions are allocated around Sections, generally up to three Directors per Section.

2026: GOMO has 12 Directors without a stated three per Section allocation.

Why it matters: Major structural change. Section representation is no longer guaranteed.

Director residency requirement changed

2014: Director generally must own and reside in the Section represented, with limited Non Section Director provisions.

2026: All Directors must be Members and at least 11 of 12 must reside in the Subdivision.

Why it matters: A Director may potentially own property but live outside Garden Oaks, subject to the 11 of 12 residency rule.

Candidate solicitation procedure added

2014: No comparable detailed procedure.

2026: Requires advance notice soliciting candidates before ballots are distributed, with mail, posting, internet, and email options.

Why it matters: Creates a formal election notice process.

Open Board meetings added

2014: No general requirement that Board meetings be open to Members.

2026: Regular and special Board meetings must be open to Members, subject to executive session.

Why it matters: Major transparency change.

Remote meeting rules expanded

2014: Conference telephone participation is permitted for Directors.

2026: Open meetings may be electronic or telephonic if Directors can hear each other and Members can hear the Directors.

Why it matters: Expressly accommodates Member access to remote meetings.

Action outside meetings added

2014: No comparable detailed framework.

2026: Board may take certain action electronically or telephonically outside a meeting if Directors can participate and the action is later summarized and documented.

Why it matters: Creates express authority for action outside meetings, subject to limits.

Certain matters restricted to open meetings

2014: No comparable detailed list.

2026: Specified matters such as assessment increases, architectural appeals, borrowing, dedicatory instruments, major budget actions, real estate, vacancies, capital improvements, and officer elections must be considered in an open meeting with prior notice.

Why it matters: Major procedural restriction on Board action.

Board meeting notice changed

2014: Special Board meetings require at least five days notice to Directors.

2026: Creates Member and Director notice rules, generally 10 to 60 days by mail or at least 72 hours by posting/internet plus email to registered addresses.

Why it matters: Substantially expands notice obligations.

Vacancies changed

2014: Affected Section holds a special election; if no candidate runs, the seat stays vacant until the next annual meeting.

2026: Board may appoint a Director to fill a vacancy that occurs before term expiration; appointee serves the remainder of the term.

Why it matters: Transfers significant vacancy filling authority from Members to the Board.

Director removal changed

2014: Section recall process requires 10% petition; Board also may remove a Director with 75% affirmative vote of remaining Directors for failure to act in GOMO's best interests.

2026: Members may remove a Director by majority vote of a quorum; Directors are also automatically removed for specified excessive absences unless 80% of remaining Directors excuse absences.

Why it matters: Materially changes both Member and Board removal mechanisms.

Resignation standard changed

2014: Director is deemed resigned when no longer residing in the represented Section; special rules apply to Non Section Directors.

2026: Director is deemed resigned when no longer owning property in the Subdivision.

Why it matters: Residency in a particular Section is no longer the trigger.

Conflict of interest rewritten

2014: General disclosure, recusal, and fairness standard.

2026: Detailed contracting rules involving Directors, relatives, and affiliated companies, including competing bids, recusal, disclosure, and disinterested approval.

Why it matters: Creates a much more specific related party contracting framework.

Executive session added

2014: No comparable detailed executive session section.

2026: Expressly allows closed sessions for personnel, litigation, negotiations, enforcement, privileged legal communications, privacy, and agreed confidential matters, with later oral summary requirements.

Why it matters: Adds a formal executive session procedure.

Board powers expanded and enumerated

2014: General management authority plus powers elsewhere in the bylaws.

2026: Adds a lengthy Section 4.17 listing budget, personnel, rules, restrictions, enforcement, insurance, litigation, financial records, membership records, mediation, and property appearance powers.

Why it matters: Significantly broadens and centralizes the Board's express authority.

Management agent authority added

2014: No comparable detailed section.

2026: Expressly authorizes a professional management agent and restricts certain management company principals from being property owners in the Subdivision.

Why it matters: New management framework.

Financial reporting standards added

2014: No comparable detailed Board article provision.

2026: Adds accounting standards and an annual report including balance sheet, income statement, and statement of changes in financial position.

Why it matters: New reporting requirements.

Article 5: Officers

Officer removal threshold lowered

2014: 75% affirmative vote of remaining Directors.

2026: 70% affirmative vote of remaining Directors.

Why it matters: Lowers the threshold for removing an officer.

Treasurer bond provision removed

2014: Board may require the Treasurer to furnish a bond.

2026: No comparable bond language.

Why it matters: Removes an optional financial safeguard.

Secretary online minutes duty added

2014: Secretary keeps minutes and corporate records.

2026: Secretary must also ensure approved minutes are posted online.

Why it matters: Adds a specific publication duty.

Article 6: Committees

Architectural committee renamed and authority changed

2014: “Architectural Control Committee” may approve or deny applications for proposed construction or modifications.

2026: “Architectural Review Committee” provides a courtesy review and written response regarding compliance or noncompliance.

Why it matters: Major change in how the bylaws characterize architectural authority.

Other committee provisions

2014: Most committee appointment, quorum, chair, compensation, and ex officio provisions are retained.

2026: Substantially similar.

Why it matters: Mostly continuity rather than substantive change.

Article 7: Contracts, Checks, Deposits, and Funds

Default check signing changed

2014: Treasurer signs and President or Vice President countersigns unless Board delegates otherwise.

2026: Any two officers sign unless Board delegates otherwise.

Why it matters: Gives more flexibility in authorized signers.

\$100,000 reserve provision removed

2014: Board should strive to maintain at least a \$100,000 reserve, with procedures for allocating excess funds to neighborhood programs and obtaining Member approval.

2026: No comparable reserve provision.

Why it matters: Major financial policy change. The stated reserve target and Member approval process for these excess neighborhood expenditures disappear.

Article 8: Books and Records

Records access language revised

2014: Requires complete books, accounts, minutes, and membership records at registered or principal office; Member or agent may inspect for proper purpose.

2026: Expressly makes books and financial records reasonably available to an Owner or designated agent, attorney, or CPA.

Why it matters: Modernizes and expressly broadens who may inspect on an Owner's behalf, while shortening other record keeping detail.

Article 9: Powers of GOMO

Transfer assessment framework removed

2014: Article 9 includes powers, prohibited actions, a 0.75% transfer assessment, enforcement rules, and voluntary contributions.

2026: Article 9 is reduced to a broad statement that GOMO has nonprofit corporation powers and POA powers under Chapters 204 and 209.

Why it matters: One of the most significant rewrites in the document.

Prohibition on mandatory assessments removed

2014: GOMO may not establish, assess, or collect mandatory assessments except the transfer assessment.

2026: No comparable express prohibition.

Why it matters: Major substantive deletion.

0.75% transfer assessment removed

2014: Express one time assessment equal to 0.75% of the greater of purchase price or appraisal, with collection and enforcement procedures.

2026: No comparable transfer assessment provision.

Why it matters: Major funding change.

Lien restriction removed from this Article

2014: Expressly prohibits certain liens or foreclosure mechanisms for transfer assessments.

2026: No comparable restriction in Article 9.

Why it matters: Removes an express limitation previously stated in the bylaws.

Voluntary contribution provision removed

2014: Expressly authorizes requests for voluntary contributions.

2026: No comparable section.

Why it matters: Deletes the specific voluntary contribution mechanism.

Chapter 209 expressly added

2014: References nonprofit authority and Section 204.010.

2026: References Texas Business Organizations Code, Section 204.010, and Chapter 209.

Why it matters: Expressly places Chapter 209 in the bylaws' statement of powers.

Former Article 10: Enforcement of Restrictions

Standalone enforcement article removed

2014: Expressly authorizes enforcement of Restrictions and Board adoption of written enforcement procedures.

2026: Standalone Article removed, although enforcement authority appears in new Section 4.17.

Why it matters: Authority is relocated and expressed within broader Board powers rather than a separate article.

Garden Oaks Gazette, Indemnification, Seal, Waiver, and Amendments

Garden Oaks Gazette

2014: Standalone Gazette provision.

2026: Substantively similar provision remains, but Article and section numbering appear inconsistent.

Why it matters: Drafting cleanup is needed.

Indemnification

2014: Indemnification tied to the Texas Nonprofit Corporation Act and applicable law.

2026: Substantially similar but references the Texas Business Organizations Code.

Why it matters: Primarily statutory modernization.

Corporate seal article removed

2014: Separate Article 13 authorizes a corporate seal.

2026: Standalone seal article removed, although Secretary language still contemplates a seal if adopted.

Why it matters: Removes a separate authorization provision.

Waiver of notice article removed

2014: Separate Article 14 says signed written waiver is equivalent to notice.

2026: No standalone equivalent article.

Why it matters: Deletes an express general waiver mechanism from the bylaws.

Bylaw amendment procedure changed

2014: Member vote plus at least 30 days written notice stating verbatim the proposed amendment, repeal, or new language.

2026: Requires affirmative vote of a majority, stated as 50% plus one, of a quorum of Members present in person or represented by proxy, absentee ballot, or electronic ballot at a meeting called for that purpose.

Why it matters: Major governance change. The express 30 day and verbatim notice requirements are removed, and the fixed 50 vote quorum may allow amendment with comparatively few affirmative votes if no higher rule applies elsewhere.

Key Issues to Flag for the Board or Attorney

1. Membership is now automatic rather than expressly dependent on the old Section petition language.
2. The voting unit changes from Parcel to Lot and should be checked against Garden Oaks property configurations.
3. Section based Board representation disappears; three Directors per Section are no longer guaranteed.
4. Only 11 of 12 Directors are expressly required to reside in the Subdivision.
5. Member quorum becomes 50 votes.
6. Absentee and electronic voting are added.
7. Board vacancies may be filled by Board appointment rather than a Section special election.
8. Director removal rules change substantially, including automatic removal for excessive absences.
9. Open Board meetings and Member notice requirements are added.
10. Electronic and telephonic Board action outside meetings is expressly authorized for some matters.
11. The Board receives a broad new enumerated powers section, including authority concerning Dedicatory Instruments.
12. Architectural authority changes from approve or deny to courtesy review and written response.
13. The \$100,000 reserve provision is removed.
14. The 0.75% transfer assessment is removed.
15. The express prohibition against other mandatory assessments is removed.
16. The express lien limitation in former Article 9 is removed.
17. Chapter 209 authority is expressly added.
18. The Secretary must post approved minutes online.
19. The officer removal threshold changes from 75% to 70%.
20. The bylaw amendment process changes materially and should be reviewed together with the new 50 vote quorum.
21. The 2026 draft contains apparent drafting and numbering issues, including the corporate name language and Article/Section numbering.

Overall Governance Shift

The 2014 bylaws are structured around a Section based organization funded primarily through a transfer assessment. The 2026 bylaws move toward a more centralized property owners association structure under Chapters 204 and 209, with broader Board powers, open meeting procedures, electronic voting, Board appointment of vacancies, and removal of the transfer assessment framework. **Accordingly, the 2026**

document represents a substantive governance rewrite rather than a simple modernization of the 2014 bylaws.

Source documents reviewed: Bylaws_Recorded_2014_10_30.docx and Bylaws_2026_HNC.docx.