

CERTIFICATE OF SECRETARY
DOUBLE R RANCH OWNERS' ASSOCIATION, INC.
regarding
FIRST AMENDMENT

to
THE DOUBLE R RANCH OWNERS' ASSOCIATION, INC. BYLAWS

THE STATE OF TEXAS §
 §
COUNTY OF BANDERA §

I, Greg L. Hensie, Secretary of Double R Ranch Owners' Association, Inc. (the "Association"), do hereby certify that in the open session of a properly noticed meeting of the Board of Directors of the Association (the "Board") duly called and held on the 10th day of NOVEMBER, 2020, with at least a quorum of the Board members being present and remaining throughout, and being duly authorized to transact business, the following resolution was duly made and approved by a majority vote of the members of the Board:

WHEREAS, Section 22.102(c) of the Texas Business Organizations Code provides:

The board of directors may amend or repeal the bylaws, or adopt new bylaws, unless:

- (1) this chapter or the corporation's certificate of formation wholly or partly reserves the power exclusively to the corporation's members;
- (2) the management of the corporation is vested in the corporation's members; or
- (3) in amending, repealing, or adopting a bylaw, the members expressly provide that the board of directors may not amend or repeal the bylaw.

WHEREAS, there is no such restriction or reservation in the Association's Articles of Incorporation or the Double R Ranch Owners' Association, Inc. (the "Bylaws"), nor are there any vested rights specifically provided to the Association's Members.

WHEREAS, state law supersedes any language contained in the Association's Bylaws regarding the procedure to amend the Bylaws.

WHEREAS, the Board has determined that it would be in the best interest of the Association to amend the Bylaws.

NOW THEREFORE, BE IT RESOLVED, the Bylaws are amended as follows:

1. The title of Article VIII of the Bylaws is deleted in its entirety and replaced with the following:

ARTICLE VIII: Nominating Committee

2. Article VIII, Section 1 of the Bylaws entitled "Election of Officers; Nominating Committee; Election Committee" is deleted in its entirety.
3. Article VIII, Section 4 of the Bylaws entitled "Election of Officers; Nominating Committee; Election Committee" is deleted in its entirety and replaced with the following:

Section 4. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

4. Article VIII, Section 5, Section 6 and Section 7 of the Bylaws entitled "Election of Officers; Nominating Committee; Election Committee" are deleted in their entirety.
5. Article IX, Section 1 of the Bylaws entitled "Powers and Duties of the Board of Directors" is amended to add a new Section 1(g) to read as follows:

(f) levy fines for violations of the Declaration, all rules and regulations of the Association, and all other "dedicatory instruments" of the Association as that term is defined by Texas Property Code Section 202.001(1) or its successor statute Code, and adopt (and amend as needed) a fining policy. Before a fine is levied, the Association will give the notice required by law, if any.

6. Article XIII, Section 3 of the Bylaws entitled "Meeting of Members" is deleted in its entirety and replaced with the following:

Section 3. Written or printed notice stating the purpose, place, day, and hour of any meeting of the Members may be delivered, either personally or by mail, fax or other electronic media, to each Member not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, the Secretary, or the officers calling the meeting, as well as posted on the DRROA bulletin boards. No business may be transacted at a special meeting except as stated in the notice.

For an election or vote of Members not taken at a meeting, the Association will give notice of the election or vote to all Members entitled to vote on any matter under consideration. The notice will be given not later than the 20th day before the latest date on which a ballot may be submitted to be counted.

Notice to a Member by email or facsimile must be sent to the email address or facsimile number provided to the Association in writing by that Member. If emailed, the notice of meeting will be deemed to be delivered as of the date and time shown on a confirmation that the email was successfully transmitted. If faxed, the notice of meeting will be deemed to be delivered as of the date and time shown on a written confirmation that the facsimile was successfully transmitted. For any given meeting,

the Board may use any combination of the alternative methods for providing notice to the Members.

For the purpose of determining the Members entitled to notice of a meeting, the membership of the Association will be determined on the date the notice of meeting is first given.

If mailed, the notice of a meeting will be deemed to be delivered when deposited in the United States mail first class postage pre-paid addressed to the Member at his or her address as it appears on the records of the Association. One notice, addressed to multiple Members at the same address, will suffice if more than one (1) Member resides at any address.

Waiver of Notice for Member Meetings

Waiver of notice of a meeting of the Members will be deemed the equivalent of proper notice. Any Member may, in writing, waive notice of any meeting of the Members, either before or after such meeting. Attendance at a meeting by a Member, either in person or by proxy, will be deemed waiver by such Member of notice of the time, date, and place thereof, unless such Member specifically objects to lack of proper notice in writing at the time the meeting is called to order. Further, casting a vote by any means authorized in these Bylaws, by a Member on any issue to be voted upon at the meeting will be deemed a waiver by such Member of notice of the meeting. Attendance at a meeting will also be deemed waiver of notice of all business transacted thereat unless objection to the calling or convening of the meeting, of which proper notice was not given, is raised in writing before the business is put to a vote.

7. Article XIV entitled "Proxies" is deleted in its entirety and replaced with the following:

Section 1. Voting for Members. The voting rights of the Members will be as set forth in the Declaration, and such voting rights provisions are specifically incorporated herein. At the option of the Board, Members may vote by any one, or more, of the following methods as may be established in a policy adopted by the Board: (1) in person, (2) by absentee ballot, (3) by proxy, (4) by any electronic means, or (5) other process approved by the Board of the Association. Facsimile proxies will be valid. The Association is not required to provide a Member with more than one voting method; provided however that a Member must be permitted to vote by absentee ballot or proxy. Electronic voting and/or voting by secret ballot will be valid pursuant to rules and regulations promulgated by the Board, if any. At any election where there are an equal number of nominees as there are positions to be filled, the Board may determine that election by ballot or vote is not required and may declare that the nominees are elected by unanimous consent or acclamation. At all meetings of Members, all questions, except those the manner of which is otherwise expressly governed by statute, the Articles of Incorporation of the Association or by the Bylaws, will be decided by the vote of a plurality of the Members of the Association present in person or by proxy and entitled to vote, a quorum being present. At all meetings of the Association, cumulative voting is prohibited. Any vote cast at a meeting by a Member supersedes any vote submitted by absentee or electronic ballot previously submitted for that purpose.

Votes cast by Members must be in writing signed by the Member if the vote is cast (i) outside of a meeting, (ii) in an election to fill a position on the Board, (iii) on a proposed adoption or amendment of a Dedicatory Instrument, (iv) on a proposed increase in the amount of Assessment or proposed adoption of a Special Assessment, or (v) on the proposed removal of a Board member. Electronic votes constitute written and signed ballots.

1.1. Proxies.

Subject to the limitations above, the Board is vested with the authority to determine, in its sole discretion, if proxies will be distributed prior to a vote on any issue to be voted upon by the Members. All proxies will be in writing and filed with the Secretary before the appointed time of each meeting or by any earlier date or time specified in the notice of meeting. Every proxy will be revocable and will automatically cease upon (i) conveyance by the Member of the Member's interest in the property; (ii) receipt of notice by the Secretary of the death or judicially declared incompetence of a Member; (iii) receipt of written revocation; or, (iv) expiration of eleven (11) months from the date of the proxy. In the case of a Member's execution of more than one proxy, the proxy with the latest date will be valid. Proxies not delivered prior to the start of any meeting or by any earlier date or time if specified in the notice of meeting, will not be valid. Notwithstanding anything contained in these Bylaws to the contrary, a proxy may only be issued by a Member to another Member.

1.2. Absentee Ballots.

Subject to the limitations above, the Board is vested with the authority to determine, in its sole discretion, if Members may vote on any issue to be voted upon by the Members under these Bylaws by absentee ballot. A solicitation for votes by absentee ballot must include:

- a. An absentee ballot that contains each proposed action and provides an opportunity to vote for or against each proposed action;
- b. Instructions for delivery of the completed absentee ballot, including the delivery location; and
- c. The following language: "By casting your vote via absentee ballot you will forgo the opportunity to consider and vote on any action from the floor on these proposals, if a meeting is held. This means that if there are amendments to these proposals your votes will not be counted on the final vote on these measures. If you desire to retain this ability, please attend any meeting in person. You may submit an absentee ballot and later choose to attend any meeting in person, in which case any in-person vote will prevail."

1.3. Electronic Ballots.

The Board is vested with the authority to determine, in its sole discretion, if Members may vote on any issue to be voted upon by the Members under these Bylaws by means of electronic ballots. Electronic ballot means a ballot given by e-

mail, facsimile or posting on an Internet website for which the identity of the Member submitting the ballot can be confirmed and for which the Member may receive a receipt of the electronic transmission and receipt of the Member's ballot. If an electronic ballot is posted on an Internet website, a notice of the posting shall be sent to each Member that contains instructions on obtaining access to the posting on the website. The Board has the authority to adopt an electronic voting policy.

To be valid, any vote cast by a Member by absentee ballot or electronic ballot must be received by the Association by the date and time specified in the notice of meeting or, if no date and time is specified as to receipt of such ballots, by midnight of the day before the date of the scheduled meeting.

- 8. Article XVI entitled "Corporate Seal" is deleted in its entirety.
- 9. Article XVIII, Section 1 entitled "Amendments" is deleted in its entirety and replaced with the following:

Section 1. These Bylaws may be amended only by the affirmative vote or written consent, or any combination thereof, of a majority of the Board. Notwithstanding the above, the percentage of votes or other approval necessary to amend a specific clause will not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

All other provisions of the Bylaws of the Association remain in full force and effect.

I hereby certify that I am the duly elected, qualified and acting Secretary of the Association and that the foregoing resolution was approved by a majority vote of the Board of Directors as set forth above and now appears in the books and records of the Association.

DOUBLE R RANCH OWNERS' ASSOCIATION, INC.

By: *Greg L. Henrie*
Its: Secretary

Printed: Greg L. Henrie

STATE OF TEXAS §

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COUNTY OF BANDERA §

This instrument was acknowledged before me on 12 day of October, 2020^{F.A.}, by Greg L. Henrie, as Secretary of Double R Ranch Owners' Association, Inc. on behalf of said corporation.



Karen Sue Antill
Notary Public in and for the State of Texas