

DOUBLE R RANCH OWNERS' ASSOCIATION, INC.
BYLAWS – REVISED OCTOBER 12, 2021

ARTICLE I: Definitions

Section 1. “Association” shall mean and refer to the Double R Ranch Owner’s Association, Inc. a non-profit corporation organized and existing under the laws of the State of Texas.

Section 2. “The Properties” shall mean and refer to those properties as set forth and particularly described in Article IV of the Articles of Incorporation of Double R Ranch Owners’ Association, Inc., and such additions thereto as may hereafter be brought within the jurisdiction of the Association as in said article provided.

Section 3. “DRROA Land” shall mean and refer to such part of the property as herein described as may at any time hereafter be owned by the Association (or its successor corporation as defined in Article VII of the Articles of Incorporation of said Association) for so long as the Association (or such successor corporation) may be the owner thereof.

Section 4. “Directors” shall mean and refer to the seven individuals serving on the Board of Directors.

ARTICLE II: Location of Association Office

Section 1. The principal office of the Association shall be located at, 161 Broken Spur Rd, Bandera, TX 78003.

ARTICLE III: Membership

Section 1. The membership shall be as set forth in Article V of the Articles of Incorporation.

Section 2. The rights of membership are subject to the payment of the annual charges levied by the Association. The obligation of these charges is imposed against each owner of and becomes a lien upon the property against which such annual charges are made as provided by Article IV of the Declaration of Covenants and Restrictions to which the properties are subject and recorded in the Office of the County Clerk, Bandera County, Texas, and which are fully set forth and governed by the provisions of Articles IV and V, Sections 4.01 and 5.04.

Section 3. The membership rights of any person whose interest in the properties is subject to the annual charge under Article V., Section 1, of the Articles of Incorporation, whether or not he be personally obligated to pay such annual charge, may be suspended by action of the Directors during the period when the

annual charges remain unpaid; but, upon payment of such annual charge or charges, his rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of any of DRROA properties, common properties or facilities, and the personal conduct of any person thereon, covering the property, they may, in their discretion, suspend the rights of any person for violation of such rules and regulations for period not to exceed ninety (90) days each.

ARTICLE IV: Voting Rights

Section 1. The voting rights are those as set forth in Article V, Section 2, of the Articles of Incorporation of this Association.

ARTICLE V: Property Rights and Rights of Enjoyment of DRROA Property and Community Facilities

Section 1. Each member shall be entitled to the use and enjoyment of the DRROA properties and community facilities as provided in the Declaration of Covenants and Restrictions applicable to the properties.

Section 2. Any member may delegate his rights of enjoyment in the DRROA properties and community facilities to the members of his family who reside upon the properties or to any of his tenants who reside there under the leasehold interest for a term of one (1) year or more. Such member shall notify the Secretary in writing of the name of any such person and of the relationship of the member to such person. The rights and privileges of such person are subject to suspension to the same extent as those of any member.

ARTICLE VI: Association Purposes and Powers

Section 1. The Association has been organized for the purposes and powers as set forth in its Articles of Incorporation.

ARTICLE VII: Board of Directors

Section 1. The Association shall be governed by a Board of Directors as provided in Article VII of the Articles of Incorporation of the Association.

Section 2. Numbers and Terms. The Association shall have seven (7) directors who shall constitute the Board of Directors and the governing body of the Association. These directors (two or three each year) shall be selected by the dues paying members of the Association through a general election. The directors shall serve overlapping terms of three years each.

Section 3. Vacancies in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the

Board of Directors and any such appointed Director shall hold office for the unexpired term of his predecessor in office.

ARTICLE VIII: Election of Officers; Nominating Committee; Election Committee

Section 1. The election of the Board of Directors shall be by written ballot as hereinafter provided. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation of the Association. The persons receiving the largest number of votes shall be elected. In the event that more than one vacancy is to be filled, there shall not be any cumulative voting at such election.

Section 2. Nominations for election to the Board of Directors shall be made by a Nominating Committee that shall be one of the standing committees of the Association. The Nominating Committee shall consist of the Chairman, who shall be a member of the Board of Directors, and one or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting.

Section 3. All nominees for, and members of, the Board of Directors and each committee shall be property owners of Bandera River Ranch as described in Article Four, Paragraph (4), of the Articles of Incorporation and be eligible for the rights of membership in the Association as set forth in Article III, Section 2, of these Bylaws.

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. Nominations shall be placed on a written ballot as provided in Section 5 and shall be made in advance of the time fixed in Section 5 for the mailing of such ballots to the members.

Section 5. All elections of the Board of Directors shall be made on written ballots which shall (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Nominating Committee for such vacancies; and (c) contain a space for a write-in vote by the members for each vacancy. Such ballot shall be prepared and mailed by the secretary to the members at least fourteen (14) days in advance of the date set forth therein for a return (which shall be a date not later than the day before the annual meeting or special meeting called for elections).

Section 6. Each member shall be mailed a ballot on which he may cast the number of votes to which he is entitled. The completed ballot shall be returned in the manner hereinafter outlined. The ballot shall be placed in a sealed envelope marked "Ballot" but not marked in any other way. Such "Ballot" envelope shall,

in turn, be placed in another sealed envelope which shall bear on its face the name and signature of the member or his proxy, the number of votes being cast and such other information as the Board of Directors may determine will serve to establish his right to cast the vote or votes stated therein. The ballot shall be returned to the Secretary at such an address as may be clearly designated by the Secretary.

Section 7. Upon receipt of each return, the Secretary shall immediately place it in a safe or other locked place until the day set for the annual or other special meeting at which the elections are to be held. On that day the external envelopes containing the "Ballot" envelopes shall be turned over, unopened, to an Election Committee which shall consist of three (3) persons appointed by the Board of Directors. The Election Committee shall then adopt a procedure which shall (a) establish that the member is entitled to cast, either personally or by proxy, the number of votes indicated on the outside envelope; and (b) that the signature of the member or his proxy on the outside of the envelope is genuine; and (c) if the vote is by proxy, that a proxy has been filed with the Secretary as provided in Article XIV, Section 2, of these Bylaws, and that such proxy is valid. Such procedure shall be taken in such a manner that the vote of any member or his proxy shall not be disclosed to anyone, even the Election Committee. The outside envelope shall thereupon be placed in a safe or other locked place and the Election Committee shall proceed to the opening of the "Ballot" envelopes and the counting of the vote. Immediately after the announcement of the results, unless a review of the procedure is demanded by the members present, the ballots and the outside envelopes shall be destroyed.

ARTICLE IX: Powers and Duties of the Board of Directors

Section 1. The Board of Directors shall have the power (a) to call special meetings of the members whenever it deems it necessary and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting membership as provided in Article V, Section 2, of the Articles of Incorporation; (b) appoint and remove at its pleasure all officers and agents and employees of the Association, prescribe their duties, fix their compensation and require of them security or fidelity bonds as it may deem expedient, nothing contained in these bylaws shall be construed to prohibit the employment of any member, officer or director of the Association in any capacity whatsoever; (c) to establish, levy and assess and collect the annual charges and all other charges referred to in the Declaration of Covenants and Restrictions covering the property; (d) to adopt and publish rules and regulations governing the use of the DRROA properties or community facilities and the personal conduct of the members and their guest(s) thereon; (e) to exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to the meeting or to the members; (f) in the event any member of the Board of Directors of this Association shall be absent on three (3) consecutive regular meetings of the Board

of Directors, the Board of Directors may by action taken at the meeting in which such third absence occurs, declare the office of said absent Director to be vacant.

Section 2. It shall be the duty of the Board of Directors (a) to cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meetings of the members or at any special meeting when such is required in writing by one-fourth (1/4) of the voting membership; (b) to supervise all officers, agents and employees of this Association, and to see that their duties are properly performed; (c) as more fully provided in the Declaration of Covenants and Restrictions applicable to the properties, (i) to fix the amount of the annual charge against each lot or living unit for each annual period at least thirty (30) days in advance of such date or period and, at the same time (ii) prepare a roster of the properties and annual charges applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member and; at the same time (iii) to send written notice of each assessment to every owner subject thereto; (d) to issue or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether any annual charge has been paid; such certificate shall be conclusive evidence of any charge therein stated to have been paid.

ARTICLE X: Directors' Meetings

Section 1. Regular meetings of the Board of Directors shall be held on the second Tuesday of each month at 7 p.m. at a location within the environs of the Bandera River Ranch. Notice of each such meeting shall be posted in a designated place and displayed in a manner allowing all members of the community access to the notice at all times. Any changes to the above-mentioned day, date, time or location shall be contained in such notice.

Section 2. Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two (2) Directors.

Section 3. The transaction of any business at any meeting of the Board of Directors, however called on notice, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum and, if either before or after the meeting, each Director not present signs a written Waiver of Notice or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 4. The majority of the Board of Directors shall constitute a quorum thereof.

ARTICLE XI: Officers

Section 1. The officers shall be a President, First Vice President, one or more Vice Presidents, Secretary, one or more Assistant Secretaries and a Treasurer. The President and the First Vice President shall be members of the Board of Directors.

Section 2. The officers shall be chosen by a majority vote of the Directors and serve for a term of one (1) year.

Section 3. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, leases, mortgages, deeds and all other written instruments.

Section 4. The First Vice President shall perform all of the duties of the President in his absence.

Section 5. The Secretary or DRROA Office Manager shall be the ex officio Secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. The Secretary or DRROA Office Manager shall sign all certificates of membership, shall keep the records of the Association, and shall record in a book kept for that purpose the names of all members of the Association together with their addresses as registered by such members.

Section 6. The Treasurer or DRROA Office Manager shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by a resolution of the Board of Directors, provided however, that a resolution of the Board of Directors shall not be necessary for the disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall sign all checks and notes of the Association. The Board of Directors may appoint an employee as an assistant to the Treasurer to assist in all official duties pertaining to that office. The Treasurer shall sign all checks and notes of the Association. In addition, any checks written for \$2,000 and above, shall require the signature of the Treasurer and an additional Board member who is on the signature card at the bank. Any non-emergency, non-budgeted expense item of over \$500 must be presented to the full Board, not a Quorum, for a majority vote. The presentation may be at open meeting or by e-mail. An e-mail will be reported as an Action between Meetings. Any absent member proven to be notified that fails to vote, will not void a majority vote to approve or disapprove the expense. If any Board member is proven not notified, then any majority or quorum vote is null and void.

Section 7. The Treasurer shall keep proper books of account and cause an annual audit of the Association's books to be made by the Audit/Finance Committee at

the completion of each fiscal year. The Treasurer shall prepare an annual budget, which will be approved by the Board of Directors, and financial statements to be presented at the monthly Board meetings, and the annual financial statements shall be presented to the membership at its regular annual meeting.

ARTICLE XII: Committees

Section 1. Standing committees of the Association shall be the Nominations Committee, the Recreation Committee, the Maintenance/Beautification Committee, the Audit/Finance Committee, Security Committee, and the Welcoming Committee. Unless otherwise provided herein each committee shall consist of a Chairperson and two or more members and shall include a member of the Board of Directors for Board contact. The Committees shall be appointed by the Board of Directors prior to each annual meeting and to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting. The Board of Directors may appoint such other committees as it deems desirable.

Section 2. The Nominations Committee shall have the duties and functions described in Article VIII of these Bylaws.

Section 3. The Recreation Committee shall advise the Board of Directors on all matters pertaining to the recreational program activities of the Association and shall perform such other functions as the Board, in its discretion, determines.

Section 4. The Maintenance/Beautification Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of any DRROA property and community facilities of the Association, and shall perform such other functions as the Board, in its discretion, determines.

Section 5. The Audit/Finance Committee shall perform the annual audit of the Association's books and approve the financial statements to be presented to the membership at its regular annual meeting as provided in Article IX, Section 8 of these Bylaws. The Treasurer shall be an ex-officio member of the committee.

Section 6. The Security Committee shall oversee the use of the community facilities owned by DRROA for the use and pleasure of the property owners and their guests. The individuals making up the committee shall serve as security officers who will check membership identification, when necessary to insure use of such community facilities by property owners and their guests. Additionally, each officer or pair of officers shall nightly secure such facilities that are deemed necessary to lock, and shall perform such other functions as the Board, in its discretion, determines.

Section 7. The Welcome Committee shall meet with each new resident and provide them with a packet of basic DRROA and local information.

Section 8. With the exception of the Nominations Committee, each committee shall have the power to appoint a subcommittee from among its membership and may delegate to any subcommittee any of its powers, duties and functions.

Section 9. It shall be the duty of each committee to receive complaints from the members on any matter involving Association functions, duties and activities within their field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director, or officer of the Association as is further concerned with the matter presented.

ARTICLE XIII: Meeting of Members

Section 1. The regular annual meeting of the membership shall be held on the last Saturday of the month of October in each year at 3:00 P.M. at a location designated by the Board of Directors, and within a ten (10) mile radius of the subdivision.

Section 2. Special meetings of the members for any purpose may be called at any time by the President, the First Vice President, or by any three (3) or more members of the Board of Directors. Members who have a right to one-fourth (1/4) of eligible votes of the entire membership may request a meeting of the membership. Said request shall be in writing and submitted to the President or Secretary of the Board in accordance with the provisions of Article XVII, Section 1, of these Bylaws.

Section 3. Notice of meetings shall be posted on the DRROA bulletin boards by the Secretary. Notice of any meeting, regular or special, shall be posted not less than fourteen (14) nor more than fifty (50) days in advance of the meeting and set forth in general the nature of the business to be transacted, provided however, that if the business of any meeting shall involve an election governed by Article VIII of the Bylaws or any action governed by the Articles of Incorporation, notice of such meeting shall be given or sent as therein provided. If a meeting is cancelled and rescheduled, notice of the rescheduled meeting will be given in 72 hours.

Section 4. At any membership meeting, the presence, whether in person or by proxy, of members entitled to vote not less than 10% of the total membership vote, shall constitute a quorum for the transaction of business. However, should the nature of the business to be transacted be such that a different quorum is required either by the Articles of Incorporation or by any other document, then the quorum therein provided shall govern. All proxies shall be in writing and be filed with the Secretary at the commencement of the meeting.

ARTICLE XIV: Proxies

Section 1. At all corporate meetings of members each member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond the period of eleven (11) months, and every proxy shall

automatically cease upon the conveyance by the member of his interest in the properties.

ARTICLE XV: Books and Papers

Section 1. The books, records and papers of the Association shall at all times be maintained by the Secretary and shall be available and subject to the inspection of the members during reasonable business hours.

ARTICLE XVI: Corporate Seal

Section 1. The Association shall have a seal in circular form having within its circumference the words: Double R Ranch Owners' Association, Inc., a Texas non-profit corporation.

ARTICLE XVII: Procedures and Protocol

Section 1. Any item that a member proposes to have acted on at an annual or special membership meeting shall only be on the agenda if it is submitted in writing to the President or Secretary of the Board at least thirty (30) days in advance of the meeting date. All proposals submitted by members for action at a membership meeting shall be assigned by the Board for review to the appropriate committee of the Board and their report and recommendation shall be reviewed by the Board within a time schedule that will allow information to be included in the mailed notice to members announcing the meeting and items on the agenda for action on such items at the meeting. Urgent matters brought before the Board by a member at the regular monthly meeting will be addressed at the Board's discretion.

Section 2. The Secretary will notify the chairman of the appropriate committee assigned to the item(s) proposed for consideration. The committee's agenda will be to review and recommend to the Board the actions it deems appropriate together with the pros and cons so that the Board may make an informed review and decision. All committee meetings shall have written minutes made thereof and a copy of such minutes shall be forwarded to the Secretary of the Board.

Section 3. The parliamentary procedure to be used by the Association will be the *ABC's of Parliamentary Procedure* published by Channing L. Bete of the Community Association Institute (CAI). The presiding officer will also reference *Guide for the Presiding Officer* and *Basic Parliamentary Procedure Workbook*, recommended publications of CAI.

ARTICLE XVIII: Amendments

Section 1. These Bylaws may be amended by the members at any annual or special meeting of the members, but only if the amendments have been placed on the agenda with proper notice to the members prior to the meeting as provided for in Article XVII, Section 1, of these Bylaws, or by the Board at any regular or special meeting duly called, which right and power the members hereby confer upon the Board, but only if the proposed amendments were placed on the agenda and the Board members were notified in writing at least one week prior to the meeting.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, Articles of Incorporation shall control; and in the case of any conflict between the Declaration of Covenants and Restrictions applicable to the properties referred to in Section 1 of the Declaration of Covenants and Restrictions and these Bylaws, the Declaration of Covenants and Restrictions shall control.

EXECUTED THIS 12th DAY OF OCTOBER 2021
TO BE EFFECTIVE THE 13th DAY OF OCTOBER 2021

John M. Cressy-Neely
President

ATTEST:
[Signature]
Board Secretary

STATE OF TEXAS §
 §
COUNTY OF BANDERA §

This instrument was acknowledged before me on 12 day of October 2020, by _____ as Secretary of Double R Ranch Owners' Association, Inc. on behalf of said corporation.

[Signature]
Notary Public in and for the State of Texas

