

CERTIFICATE OF SECRETARY
of
BRIDLEWOOD RANCHES PROPERTY OWNERS ASSOCIATION
regarding
AMENDMENT
to
BYLAWS OF BRIDLEWOOD RANCHES PROPERTY OWNERS ASSOCIATION

THE STATE OF TEXAS §
 §
COUNTY OF HAYS §

I, Susan Wilkinson, Secretary of Bridlewood Ranches Property Owners Association (the "Association"), do hereby certify that at a meeting of the Board of Directors of the Association (the "Board") duly called and held on the 14th day of April, 2018, 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, the Board determined it would be in the best interest of the Association to amend the Bylaws; and

WHEREAS, at the April 14, 2018 Special Meeting of the Members of the Association, the Members voted on and approved, in accordance with Paragraph 14.1 of the Bylaws of the Association, to amend the Bylaws as stated below. The meeting minutes of such approval are attached hereto and incorporated herein as Exhibit "A".

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

1. Paragraph 3.2 of the Bylaws is amended and restated to read as follows:

3.2 **Special Meetings.** Special meetings of the Members may be called at any time by the President or by the Board of Directors, or on written request signed by not less than ten percent (10%) of the Members.

2. Paragraph 6.3 of the Bylaws is added to read as follows:

6.3 **Recount of Votes.** Any Member may demand a recount of the votes of an election. A request for a

recount must be submitted not later than the 15th day after the date of the meeting at which the election was held. A demand for a recount must be in writing and submitted in writing either:

- (1) by verified mail or by delivery by the United States Postal Service with signature confirmation to the Association's mailing address as reflected on the last recorded management certificate; or
- (2) in person to the Association's managing agent as reflected on the last recorded management certificate or to the address to which absentee ballots and proxy ballots were mailed.

The Association must estimate the costs for performing a recount by a person qualified to tabulate votes as set forth below and must send an invoice for the estimated costs to the Member requesting a recount to the Member's last known address according to the Association records not later than the 20th day after the date on which the Association received notice of the request for a recount. The Member demanding a recount must pay such invoice in full on or before the 30th day after the date the invoice is sent to the Member. If the Member does not timely pay the invoice, the demand for recount is considered withdrawn and a recount is not required. If the actual costs are different than the estimate, the Association must send a final invoice to the Member on or before the 30th business day after the date the results of the recount are provided. If the final invoice includes additional amounts owed by the Member, any additional amounts not paid to the Association before the 30th business day after the date the invoice is sent to the Member may be added to the Member's account as an assessment. If the estimated costs exceed the final invoice amount, the Member is entitled to a refund. The Association must issue a refund to the Member not later than the 30th business day after the date the invoice is sent to the Member.

Only after payment is received, the Association must, at the expense of the Member requesting the

recount, retain the services of a qualified person to perform the recount. The Association must enter into a contract for the services of a person who is not a member of the Association or related to a member of the Board of Directors of the Association within the third degree by blood or marriage and is a:

- (a) current or former county judge;
- (b) current or former county elections administrator;
- (c) current or former justice of the peace;
- (d) current or former county voter registrar; or
- (e) person agreed on by the Association and the Member requesting the recount.

A recount must be performed on or before the 30th day after the date of receipt of the request and payment for the recount. If (but only if) the recount changes the results of the election, the Association must reimburse the Member for the cost of the recount. Any action taken by the Board in the period between the initial election vote tally and the completion of the recount is not affected by the recount.

3. Paragraph 7.4 of the Bylaws is added to read as follows:

7.4 Open Board Meetings. All meetings of the Board of Directors must be open to all Members, subject to the right of the Board of Directors to adjourn a meeting of the board and reconvene in closed executive session. Members other than Directors may not participate in any discussion or deliberation unless expressly so authorized by the President or a majority of a quorum of the Board of Directors. If a Member unreasonably disrupts a meeting of the Board of Directors or repeatedly interrupts the discussion between Directors, the Board of Directors has the authority, after an initial warning, to cause that Member to be removed from the meeting.

4. Paragraph 8.1.2 of the Bylaws is amended and restated to read as follows:

8.1.2 After notice and an opportunity to be heard, if same is required by law, the Board of Directors shall have the power to suspend the right to use the recreational facilities of any Member for violation of any duty or obligation imposed under any "dedicatory instrument", as that term is defined in Chapter 202 of the Texas Property Code or any successor statute. In addition, the Board of Directors shall have the power to suspend the right to use the recreational facilities in the event that a Member is more than thirty (30) days delinquent in the payment of any amounts due and owing the Association.

8. Paragraph 8.1.4 of the Bylaws is amended and restated to read as follows:

8.1.4 Any Director may be removed by a vote of a majority of the remaining Directors as the result of the Director's failure, without just cause, to attend three (3) consecutive, regularly scheduled meetings of the Board of Directors. "Just cause" means an event that, in the reasonable, good faith judgment of the Board, prevents a Director from attending a meeting and includes, without limitation, death or serious injury to a member of the Director's family or other person with whom the Director has a long-term relationship, a mental or physical ailment or impairment that prevents the Director from attending a meeting, and any mandatory business engagement related to the Director's livelihood and/or employment. Vacancies on the Board caused by reasons other than removal by a vote of the members will be filled by the remaining Directors. A Director elected or appointed to fill a vacancy on the Board will serve the unexpired term of his predecessor.

9. Paragraph 9.8.4 of the Bylaws is amended and restated to read as follows:

9.8.4 **Treasurer.** The Treasurer shall receive and deposit in appropriate bank accounts all funds of the Association, and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks with a co-signature of one

other Director; shall co-sign all promissory notes with a co-signature of the President of the Association; shall issue checks upon receipt of valid invoices; shall keep proper books of account; shall cause an annual review of the Association books and records to be made by a finance committee composed of at least two (2) members who are not Directors; and shall prepare an annual budget and statement of income and expenditures, a copy of which documents shall be delivered to each Member, and a report on which shall be given at the regular meeting of Members.

10. Paragraph 12.1 of the Bylaws is amended and restated to read as follows:

12.1 Books and records of the Association must be retained by the Association in accordance with the Association's Document Retention Policy. Books and records of the Association are available to Members for review in accordance with the Association's Records Production and Copying Policy.

All other provisions of the Bylaws of the Association shall 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.

TO CERTIFY which witness my hand this the 6th day of September, 2018.

**BRIDLEWOOD RANCHES PROPERTY
OWNERS ASSOCIATION**

By: Susan Wilkinson

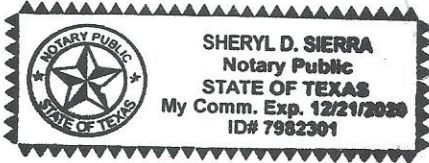
Printed: Susan Wilkinson

Its: Secretary

STATE OF TEXAS §

COUNTY OF Hays §

This instrument was acknowledged before me on 6 day of September, 2018 by Susan Wilkinson, Secretary of Bridlewood Ranches Property Owners Association on behalf of said corporation.



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

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Liz Q. Gonzalez, Hays County Clerk, Texas
Rec \$46.00 Deputy Clerk: JKOTZUR