# BYLAWS OF THE RAINTREE WOODS HOMEOWNERS' ASSOCIATION, INC.

# SECTION I NAME AND LOCATION

#### Section 1.1 Name

The name of the corporation is RAINTREE WOODS HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association".

#### Section 1.2 Location

The principal office of the corporation shall be located at the following address:

Raintree Woods Homeowners' Association, Inc. c/o FORHA 7286 Dietz Elkhorn Fair Oaks Ranch, Texas 78015

or such other location within Bexar County, Texas, as the Board may from time to time designate.

#### Section 1.3 Existence

The Restrictions (as defined below) give all lot owners in the Raintree Woods Subdivision the obligation to belong to Fair Oaks Ranch Homeowners' Association, Inc. ("FORHA"). In turn, the FORHA Bylaws, as amended in June, 2002, provide for the incorporation of the Association, and the membership therein of all lot owners in the Raintree Woods Subdivision.

# SECTION II DEFINITIONS

#### Section 2.1 Articles

"Articles" shall mean and refer to the Articles of Incorporation of the Association.

#### Section 2.2 Association

"Association" shall mean and refer to RAINTREE WOODS HOMEOWNERS' ASSOCIATION, INC., a Texas non-profit corporation, its successors and assigns.

#### Section 2.3 Board

"Board" shall mean and refer to the Board of Directors of the Association.

#### Section 2.4 Common Area

"Common area" shall mean and refer to all real property and improvements thereon owned by the Association for the common use and enjoyment of the members. Specifically, but without limitation, such common areas shall include the guard house, gates, and adjoining areas at the entrance to the Subdivision, and may include other property or properties acquired by the Association in the future.

#### Section 2.5 Restrictions

"Restrictions" shall mean and refer to the various Restrictions applicable to the various units of the Raintree Woods subdivision of Fair Oaks Ranch, Texas, as recorded at the following Volumes and Page Numbers of the Real Property Records of Bexar County, Texas

Unit A: Volume 1145, Page 893

Unit AA: Volume 1470, Page 883; Volume 1464, Page 425; Volume 1457, Page

674

Unit AB: Volume 1710, Page 880 Unit AC: Volume 2533, Page 183 Unit AD: Volume 902, Page 971 Unit AE: Volume 5794, Page 86

Unit REF-1: Volume 2557, Page 130; Volume 2601, Page 1158

as the same are amended or extended from time to time.

# Section 2.6 Raintree Woods

"Raintree Woods" shall refer to that area which in the aggregate comprises the Properties as defined herein.

#### Section 2.7 Lot

"Lot" shall mean and refer to any parcel of land shown upon the recorded subdivision maps or plats of the properties with the exception of the common area.

#### Section 2.8 Member

"Member" shall mean and refer to every record owner of a lot in Raintree Woods, whether one or more persons or entities, of fee simple title in any lot which is subject by covenants of record to assessment by the Association and shall include contract sellers but shall not include persons or entities holding an interest merely as security for the performance of an obligation. "Class A Member" shall mean and refer to every record owner of a lot in Raintree Woods that is improved with, at a minimum, a completed residential slab foundation.

# Section 2.9 Properties

"Properties" shall mean and refer to that certain real property described in the Restrictions and any amendment or extension thereof.

# SECTION III MEETINGS OF MEMBERS

#### Section 3.1 Place of Meeting

Meetings of the members shall be held at The Fair Oaks Ranch Golf and Country Club, Fair Oaks Ranch, Texas, 78015, or such other place within Bexar County, Texas, as may be designated by the Board in the notice of the meeting.

#### Section 3.2 Annual Meeting

The first annual meeting of members for the transaction of such business as may properly come before the meeting shall be held on or before January 31, 2003. In each year after 2003, annual meetings shall be for the purpose of election of directors and for the transaction of such business as may properly come before such meeting, and shall be held on the date specified by the Board of Directors in the notice of such meeting.

### Section 3.3 Special Meetings

Special meetings of the members may be called at any time by the President or upon a petition signed by thirty percent (30%) of the members who would be entitled to cast a vote or votes at such meeting.

### Section 3.4 Notice of Meetings

Unless effected as otherwise provided herein or in the Restrictions, written or printed notice of each meeting of the members shall be given by or at the direction of the Secretary or other person authorized to call such meeting by mailing postage prepaid to each member entitled to vote thereat, a copy of such notice not less than ten (10) nor more than sixty (60) days before the date of such meeting. Such notice shall be addressed to the member at his or her address as it appears on the records of the Association as at the time of mailing and shall specify the place, date, and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

#### Section 3.5 Ouorum

- 3.5(1) Members holding one-fifth (1/5) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum except as otherwise provided herein, in the Articles, or in the Restrictions.
- 3.5(2) In the event such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum as aforesaid shall be present or represented.

#### Section 3.6 Proxies

A member may vote in person or by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. The Board shall be authorized to designate the form of proxy to be used. No proxy shall be valid for more than thirty (30) days from the date of its execution, unless otherwise provided in the proxy. A proxy shall be revocable at any time by its maker.

#### Section 3.7 Rules of Procedure

Meetings of the members shall be conducted in accordance with the rules and procedures outlined in <u>The ABC's of Parliamentary Procedure</u>, published by the Community Association Institute. Procedural issues not addressed in such publication shall be resolved by consulting the most recent edition of <u>Robert's Rules of Order</u>.

# SECTION IV VOTING

#### Section 4.1 Voting

- (a) Each member in good standing (that is, current on all dues and assessments) shall cast their votes as provided for in these bylaws. When any matter for consideration requires the vote of the membership, one vote from each lot shall be all that is required, and no more than one vote per lot shall be permitted. The Association shall presume that the other owners of a lot, if any, are in agreement with the member casting the vote. Only Class A members who are in good standing shall be entitled to vote on matters effecting security services or maintenance of the common areas.
- (b) Ballots for the election of Directors may be submitted prior to the applicable meeting by mail or telecopy to the address indicated in the notice of the meeting.

  Section 4.2 Cumulative Voting

Cumulative voting shall not be permitted.

#### Section 4.3 <u>Majority Vote</u>

The vote of a majority of the votes entitled to be cast by the members present in person or by proxy at a meeting for which a quorum has been obtained, shall be necessary for the adoption of any matter by the members, unless a greater proportion is otherwise required by the Articles or the Restrictions.

# SECTION V DIRECTORS

#### Section 5.1 Number of Directors

The affairs of the Association shall be governed by a Board of Directors which shall consist of seven persons. In the event the number of Directors is changed by amendment to these

Bylaws, no such change shall have the effect of removing any director prior to the expiration of his or her term of office. The initial Board of Directors shall consist of seven persons, each appointed by the Board of Directors of the Fair Oaks Ranch Homeowner's Association, Inc. and are named in the Association's Articles of Incorporation. In order to create staggered terms, the initial term of three of such appointees shall be for one year, the initial term of two of such appointees shall be for two years, and the initial term of two of such appointees shall be for three years. The initial Board members shall decide among themselves, by chance drawing, who shall serve for one year, two years, and three years, respectively. At each annual meeting of the members of the Association, commencing with the second annual meeting of the members, the members shall elect the number of Directors required to fill the vacancies created by the then expiring terms, such new Directors to be elected for a term of three years.

#### Section 5.2 Election

Members of the Board of Directors shall be elected at large by all members of the Association.

# Section 5.3 Qualifications of Directors

A Director shall be a member of the Association in good standing at the time of nomination. This section shall not apply to incumbent directors at the time of adoption hereof who may stand for election for successive consecutive terms of office.

#### Section 5.4 Nomination

- 5.4(1) Nomination for election to the Board shall be made in writing on the form approved and provided by the Board. Nominations shall include the written undertaking of the nominee to serve if elected.
- 5.4(2) The election officer shall check all nominations and shall disqualify from election any nominee delinquent in dues or assessments or otherwise not qualified for election or improperly nominated.
- 5.4(3) Notice of election shall be included with the notice of annual meeting and nominees shall be invited to provide by a specific deadline brief biographical information not exceeding 250 words in length to be distributed with such notice. Biographical information not submitted by the deadline established shall not be so distributed.

#### Section 5.5 <u>Direction of Election</u>

The Board shall, by resolution, designate one of its members not standing for re-election to the Board to serve as election officer for the annual election. The election officer shall receive written nominations as provided herein and shall administer the annual election. The election officer shall appoint in writing such assistants as are in his / her judgement required to conduct the election, but in no case shall less than two (2) assistants be designated and who shall not be paid for their services nor be members of the Board of Directors or a candidate for election thereto.

#### Section 5.6 Voting

- 5.6(1) The election officer shall prepare or cause to be prepared a written ballot listing in random order, determined by a drawing, the names of nominees for election, which ballot shall also provide write-in space for the names of candidates nominated from the floor at the annual meeting; provided, however, that all such nominees and candidates must meet all of the requirements set out in these Bylaws.
- 5.6(2) The election of new members to the Board shall be the first order of business following the adoption of the agenda at the annual meeting. Voting shall remain open for thirty (30) minutes provided, however, that members present and waiting to vote at the end of the voting period aforesaid shall be afforded the opportunity to do so notwithstanding the aforesaid.
- 5.6(3) Voting and the counting of ballots cast shall be conducted by the election officer and his or her assistants. The results of balloting shall be announced by the election officer before the close of the annual meeting. The election officer shall thereafter certify in writing the results of the balloting, which results shall be countersigned by his or her assistants.

# Section 5.7 <u>Staggered Terms</u>

After the initial board of directors has been established, no more than three (3) Directors shall be elected to the Board during any one year, unless it becomes necessary to elect additional persons to the Board in order to maintain its composition.

#### Section 5.8 Term of Office

Unless otherwise provided herein, each Director shall be elected for a term of three (3) years.

#### Section 5.9 Removal of Board Members

- 5.9(1) <u>By Members</u>: A Director may be removed from the Board by the vote of a majority of a quorum of members entitled to vote at a meeting of the members.
- 5.9(2) By Impeachment: A Director may be removed from the Board by impeachment by the Board for conduct unbecoming a member of the Board or other good cause.
- (a) Impeachment of a Director shall be commenced by resolution of the Board adopted at any meeting of the Board. Upon adoption of a resolution to consider impeachment, the Board shall at its next regular meeting consider the matter. The President shall appoint one member of the Board to present the case for impeachment and afford the Director whom it is proposed be impeached the opportunity to speak in response at such meeting. Following presentation of the case for impeachment and response thereto, the Board may by resolution adopted by a majority in favor impeach such Director. In the event such resolution is so adopted, impeachment shall be reconsidered by the Board at its next regular meeting and may by resolution be ratified by a majority in favor of ratification of impeachment. In the event of such ratification, impeachment shall be confirmed by the Board at its next regular meeting and may by

resolution be confirmed by a majority in favor of confirmation of impeachment, which confirmation shall operate to forthwith remove such Director from and vacate his or her office.

5.9(3) By Declaration of Vacancy: In the event a Director shall be absent from three consecutive meetings of the Board, the Board may by resolution declare his or her office to be vacant, and in such case such Director shall be deemed to have resigned from the Board as of the adoption of such resolution. A meeting which has been rescheduled shall not be considered to be a meeting of the Board for the purposes of this section only.

### Section 5.10 <u>Deemed Resignation</u>

A director shall be deemed to have resigned when he or she no longer is an owner of a lot in Raintree Woods or ceases to be a member in good standing.

#### Section 5.11 Vacancies

A vacancy on the Board shall exist on the death, resignation, or removal of any Director, in the event of a declaration of vacancy by the Board, or if the members fail (at any annual or special meeting of members at which any Director or Directors are to be elected) to elect the number of Directors authorized to be voted for at that meeting.

### Section 5.12 Appointment to Fill Vacancies

In the event of a vacancy on the Board, the remaining members of the Board shall place this issue on the agenda for the next, regularly scheduled meeting of the Board of Directors, and at such meeting shall select and appoint to the Board a successor who shall serve the unexpired term of his or her predecessor.

# SECTION VI MEETINGS OF DIRECTORS

#### Section 6.1 Meetings

Meetings of the Board shall be held at such place and hour as may be fixed from time to time by the Board. Written or verbal notice of such meetings shall be given to each Director at least three days prior to each such meeting, and shall specify the place and time of such meeting. Meetings shall be held at least once per calendar quarter.

#### Section 6.2 Special Meetings

6.2(1) Special meetings of the Board shall be held when called by the President or by any two (2) Directors. Notice of special meetings of the Board shall be given orally or in writing to each Director at least twenty-four (24) hours before any such meeting. Notice shall be

deemed to have been given in writing when delivered to the present home address of a Director as shown on the records of the Association.

6.2(2) Attendance at a special meeting by a Director shall constitute a waiver of notice of such meeting except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### Section 6.3 Attendance at Meetings

Association members may attend portions of Board meetings for the purpose of presenting their views to the Board. Such members shall excuse themselves from the Board meeting when requested to do so by the Board. The Board may move into closed session whenever deemed appropriate by the Board.

#### Section 6.4 Ouorum

A majority of the Board shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board unless a greater number is required by law.

### Section 6.5 Action Taken Without a Meeting

- 6.5(1) Emergency: Directors shall have the right to take emergency action which they could take at a duly constituted meeting without a meeting by obtaining approval of a majority of Board members. Any action so approved shall have the same effect as if taken at a meeting of the Board, shall be evidenced by sworn affidavit executed by two or more Board members and shall be documented in the minutes of the next regular Board meeting.
- 6.5(2) By Consent: Any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all Directors. Any action so approved shall have the same effect as if taken at a meeting of the Board and shall be documented in the minutes of the next regular Board meeting.
- 6.5(3) By Conference, Telephone, or Similar Equipment: Any regular or special meeting of the Board may be held by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and be heard by each other. Participation in such a meeting shall be deemed to be presence in person at the meeting.

# Section 6.6 Rules of Order

Regular meetings of the Board shall be conducted in accordance with the procedures outlined in <u>The ABC's of Parliamentary Procedure</u>, published by the Community Associations Institute. Procedural issues not addressed in such publication shall be resolved by consulting the most recent edition of Robert's Rules of Order.

#### **SECTION VII**

# POWERS AND DUTIES OF THE BOARD OF DIRECTORS

#### Section 7.1 Powers of the Board

The Board of Directors shall have the power to:

- (a) adopt and publish rules and regulations governing the use of the common area and facilities and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof, which penalties may include fines, or the suspension of the right of a member to use the common area and facilities;
- (b) suspend the voting rights of any member and/or the right of any member to use of the common area and facilities during any period in which such member shall be in default in the payment of any assessment levied by or for the benefit of the Association;
- (c) hire such personnel as are in the opinion of the Board necessary for the efficient and effective operation of the Association and delegate to such personnel such of the rights, powers, and privileges of the Board as to the Board may seem necessary and advisable;
  - (d) exercise the rights, powers, and privileges delegated to the Board herein;
- (e) exercise for the Association all powers, duties, and authorities vested in or delegated to the Association and not otherwise herein reserved to the members of the Association in the Articles or Restrictions.

### Section 7.2 Method of Exercise of Powers

The Board shall exercise its rights, powers, and privileges by resolution.

#### Section 7.3 Organization of the Board

The Board shall organize itself to exercise its rights, powers, and privileges and carry out its duties and responsibilities in such a manner as it shall, from time to time, determine and shall be authorized to organize, appoint, and regulate standing and select committees to advise the Board from time to time as seems prudent.

#### Section 7.4 Officers

- 7.4(1) Election: The Board shall meet each year not later than the Thursday next following the annual meeting to elect a President, Vice President, Secretary and Treasurer, and any other officers the Board deems appropriate, and all such officers shall at all times be members of the Board. The officers of the Association shall serve in such capacity for one (1) year commencing on the first day of the month following the annual meeting, unless they or any of them shall sooner resign, be removed or otherwise become disqualified to serve.
- 7.4(2) <u>Removal</u>: Any officer may be removed from office at any time by the vote of a majority of the Board. Any officer may resign at any time by giving written notice to the Board

and such resignation shall be effective on the date of receipt of such notice or such later time specified therein and the acceptance of such resignation shall not be necessary to make it effective.

# Section 7.5 <u>Compensation of Directors</u>

No Director shall receive compensation for any service he or she shall render to the Association. Any Director may be reimbursed for his or her actual expenses incurred in the performance of designated duties.

### Section 7.6 Duties of the Board

It shall be the duty of the Board to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present an annual report thereof to the members at the annual meeting of the members;
- (b) supervise all Association officers and agents and to see that their duties are properly performed;
- (c) fix the amount of the dues, assessments, and fees applicable to each lot, which dues, assessments, and fees shall be in addition to, and not in lieu of, the dues, assessments, and fees (including, but not limited to, plan approval fees) owing to the Fair Oaks Ranch Homeowners' Association, Inc.;
- (d) cause written notice of assessment to be sent to each owner subject thereto at least twenty (20) days before the date when payment of such assessment is due;
- (e) set and collect late fees, and cause collection action to be taken to secure and collect delinquent assessments, which collection action may include filing liens against lots owned by the delinquent lot owners;
- (f) procure and maintain adequate liability, property, and casualty insurance on employees, common area and facilities, and cause all officers or employees to be bonded, as it may deem appropriate;
- (g) cause the common area and facilities to be maintained and require all contractors and vendors to annually submit proof of liability insurance coverage acceptable to the Board;
- (h) carry out short term and long range planning and policy development for the Association:
- (i) supervise and direct the financial management and development of the Association;
  - (i) direct the provision of services to members;

(k) undertake to provide means of communications with Association members.

### Section 7.7 Unsightly Lots

If weeds, brush or rubbish should grow or accumulate on the lot of any owner to the point that such accumulation or growth is, in the opinion of the Board, unsightly or unhealthy, the Board may notify the owner of the lot in writing of the existence of such condition, and may direct him to abate such condition by clearing off such weeds, brush or rubbish. Such notice shall state that, in the event that such condition is not abated within ten (10) days after dispatch of such notice, the Board may cause the same to be done and assess the cost and expense thereof to the owner of such lot and affix a lien therefor on such lot.

# SECTION VIII OFFICERS

#### Section 8.1 Officers

8.1 Officers Generally: The officers of the Association shall be the President, Vice President, Secretary, Treasurer, and such other officers as the Board may from time to time by resolution create.

#### Section 8.2 Vacancies

A vacancy in any office may be filled by appointment by the Board. The officer appointed to fill such vacancy shall serve for the remainder of the term of the officer he or she replaces.

#### Section 8.3 Duties of Officers

8.3(1) <u>President</u>: The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Board and of the members; shall in consultation with the other officers set the agenda for all meetings of the Board and of the members; and with the approval of the Board shall appoint committee chairpersons.

The President shall be at liberty to participate in all the discussions of the Board and vote on any motion thereof.

- 8.3(2) <u>Vice President</u>: The Vice President shall act in the place and stead of the President in his or her absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him or her by the Board.
- 8.3(3) Secretary: The Secretary shall record or cause to be recorded the proceedings of all meetings of the Board and of the members; keep and affix or cause to be affixed the corporate seal of the Association as required; serve or cause to be served notice of meetings of the Board and of the members; keep or cause to be kept appropriate records showing the members of the Association; and, if authorized by the Board to do so, to hire agents, attorneys, contractors, etc., to carry out the acts, decisions, and directions of the Board; and perform such other duties as required by the Board.

8.3(4) Treasurer. The Treasurer shall receive/deposit in banking accounts approved by the Board, account for and disburse or cause to be received, deposited, accounted for and disbursed the monies of the Association; keep or cause to be kept proper books of account; prepare a proposed annual budget; prepare for the monthly and annual meetings of the Board and/or members a report of the financial activity of the Association for the preceding year; and, if authorized by the Board to do so, to hire agents, attorneys, contractors, etc., to carry out the acts, decisions, and directions of the Board; and perform such other duties as required by the Board.

# SECTION IX COMMUNITY MANAGER

# Section 9.1 Appointment

The Board may employ or contract with a Community Manager to whom the Board may delegate such duties and responsibilities as are appropriate on such terms and conditions and with such compensation as the Board may determine. A corporation or partnership may be appointed as Community Manager.

# SECTION X INDEMNIFICATION

#### Section 10.1 Liability and Indemnification

A Director or Officer shall not be liable to the Association or its members for monetary damages for any action taken or omission made by the Director or Officer in his or her capacity as such, except to the extent otherwise provided by Section 7.06 of the Texas Miscellaneous Corporation Laws Act, or its successor statute. In addition, the Association shall indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a Director or Officer, to the greatest extent allowed by the provisions of Texas Nonprofit Corporation Act governing indemnification.

# SECTION XI BOOKS AND RECORDS

#### Section 11.1 <u>Inspection</u>

The books, records, and papers of the Association shall at all times during reasonable business hours be available for inspection by any member for any proper purpose.

# Section 11.2 Copies of Restrictions, Articles, and Bylaws

Copies of the Restrictions, Articles, and Bylaws of the Association shall be made available to any member at the principal office of the Association at a reasonable cost to be fixed from time to time by resolution of the Board.

# Section 11.3 Minutes Generally

Minutes shall be kept of all meetings of the members, the Board and committees of the Board.

#### Section 11.4 Content of Minutes

Minutes shall record motions made, resolutions adopted, decisions made, and actions taken and shall briefly summarize the discussions and deliberations of the meeting so as to provide appropriate background information.

Minutes shall state whether or not a motion was carried unanimously, carried or defeated.

# Section 11.5 Adoption and Signature of Minutes

Minutes of a meeting of the members shall be presented to the members for adoption at the next meeting of the members. Upon adoption, the minutes shall be certified as correct by the then President and Secretary.

Minutes of a meeting of the Board shall be presented to the Board for adoption at the next regular meeting of the Board. Upon adoption, the minutes shall be certified as correct by the then President and Secretary.

Minutes of a meeting of a committee of the Board shall not require adoption nor certification.

# SECTION XII CHECKS

#### Section 12.1 Signature of Checks

All Association checks shall require the signatures of two (2) authorized signatories. Withdrawals from all Association accounts shall be signed by two (2) signatories. Only members of the Board and the Community Manager may be designated as authorized signatories.

# SECTION XIII NON-PROFIT PURPOSE

#### Section 13.1 Non-Profit Purpose

In order to preserve the non-profit status of the Association, neither the Board nor any member thereof shall do any act, authorize or suffer the doing or any act by an officer or employee of the Association on behalf of the Association which is inconsistent with the Restrictions, Articles or these Bylaws, or Section 528 of the Internal Revenue Code, and any such act shall be ultra vires and void.

# SECTION XIV GENERAL PROVISIONS

# Section 14.1 Corporate Seal

The Board of Directors may, but need not, adopt a corporate seal.

#### Section 14.2 Execution of Documents

The Board may, except as otherwise provided in the Restrictions, Articles or these Bylaws, authorize any Director, officer or agent to execute any instrument or document in the name of and on behalf of the Association and affix the corporate seal thereto, if any. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no Director, officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

### Section 14.3 Fiscal Year

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December in each year.

#### Section 14.4 Conflicts

These Bylaws are intended to comply with the Texas Non-Profit Corporation Act, Restrictions, and Articles of Incorporation. In case of an irreconcilable conflict, such statute and documents shall control over these Bylaws.

# SECTION XV AMENDMENTS

#### Section 15.1 Amendments

These 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. Notice of the proposed amendment or amendments shall be provided in the notice of the meeting at which a vote shall be taken on the proposed amendment(s) to the Bylaws.

Dated and Adopted as of the 27th day of August, 2002, by the initial Board of Directors.

Al Schubert

Jim Hale

Carlos Villarreal

Karly Cagain

Kathy Edgin

Judy Viviano

Ricca McClain

Otis McCracken