

**ADOPTION OF AMENDED AND RESTATED BY-LAWS OF
RAYBURN COUNTRY ASSOCIATION**

THE STATE OF TEXAS

§

COUNTY OF JASPER

§

KNOWN ALL MEN BY THESE PRESENTS:

§

304031 B: OPR V: 1248 P: 816 MISC
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Debbie Newman, County Clerk - Jasper County, Texas



WHEREAS, on March 30, 1971, the Articles of Incorporation for Rayburn Country Association were filed with the Texas Secretary of State thereby incorporating the Rayburn Country Association as a Texas Non-Profit Corporation (the "Association"); and

WHEREAS, the original By-Laws were adopted by the Developer of Rayburn Country and/or the Board of Directors of the Association in 1971; and

WHEREAS, the original By-Laws were amended by the membership or Board of Directors several times; and

WHEREAS, the members of the Board of Directors and the members of the Association desire to amend the By-Laws to adopt Amended and Restated By-Laws which include updated provisions and comply with the Texas Property Code; and

WHEREAS, Article X of the By-Laws authorizes the Members to amend the By-Laws upon the approval of a majority vote of the Members at a duly constituted annual or special meeting of the Association; and

WHEREAS, at a duly constituted annual meeting of the Members of the Association, a majority of the Members voting in person, by proxy, or absentee ballot, voted to adopt the Amended and Restated By-Laws of Rayburn Country Association attached hereto as Exhibit "A" and incorporated herein for all purposes.

NOW THEREFORE, the undersigned, represents that at the annual meeting of the Members held on September 25, 2021, at least a majority of Members voting in person, proxy, or absentee ballot did approved the Amended and Restated By-Laws of Rayburn Country Association attached hereto as Exhibit "A" and incorporated herein for all purposes.

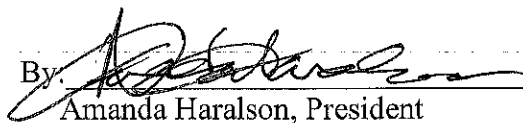
CERTIFICATION

I, the undersigned, being the duly elected and acting President of Rayburn Country Association, a non-profit corporation, hereby certify as follow:

The attached Amended and Restated By-Laws of Rayburn Country Association were properly adopted as of the 25th day of September, 2021 and, upon recording, now constitute the By-Laws of the Association. The Amended and Restated By-Laws replace, in their entirety, and supersede the original Bylaws, including all amendments thereto.

IN WITNESS WHEREOF, I have executed document to be effective upon the date of recording in the official public records of Jasper County, Texas.

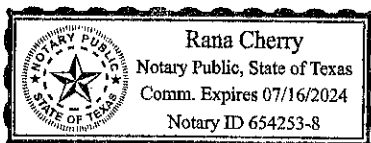
Rayburn Country Association, a Texas non-profit corporation, acting through its President


By: 
Amanda Haralson, President

THE STATE OF TEXAS §
 §
COUNTY OF Jasper §

ACKNOWLEDGMENT

Before me, the undersigned authority, on this 25th day of October 2021, personally appeared Amanda Haralson, President of Rayburn Country Association, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same on behalf of the corporation.




Notary Public - State of Texas

AFTER RECORDING, RETURN TO:

 SEARS
BENNETT
& GERDES, LLP

6548 GREATWOOD PKWY.
SUGAR LAND, TEXAS 77479

**AMENDED AND RESTATED BYLAWS
OF
RAYBURN COUNTRY ASSOCIATION**

These Amended and Restated Bylaws of Rayburn Country Association (the "Bylaws") replace and supersede, in their entirety, the original Bylaws of Rayburn Country Association adopted on March 18, 1971, including all amendments thereto.

**ARTICLE I
NAME OF CORPORATION**

Section 1. Name. This non-profit corporation shall be known as "RAYBURN COUNTRY ASSOCIATION."

**ARTICLE II
FUNCTIONS OF THE ASSOCIATION**

Section 1. Purposes and Objects. This corporation is organized for the purposes and objects set forth in its Charter from the State of Texas.

**ARTICLE III
MEMBERSHIP OF CORPORATION**

Section 1. Membership. Membership shall be comprised of and restricted to the record owners of lots or tracts in certain subdivisions or tracts situated in Jasper County, Texas, which are a part of the development now known as Rayburn Country, less and except those properties now in Sections one (1) through six (6) of Rayburn Country, and which are or shall be subject to restrictions imposed thereon and expressly made enforceable by Rayburn Country Association and which are or shall be subjected by such restrictions to those charges payable to this Corporation.

Section 2. Shares in the Corporation and Voting Rights. Each owner of a tract shall own one share in the Corporation, and shall be entitled to one vote in electing directors and in voting on other matters submitted to the members for a vote, for each such lot or tract owned, except that, in no event may any one owner cast more than fifty (50) votes on any ballot for any issue or one director to be voted on at any meeting of the members of this Corporation, regardless of the number of lots the property owner owns in excess of fifty (50) lots. When each lot or tract is sold or transferred, the corresponding share of Corporation and the right to vote will automatically be transferred to the Purchaser or other transferee of the lot or tract. In case a lot or tract is owned in common by two or more persons or entities, the vote must be cast by any one of the common owners authorized to represent all the common owners. The vote of any corporate lot owner must be cast by an authorized representative of the Corporation.

The right to use the amenities, including the pool, may be suspended by the Board for those members who are delinquent in paying the dues and charges or whose property is in violation of the Restrictions and rules of the Corporation.

Section 3. Lot Consolidation. The RCA Board may promulgate lot consolidation regulations and requirements to be met by a Lot owner seeking to consolidate one (1) or more Lots, as the RCA Board determines to be necessary, or proper, in its sole discretion.

ARTICLE IV
MEETINGS OF MEMBERSHIP

Section 1. Place of Meetings. The Annual Meeting and all other meetings of the members of this Corporation shall be held at the registered office of the Corporation or such other place in Jasper County, Texas, as may be designated by the Board of Directors or the officer calling the meeting.

Section 2. Annual Meeting. The Annual Meeting of the membership of Rayburn Country Association shall be held not less than thirty (30) days nor more than ninety (90) days after the close of the fiscal year on a date to be determined by the Board of Directors within thirty (30) days after the close of the fiscal year, at which meeting the membership shall elect a Board of Directors and transact such other business as may be properly brought before the meeting.

Section 3. Special Meetings. Special meetings of the members of this Corporation for any purpose or purposes, unless otherwise prescribed by statute or by the Charter of this Corporation, may be called by the President, the Board of Directors, or by members having not less than one-tenth (1/10) of the votes entitled to be cast at such meetings. Business transacted at all special meetings shall be confined to the purpose or purposes stated in the call.

Section 4. Notice of Meetings. Written or printed notice of all meetings of members of this Corporation, stating the place, date, and hour thereof, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the members calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon paid.

Section 5. Quorum. Members holding ten percent (10%) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum at all meetings of the members of this Corporation for the transaction of business, except as otherwise provided by statute, by the Charter of this Corporation, or by these Bylaws. If, however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 5A. Quorum for the Election of Directors. If, however, such quorum shall not be present or represented at any meeting of the members at which a Director or Directors will be elected, the members present in person or by proxy at the meeting shall constitute a quorum for the purpose of conducting elections.

Section 6. Voting. The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy or absentee or electronic ballot, at a meeting at which a quorum is present, shall be the act of the members meeting, unless the vote of a greater number is required by law, the Charter of this Corporation, or these Bylaws. The number of votes each member is entitled to cast shall be determined in accordance with the provisions of the Charter of this Corporation and in accordance with Section II of Article III of these Bylaws.

Section 7. Proxies and Absentee Ballots. At all meetings of members, each member may vote in person or by proxy, absentee ballot, or electronic ballot (e-mail, facsimile, or posting on an internet website). Electronic votes constitute written and signed ballots. All members may vote; no member may be disqualified from voting for any reason. Subject to Section 11 of this Article, proxies submitted by members and votes cast by members must be in writing signed by the member.

Absentee ballots must contain each proposed action with an opportunity to vote for or against, ballot mailing or delivery instructions, and a disclaimer that the ballot will not be counted if the proposal is changed at the meeting. Absentee ballots will not be counted if the member attends the meeting and votes in person or if the language of the vote changes from what was listed on the absentee ballot. Individual ballots may be disqualified for any of the following reasons, including, but not limited to, failure to sign the written ballot, failure to identify property to validate ownership, conflict between votes of two members of the same property, unreadable or ambiguous markings for vote, or voting for more candidates than open positions.

Proxies shall be revocable; no proxy shall be valid after eleven (11) months from the date of its execution. The proxy of any owner shall automatically terminate on conveyance of a Lot.

The Association is not required to provide a member with more than one voting method; however, a member must be allowed to vote by absentee ballot or proxy.

Section 8. Voting at Election for Directors. At such election for Directors, every member entitled to vote at such election shall have the right to vote in person or by proxy, absentee ballot, or electronic ballot (e-mail, facsimile, or posting on an internet website), casting as many votes as such member is entitled to cast for as many persons as there are directors to be elected, and for whose election he has a right to vote. Cumulative voting is prohibited. The election of Directors shall occur in accordance with these Bylaws and the Texas Property Code.

Section 9. Waiver of Notice. Whenever any notice is required to be given to any member of this Corporation under the law or under the provisions of the Charter of this Corporation or these Bylaws, a Waiver thereof in writing signed by the person or persons entitled to such notice, where before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 10. Action Without Meeting. Any action required by any provision of statute or of the Charter of this Corporation or these Bylaws to be taken at a meeting of the members of this Corporation, or any action which may be taken at a meeting of the members of this Corporation, may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote of the members.

Section 11. Secret Ballots. The Board may adopt rules to allow voting by secret ballot by members. If secret ballots will be used, the Board must take measures to reasonably ensure that:

- (a) a member cannot cast more votes than the member is eligible to cast in an election or vote;
- (b) the Association counts every vote cast by a member that is eligible to cast a vote; and

(c) in any election for the Board, each candidate may name one person to observe the counting of the ballots, provided that this does not entitle any observer to see the name of the person who cast any ballot, and that any disruptive observer may be removed.

Secret ballots may not be used for a vote conducted outside of a meeting, in an election to fill a position on the Board, on a proposed adoption or amendment of a governing document, on a proposed increase in the amount of a regular assessment charge or the proposed adoption of a special assessment; or on the proposed removal of a Board member, ballots must be in writing and signed by the member.

Section 12. Vote Tabulator. A person who is a candidate in an election to the Board or who is otherwise the subject of an Association election, or a person related to that person within the third degree by consanguinity or affinity, may not tabulate or otherwise be given access to the ballots cast in that election except as provided by law. The person who tabulates votes in the election may not disclose to any other person how an individual voted. Only a person who tabulates votes or who performs a recount under Section 209.0057(c) of the Texas Property Code, may be given access to the ballots cast in the election or vote. This Section may not be construed to affect the Association's obligation to comply with a court order for the release of ballots or other voting records.

Section 13. Recount of Votes. Any member may, not later than the 15th day after the later of the date of the meeting at which the election or vote was held or the date of the announcement of the results of the election or vote, require a recount of the votes.

(a) A demand for a recount must be submitted in writing either: (1) by verified mail or by delivery by the United States Postal Service with signature confirmation service to the Association's mailing address as reflected on the most recently filed management certificate; or (2) in person to the Association's managing agent as reflected on the most recently filed management certificate or to the address to which proxies and absentee ballots are mailed.

(b) The Association must estimate the costs for performance of the recount by a person qualified to tabulate votes under Subsection (c) below and must send an invoice for the estimated costs to the requesting member at the member's last known address according to Association records not later than the 20th day after the date the Association receives the member's demand for the recount. The member demanding a recount under this section must pay the invoice described by this Section in full to the Association on or before the 30th day after the date the invoice is sent to the member. If the invoice is not paid by the deadline prescribed in this Section, the member's demand for a recount is considered withdrawn and a recount is not required.

(c) If the estimated costs under Subsection (b) are lesser or greater than the actual costs 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 or charge. If the estimated costs exceed the final invoice amount, the member is entitled to a refund. The refund shall be paid to the owner at the time the final invoice is sent under this subsection.

(d) Following receipt of payment under subsection (b) above, the Association shall, at the expense of the member requesting the recount, retain for the purpose of performing the recount, the services of a person who:

1.) Is not a member of the Association or related to a member of the Board within the third degree by consanguinity; and (i) a current or former judge of Jasper County, county elections administrator, justice of the peace, or county voter registrar; or (ii) a person agreed on by the Association and the member requesting the recount.

(e) On or before the 30th day after the date of receipt of payment for a recount in accordance with subsection (b), the recount must be completed, and the Association must provide each member who requested the recount with notice of the results of the recount. If the recount changes the results of the election, the Association shall reimburse the requesting member for the cost of the recount not later than the 30th day after the date the results of the recount are provided. 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 any recount.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number and Qualifications. The affairs of this Corporation shall be managed by a Board of Directors who shall be elected annually by the members. The number of directors may be increased or decreased from time to time by Amendment to these Bylaws in the manner provided for Amendment thereof, subject, however, to the limitation that the number of directors of this Corporation shall not be less than three (3). Any directorship to be filled by reason of an increase in the number of directors shall not be considered a vacancy to be filled in accordance with Section V of this Article, but shall be filled by election at an Annual Meeting, or at a Special Meeting of the members of this Corporation called for that purpose. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Notwithstanding anything contained herein to the contrary, if the Board is presented with written documented evidence from a database or other record maintained by a governmental law enforcement authority that a Director was convicted of a felony or crime of moral turpitude not more than 20 years before the date the Board is presented with the evidence, that Director is immediately ineligible to serve on the Board and is automatically considered removed from the Board, and prohibited from future service on the Board.

Section 2. Election and Term of Office. The Directors shall be elected at the Annual Meeting of the members, (except as provided in Section 5 of this Article) and each Director elected shall hold office until the next Annual Meeting of the members of this Corporation following the last year of his term, and until his successor shall be elected and shall qualify, or until his death, or until he shall resign or be removed in the manner hereinafter provided, whichever shall first occur. Thereafter, the necessary number of directors shall be elected at each Annual Meeting and shall serve for a full three (3) year term unless said term is sooner terminated as herein stated.

Section 3. Resignation. Any Director may resign at any time by giving written notice to the President or Secretary. Such resignation shall take effect at the time specified, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any Director may be removed at any time either with or without cause and another person may be elected to serve for the remainder of his term at any regular or special meeting of the members called for the purpose by a vote of a majority of the votes entitled to be cast by members of the Corporation. In case any vacancy so created shall not be filled by the members at such meeting, such vacancy may be filled by the Board of Directors as provided in Section V of this Article.

Section 5. Vacancies. If any vacancy shall occur in the Board of Directors, such vacancy may, subject to the provisions of Sections I and IV of this Article, be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, or until his successor shall be elected and shall qualify.

Section 6. General Powers. In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law, or by the Charter of this Corporation, or by these Bylaws directed or required to be exercised or done by the members of this Corporation.

Section 7. Specific Power of Enforcement. The Board of Directors may exercise the right to levy reasonable fines for infractions of the Restrictions and rules and regulations and policies adopted by the Board of Directors. Fines may only be levied after an owner is provided notice of the fine, an opportunity to cure the violation and avoid the fine, and an opportunity to a hearing with the Board of Directors to contest the fine, all to be conducted in accordance with a Fine Policy adopted by the Board of Directors and recorded in the Official Public Records of Jasper County, Texas.

Section 8. Compensation. Directors as such shall not receive any compensation, in the form of salary or expenses of attendance, for their services, provided that nothing herein shall be construed to preclude any Director from serving this Corporation in any other capacity and receiving compensation therefor.

Section 9. Nomination. Nomination for election of Directors to the Board shall be solicited from the membership as follows:

At least ten (10) days before the date the Association disseminates absentee ballots or other ballots to members for the purpose of voting in a Board election, the Association must provide notice to the members soliciting candidates interested in running for a position on the Board. The notice must contain instructions for an eligible candidate to notify the Association of the candidate's request to be placed on the ballot and the deadline to submit the candidate's request. The deadline may not be earlier than the 10th day after the date the Association provides the notice required by this section.

The notice required by section must be mailed to each member or provided by:

(a) posting the notice in a conspicuous manner reasonably designed to provide notice to Members:

1. in a place located on the Association's common area or an area of common or shared responsibility or, with the member's consent, on other conspicuously located privately owned property within the Subdivision; or

2. on any Internet website maintained by the Association or other Internet media;
and

(b) sending the notice by e-mail to each member who has registered an e-mail address with the association.

Nominations may also be made from the floor at the annual meeting.

ARTICLE VI

MEETINGS OF THE BOARD

Section 1. Place of Meetings. The Directors of this Corporation shall hold their meetings, both regular and special at the registered office of the Corporation or at such other place as is specified by the officer calling the meeting.

Section 2. Regular Meetings. Regular meetings of the Board may be held ~~without notice~~ at such time and place as shall from time to time be determined by the Board.

Section 3. Special Meetings. Special meetings of the Board may be called by the President of this Corporation on two (2) days of notice to each Director either personally or by mail or by e-mail. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) Directors. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 4. Quorum and Action. At all meetings of the Board, the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors at any meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Charter of this Corporation, or these Bylaws. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

Section 5. Presumption of Assent to Action. A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of this Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 6. Waiver of Notice. Whenever any notice is required to be given to any Director of this Corporation under the law or under the provisions of the Charter or Bylaws of this

Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 7. Action Without a Meeting. Any action required by law to be taken at a meeting of the Directors of this Corporation, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all of the Directors, and such consent shall have the same force and effect as a unanimous vote of the Directors.

Section 8. Meetings Requirements. Regular and special meetings of the Board must be open to members, subject to the right of the Board to adjourn a board meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the Association's attorney, matters involving the invasion of privacy of individual members, or matters that are to remain confidential by request of the affected parties and agreement of the Board. Following executive session, any decision made in the executive session must be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual members, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary must include a general explanation of expenditures approved in executive session, if any. Regarding all Board meetings that are open to the members, members other than Directors may not participate in any discussion or deliberation unless permission to speak is requested on his or her behalf by a Director. In such case, the president may limit the time any member may speak.

Board meetings may be held by electronic or telephonic means provided that:

- (a) Each Director may hear and be heard by every other Director;
- (b) Except for any portion of the meeting conducted in executive session:
 - 1. All members in attendance at the meeting may hear all Directors; and
 - 2. Members are allowed to listen using any electronic or telephonic communication method used or expected to be used by a Director to participate; and
- (c) The notice of the meeting includes instructions for members to access any communication method required to be accessible under subsection (b)(2) listed above.

Section 9. Notice to Members. Members shall be given notice of the date, hour, place, and general subject of a regular or special Board meeting, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be:

- (a) mailed to each member not later than the 10th day or earlier than the 60th day before the date of the meeting; or
- (b) provided at least 144 hours before the start of a regular meeting or 72 hours before the start of a special meeting:

1. posting the notice in a conspicuous manner reasonably designed to provide notice to the members: in a place located on the Association's common areas; or, with the member's consent, on other conspicuously located privately owned property within the Subdivision; or on any internet website maintained by the Association or other Internet media; and
2. sending the notice by e-mail to each member who has registered an e-mail address with the Association for this purpose.

Section 10. Action Taken by the Board. The Board may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to owners under this Article, if each Director is given a reasonable opportunity, considered 48 hours, to express the Director's opinion to all other Directors and to vote. Any action taken without notice to owners under this Section must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special Board meeting.

The Board may not, without prior notice to members, consider or vote on (reference law):

- (a) levy of fines;
- (b) damage assessments;
- (c) initiation of foreclosure actions as authorized by the Restrictions;
- (d) initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety;
- (e) increases in assessments as authorized by the Restrictions;
- (f) levying of special assessments, if authorized by the Restrictions;
- (g) appeals from a denial of architectural approval issue by the Environmental Control Committee;
- (h) a suspension of a right of a particular Member before the Member has an opportunity to attend a board meeting to present the Member's position, including any defense, on the issue.
- (i) lending or borrowing money, if permitted by law;
- (j) the adoption of amendment of a dedicatory instrument;
- (k) the approval of an annual budget or the approval of an amendment of an annual budget;
- (l) the sale or purchase of real property, if authorized by the Restrictions;
- (m) the filling of a vacancy on the board;
- (n) the construction of capital improvements other than the repair, replacement, or enhancement of existing capital improvements; or
- (o) the election of an officer.

Section 11. Minutes of the Meetings. The Board shall keep a record of each regular or special Board meeting in the form of written minutes of the meeting. The Board shall make meeting records, including approved minutes, available to a member for inspection and copying on the member's written request to the Association's managing agent at the address appearing on the most recently filed management certificate.

ARTICLE VII

COMMITTEES AND BOARDS

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees of Directors, each of which committees shall consist of two (2) or more Directors, excluding the Environmental Control Committee, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of this Corporation; but, the designation of such committees and the delegation thereto of authority shall not operate or relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 2. Environmental Control Committee; Other Committees and Special Boards. An Environmental Control Committee consisting of five (5) members, at least three (3) members must be members of Rayburn Country Association and two (2) of whom may or may not be members of Rayburn Country Association, shall be designated and appointed by a Resolution adopted by a majority of the Directors at a meeting of the Board of Directors at which a quorum is present, or by the President thereunto authorized by a like Resolution of the Board of Directors. Other committees and special boards, including an advisory board not having and exercising the authority of the Board of Directors in the management of this Corporation, may be designated and appointed in like manner. Membership on such committees and special boards need not be limited to Directors.

Section 3. Minutes of Meetings of Committees. Each designated committee having and exercising the authority of the Board of Directors shall keep regular minutes of its proceedings and report the same to the Board when requested.

Section 4. Vacancies in and Dissolution of Committees and Special Boards. The Board shall have the power at any time to fill vacancies in, to change the membership of, or to dissolve any or all committees or special boards designated pursuant to these Bylaws and the Restrictions.

Section 5. Action Without Meeting. Any action which may be taken at a meeting of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the members of such committee or special board, and such consent shall have the same force and effect as a unanimous vote of the members of the committee or special board.

ARTICLE VIII

OFFICERS

Section 1. Officers. The officers of this Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may also choose additional Vice Presidents and one or more Assistant Secretaries and Assistant Treasurers. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election, Term of Office and Qualification. The officers of this Corporation shall be elected annually by the Board of Directors at its first meeting after the Annual Meeting of the members of this Corporation. The Board shall elect a President, one or more Vice Presidents, a Secretary and a Treasurer, all of whom shall be members of the Board. Each officer so elected shall hold office until his successor shall have been duly chosen and qualified, or until his death

or his resignation, or removal in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

Section 3. Subordinate Officers. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such term, have such authority and perform such duties as the Board of Directors may from time to time determine. The Board of Directors may delegate to any committee of Directors or officer the power to appoint any such subordinate officer or agent. Appointment of any subordinate officer or agent shall not of itself create contract rights.

Section 4. Resignation of Officers. Any officer may resign at any time by giving written notice thereof to the Board of Directors or to the President or Secretary of this Corporation. Any such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal of Officers. Any officer elected or appointed by the Board of Directors may be removed by the Board at any time, with, or without cause. Any other officer may be removed at any time, with, or without cause, by the Board of Directors, or by any committee or superior officer upon whom such power of removal may be conferred by the Board of Directors. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 6. Vacancies. Any vacancy in any office shall be filled for the unexpired portion of the term by the Board of Directors, but in the case of a vacancy occurring in an office filled in accordance with the provisions of Section III of this Article, such vacancy may be filled by any committee or superior officer upon whom such power may be conferred by the Board of Directors.

Section 7. The President. The President shall be the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the members and Directors; shall be ex-officio member of all committees of Directors and other committees and special boards; shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute in the name of the Corporation all deeds, bonds, mortgages, contracts, and other documents except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

Section 8. The Vice Presidents. The Vice Presidents shall perform the duties as are given to them by these Bylaws and as may from time to time be assigned to them by the Board of Directors or by the President. At the request of the President or the President's absence or disability, the Vice President designated by the President (or in the absence of such designation, the senior Vice President) shall perform the duties and exercise the powers of the President.

Section 9. The Secretary. The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for committees having any authority of the Board of Directors, and, when required by the Board of Directors, for any committee or special board. The Secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors; have charge of the membership and all other records of the Corporation, and perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. The Secretary shall keep in safe custody the

seal of the Corporation if any be adopted by the Board of Directors, and, when authorized by the Board of Directors, affix the same to any instrument requiring it, which shall then be attested by his signature or by the signature of the Treasurer or an Assistant Secretary.

Section 10. The Treasurer. The Treasurer shall oversee and coordinate with the Management Company and/or Bookkeeper, as to the financial status/condition of the Corporation and report regularly, i.e. Monthly, to the President and Board. The Treasurer shall review and provide Financial Reports at the Membership Meetings and Board Meetings. The Treasurer shall ensure that there are proper checks and balances and segregation of duties in place and make sure the books and records of the Corporation are being properly kept and maintained, in accordance with Texas Law. It is further required that the Treasurer shall provide the Annual Budget, as well as, report on any and all Budget revisions at Board Meetings and Membership Meetings. Also, financial reports may be filed with Minutes of Meetings and shall be made available to the Membership upon request.

ARTICLE IX

GENERAL PROVISIONS

Section 1. Books and Records. The books, records, and papers of the Association shall, during normal business hours, be subject to inspection by any member upon reasonable notice to the Association, but in no event sooner than ten (10) business days' notice to the Association. The Association shall retain books, records, and papers of the Association in accordance with the guidelines provided for in the Association's Records Retention Policy. Record requests are subject to the terms of the Association's Record Production and Copying Policy. The Articles of Incorporation, Restrictions, and the Bylaws of the Association shall be available for inspection by any members at the principal office of the Association, during normal business hours, where copies may be purchased at reasonable cost.

Section 2. Fiscal Year. The Fiscal Year of the Association shall begin on the first day of July and end on the 30th day of June of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 3. Robert's Rules of Order Revised. Unless otherwise provided in these Bylaws, the proceedings at all meetings of the membership and/or the Board of Directors of this Corporation shall be governed by Robert's Rules of Order Revised.

Section 4. Alternate Notice to Members. The Association may utilize an alternative method to provide notice including personal delivery, email, or facsimile, for any notice to be provided from the Association to a member herein. The Association may use an alternative method to provide a notice for which another method is prescribed by law only if the member to whom the notice is provided has affirmatively opted to allow the Association to use the alternative method of providing notice to provide to the member notices for which another method is prescribed by law. A member may not be required to allow the Association to use an alternative method of providing notice. A consent to alternative notice by one (1) member of a Lot shall apply to all members and service of notice upon one (1) member of a Lot shall be consider valid notice upon all members of the Lot.

Section 5. Membership Voting Outside of a Meeting. For any vote of the members, including an election, which is not conducted at a meeting, the Association shall give notice of the vote to all members entitled to vote on any matter under consideration. The notice shall be given not later than the 20th day before the latest date on which a ballot may be submitted to be counted.

Section 6. Conflicts. In case of any conflict between the Articles of Incorporation and Bylaws, the Articles of Incorporation shall control. In case of any conflict between the Restrictions and these Bylaws, the Restrictions shall control.

ARTICLE X **AMENDMENTS**

Section 1. Amendment by Members. Subject to Section 2 below, the power to alter, amend, or repeal these Bylaws or to adopt new Bylaws shall be vested in the members of this Corporation and such action may be taken at any Annual Meeting or any special meeting provided notice thereof is included in the notice of such special meeting.

Section 2. Amendment by Board. The Bylaws may be amended by a majority vote of the Board solely to conform the terms of the Bylaws with applicable portions of the Texas Property Code.

Section 3. Delegation of Powers. The power to alter, amend, or repeal these Bylaws or to adopt new Bylaws may be delegated by the members of this Corporation to the Board of Directors at any Annual Meeting or at any special meeting provided notice of such proposed action is included in the notice of such special meeting.

FILED AND RECORDED

Instrument Number: 304031 B: OPR V: 1248 P: 816

Filing and Recording Date: 10/25/2021 11:52:42 AM Pages: 16 Recording Fee: \$82.00

I hereby certify that this instrument was FILED on the date and time stamped heron and RECORDED in the PUBLIC RECORD of Jasper County, Texas.



Debbie Newman

Debbie Newman, County Clerk
Jasper County, Texas

ANY PROVISION CONTAINED IN ANY DOCUMENT WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE REAL PROPERTY DESCRIBED THEREIN BECAUSE OF RACE OR COLOR IS INVALID UNDER FEDERAL LAW AND IS UNENFORCEABLE.

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