

AMENDMENT TO THE BYLAWS
OF
MILLER RANCH PROPERTY OWNERS' ASSOCIATION

This Amendment to the Bylaws of the Miller Ranch Property Owners' Association ("Bylaws") is made on the date set forth below by the Miller Ranch Property Owners' Association (the "Association").

RECITALS

On October 27, 2003 the original Bylaws ("Bylaws") were adopted by the Executive Board and certified by the Secretary.

- A. Article 7.1 of the Bylaws provides that the Bylaws may be amended by vote of the Executive Board at any regular or special meeting, provided that a quorum is present at such meeting. A statement of any proposed amendment shall accompany the notice of any regular or special meeting at which such proposed amendment will be voted upon.
- B. The Executive Board desires to amend the quorum and voting provisions, and board number provisions of the Bylaws.
- C. Pursuant to Article 7.1 of the Bylaws this amendment has been consented to by the Executive Board, at which a quorum was present.

NOW, THEREFORE, the Bylaws are amended as follows:

1. **Section 3.8 of the Bylaws is deleted in its entirety and following is substituted therefore:**

3.8 Quorum and Voting. Except as otherwise provided in these Bylaws, the Owners present in person or by proxy at any meeting of Owners, representing ten percent (10%) of the Total Voting Interests in the Association, shall constitute a quorum at that meeting. For purposes of this Article 3, the term "present" shall include attendance in person, by proxy, via telephonic or other electronic means, via "real time" e-mail or, in the case of written ballots, by providing written response on or before the date responses are due as set forth in the written ballot. Only Owners eligible to vote may cast proxies for other Owners and only Owners eligible to vote may be considered "present." If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than thirty (30) days following the preceding meeting.

2. Section 4.1 of the Bylaws is deleted in its entirety and following is substituted therefore:

Section 4.1 Number and Qualification. The affairs of the Association shall be governed by an Executive Board of five (5) directors. Only Owners, eligible to vote and otherwise in good standing, may be elected or appointed to fill a vacancy on the Executive Board. In the case where, through removal or resignation, the total number of Executive Board members is less than five, the Executive Board will be considered properly constituted until such vacancies are filled. Notwithstanding the foregoing, the number of directors may be changed from time to time by a vote of the Executive Board; provided, however that, the number of directors may not be greater than seven (7) nor less than three (3), and the number must be an odd number.

3. Section 4.9 of the Bylaws is deleted in its entirety and following is substituted therefore:

Section 4.9 Quorum; Actions of the Executive Board. A quorum at any meeting of the Executive Board is present if directors entitled to cast fifty percent (50%) of the votes on the Executive Board are present. Unless otherwise determined by a vote of the Executive Board as to a particular issue, a majority vote of those present constitutes a valid corporate action. For purposes of this Section 4, the term "present " (i.e., in attendance) shall include attendance in person, by proxy, or in any manner provided in Section 4 herein. Each member of the Executive Board casts one vote.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to the Bylaws of the Miller Ranch Property Owners' Association this 15th day of August, 2018.

EXECUTIVE BOARD










