

**AMENDED AND RESTATED BYLAWS OF  
HORSESHOE BAY PROPERTY OWNERS' ASSOCIATION, INC.,  
A NON-PROFIT CORPORATION  
November 19, 2008**

**ARTICLE I  
Definitions**

Section 1. "Corporation" shall mean and refer to the Horseshoe Bay Property Owners' Association, Inc., a nonprofit corporation organized and existing under the laws of the State of Texas.

Section 2. "Properties" shall mean and refer to those properties as set forth and particularly described in Article Four of the Articles of Incorporation of Horseshoe Bay Property Owners' Association, Inc., as provided in said Article Four.

Section 3. "Common Land" shall mean and refer to such part of the properties as may at any time hereafter be owned by the Corporation for so long as the Corporation may be the Owner thereof.

Section 4. The term "Restrictions" shall mean the obligation and restraint thereon as set forth in the Declaration of Reservations dated July 5, 1971, by Lake Lyndon B. Johnson Improvement Corporation creating a subdivision in Llano and Burnet Counties, Texas, known as Horseshoe Bay and Horseshoe Bay South, which Declaration is recorded in Volume 177, Page 280 of the Deed Records of Llano County, Texas, and Volume 189, Page 637 of the Deed Records of Burnet County, Texas; as supplemented and amended by the following documents recorded in the deed and/or official records of Llano and Burnet Counties, Texas:

DATE	AMENDMENTS/CONVEYANCES	LLANO		BURNET	
		Volume	Page	Volume	Page
2/14/72	1 <sup>ST</sup> ADDING HSB SOUTH	180	725	193	643
2/20/74	2 <sup>ND</sup> CREATING HSB POA	194	422	210	240
7/29/74	CONVEYANCE OF PARK LANDS	75	32		
12/3/75	3 <sup>RD</sup> CREATING HSB MAINTENANCE FUND	207	50	223	771
10/7/86	ASSIGNMENT OF RIGHTS TO W.HURD	331	938	379	162
3/15/90	EC&R CONVEYANCE OF ROADS TO POA	368	60	476	399
	DEED SUPERCEDED IN 6/14/90	370	702		
6/14/90	CORRECTION (SUPERCEDES 370/702)	374	68	489	654
7/31/90	DELEGATED TO HSB CIVIC ASSOC	485	216		
9/4/91	PROVISION FOR FD LAND	399	272	508	282
9/4/91	PROVISION FOR AMENITIES LAND	399	278	508	287
9/17/91	4 <sup>TH</sup> AMENDMENT, EXTENSIVE TO SEPARATE AMENITIES OWNER FROM DECLARANT	401	249		
7/24/97	AMENDMENT FOR RELIGIOUS DEV 1	834	83	754	898

And such other documents properly of record in Llano and Burnet Counties, Texas.

Section 5. "Developer" shall mean and refer to both Lake Lyndon B. Johnson Improvement Corporation and Kings Land, Inc., and their successors thereto, except where individually referenced.

Section 6. "Declarant" shall mean the Lake Lyndon B. Johnson Improvement Corporation, a Texas corporation, having its principal office at Horseshoe Bay, Texas.

Section 7. "Owner" shall mean the owner of fee simple title to the Subdivision Land or any part thereof, including, without limitation, any Lot or Tract. The term owner shall include Declarant if and to the extent Declarant is owner of fee simple title to the Subdivision Land or any part thereof.

Section 8. "Maintenance Fees and Assessments" shall have the meaning as defined in Section 4.4 of the Declaration of Restrictions.

**ARTICLE II**  
**Location**

Section 1. The principal office of the Corporation shall be located at 107 Twilight, Quail Point Lodge, City of Horseshoe Bay, Llano County, Texas.

**ARTICLE III**  
**Membership**

Section 1. Every person or entity who is the Owner, as defined in the Restrictions, of a Lot or Tract or dwelling unit thereon ("Owner") and who is subject to paying an assessment or fee pursuant to the provisions of the Restrictions, shall be a member of the Corporation.

Section 2. The rights of membership are subject to the payment of the Maintenance Fees and Assessments properly levied by the Corporation, the obligation of which Maintenance Fees and Assessments is imposed against each owner of and becomes a lien upon the property against which such Maintenance Fees and Assessments are made as provided by the Restrictions. The Corporation may impose a lien for non-payment of such Maintenance Fees and Assessments and may levy execution upon property of a member for collection of such Maintenance Fees and Assessments.

Section 3. The membership rights of a member as provided in the Restrictions are automatically suspended during the period when the Maintenance Fees and Assessments remain unpaid. The rights and privileges of membership shall be automatically restored upon full payment of unpaid Maintenance Fees and Assessments.

Section 4. If the Directors have adopted and published rules and regulations governing the use of any of the Properties or Common Land, and the personal conduct of any person thereof, the Directors may, in their discretion, suspend the rights of any member for violation of such rules and regulations for a period not to exceed thirty (30) days for any such violation.

**ARTICLE IV**  
**Voting Rights**

Section 1. Members shall be entitled to one (1) vote for each Lot or Tract or dwelling unit or commercial unit thereon in which they hold the interest required for membership pursuant to the Restrictions, as shown by the records of the Corporation as of the last day of the third month preceding the next membership meeting. When more than one person holds such interest or interests in any Lot or Tract or dwelling unit thereon, all such persons shall be members and the vote for such Lot or Tract or dwelling unit thereon shall be exercised as they may among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot or Tract or dwelling unit thereon.

For the purposes of determining the votes allowed under this section, when dwellings are counted, the Lot or Lots or Tracts upon which such dwellings are situated shall not be counted.

**ARTICLE V**  
**Meetings of Members**

Section 1. Annual Meeting.

An annual meeting of the members shall be held on the third Saturday in the month of March in each year, at the hour of 10:00 A.M., for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall not be convenient as determined by the Board of Directors, the meeting shall be held on the next preceding or succeeding Saturday. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently possible.

Section 2. Special Meetings.

Special meetings of the members may be called by the President, a majority of the Board of Directors, or by twenty-five percent of the Members.

Section 3. Place of Meeting.

The Board of Directors may designate any place within the State of Texas as the place of meeting for any annual meeting or for any special meeting. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Texas; but if all of the members shall meet at any time and place, within the State of Texas, and consent to the holding of a meeting, the meeting shall be valid without call or notice, and at the meeting any corporate action may be taken.

Section 4. Notice of Meetings.

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, electronically or by mail, to each member entitled to vote at the meeting, not less than ten days but not more than sixty (60) days

before the date of such meeting, by or at the direction of the President, or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting 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 prepaid. If electronically posted, the notice shall be deemed delivered when sent to the addressee at the last known email address on file at the office of the Corporation.

Section 5. Informal Action by Members.

Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum.

The members holding five percent (5%) of votes that may be cast at any meeting in person or by proxy shall constitute a quorum of such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies.

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting.

Where Directors are to be elected, members may vote in person, by proxy or by mail in such a manner as the Board of Directors shall determine.

**ARTICLE VI**  
**Rights of Enjoyment of Properties and Common Land**

Section 1. Subject to such rules, regulations, fees and charges as may be established by the Board of Directors, each member shall be entitled to the use and enjoyment of the Properties and Common Land as provided in the Restrictions.

Section 2. In addition to the privilege of entertaining guests on the Properties and Common Land, any member may delegate his rights of enjoyment in the Properties and Common Land to the members of his family who reside upon the Properties or to any of his tenants who reside there under a leasehold interest for a term of one (1) year or more. The member shall notify the Corporation in writing of the name of any such persons and of the relationship of the member to such persons. The rights and privileges of such person are subject to suspension under the Restrictions to the same extent as those of any member.

**ARTICLE VII**  
**Corporation Purposes and Power**

Section 1. The Corporation has been organized for the purposes set forth in its Articles of Incorporation and shall have all the powers granted by the Texas Non-Profit Corporation Act, as amended from time to time.

**ARTICLE VIII**  
**Board of Directors AUTHORITY AND DUTIES**

Section 1. General Powers.

The property and affairs of the Corporation shall be managed and controlled by the Board of Directors. Subject to the restrictions imposed by law, by the Articles of Incorporation or by these Bylaws, the Board of Directors shall exercise all of the powers of the Corporation. Directors must be members in good standing, be subject to annual Maintenance Fees and Assessments and be natural persons holding office in an individual capacity.

**ARTICLE IX**  
**BOARD OF DIRECTORS NOMINATIONS, ELECTIONS AND TERMS**

Section 1. Nominations.

Candidates for the Board of Directors shall be nominated by the Nominating Committee pursuant to Article XII. The number of positions on the Board shall be staggered so that approximately one-third (1/3<sup>RD</sup>) of the Board shall be elected each year.

Section 2. Elections.

The candidates receiving the largest number of votes at the annual meeting of members shall be elected to the Board of Directors. At such election the eligible members in good standing may cast, in respect to each vacancy on the Board, as many votes as they are entitled to exercise under the provisions of Article III, Membership.

Section 3. Number.

The number of Directors shall be seven(7), but the number of Directors may be increased or decreased (providing the decrease does not shorten the term of any incumbent Director) from time to time by amendment to these Bylaws, provided the number of Directors shall never be less than five (5).

Section 4. Term.

The term of the Directors shall be three (3) years. A Director may not serve more than one full consecutive three (3) year term; provided however, a member may serve as a Director for one full three (3) year term in addition to serving as Director to fill the unexpired term of a Director who resigns voluntarily, is removed involuntarily or by death.

Section 5. Succession.

In the case the office of President becomes vacant, the succession shall be in the following order: Vice President, Secretary and Treasurer shall fulfill the duties of the President. In the case of a vacancy of the Vice President, Treasurer, and or Secretary, a quorum

of the remaining Board members may elect a successor to fill these vacancies from within the remaining Board members.

Section 6. Vacancy.

Vacancies on the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum of the Board of Directors, and any appointed Director shall hold office for the unexpired term of his predecessor in office. Any vacancy occurring on the Board of Directors by reason of an increase in the number of Directors may be filled similarly by the Board of Directors.

Section 7. Prohibited Roles.

Any member of the Board of Directors or Advisory Board is prohibited from holding any elected or appointed position on the City Council or any other governmental entity while serving in such capacity for the Property Owners' Association. Upon election or appointment, the office holder will automatically be removed from the Property Owners' Association position.

**ARTICLE X**  
**Board of Directors Meetings**

Section 1. Meetings.

(a) Regular Meetings.

A regular meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after and at the same place as, the annual meeting of members. Additional Regular Meetings, unless otherwise cancelled by the Board, shall be held without further notice on the second Wednesday in December and on the third Wednesday of each month except that no regular meeting shall be scheduled during the month of August.

(b) Special Meetings.

Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the State of Texas, as the place for holding any special meeting of the Board called by them.

(c) Executive Sessions.

The President or any two (2) Directors may call for suspension of any meeting to move into Executive Session only for the members of the Board and such other participants as may be invited by the Board.

SECTION 2. Minutes.

Minutes of all meetings shall be public unless otherwise directed by the Board or except as may be required by law, rule, or regulation.

Section 3. Notice.

Notice of any special meeting of the Board of Directors shall be given at least five days previously thereto by written notice delivered personally, electronically or sent by mail or to each Director at his address as shown by the records of the Corporation. If delivered electronically, the notice of a meeting shall be deemed to be delivered when sent to the Director at his email address as it appears

on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of the meeting, unless specifically required by law or by these Bylaws.

Section 4. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 5. Manner of Acting.

The act of a majority of the Directors present at a 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 or by these Bylaws.

Section 6. Presiding Officer of Meetings.

The President shall be the presiding officer at meetings. In the absence of the President, the presiding officer shall be in the following order: Vice President, Secretary and Treasurer shall fulfill the duties of the President.

Section 7. Compensation.

Directors as such shall not receive any stated salaries for their services but shall be reimbursed for authorized expenses. By Resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 8. Informal Actions of Directors.

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors or is otherwise ratified at the next succeeding meeting of the Board of Directors.

**ARTICLE XI**  
**Officers**

Section 1. Officers.

The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, who may be staff members rather than directors including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem advisable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or

more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office.

The officers of the Corporation shall be elected annually by the Board of Directors at the meeting next following the annual meeting of the members. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal.

Any officer elected or appointed by the Board of Directors may be removed by the majority vote of the Board of Directors at any regular meeting, or special meeting called for that purpose, whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies.

A vacancy in any office created pursuant to Article X because of death, resignation, removal, disqualification or otherwise, may be filled by the majority vote of the remaining Board of Directors for the unexpired portion of the term created by the vacancy.

Section 5. President.

The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and executing thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President.

In the absence of the President or in event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or an Assistant Treasurer or General Manager shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to

the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such FDIC insured depositaries as shall be selected in accordance with the provisions of Article XIII (3) Contracts, Checks, Deposits and Funds of these Bylaws; and In general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. Secretary.

The Secretary or Assistant Secretary or General Manager shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Assistant Treasurer and Assistant Secretary.

If required by the Board of Directors, the Assistant Treasurer shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurer and Assistant Secretary, in general, shall perform such duties as shall be assigned to them by the General Manager.

Section 10. General Manager

In addition to the above officers, the Board of Directors may appoint a General Manager who shall perform such duties as maybe assigned to him from time to time. A person may not serve simultaneously as General Manager and as a Director and need not be a member to serve as a General Manager.

**ARTICLE XII**  
**Committees**

Section 1. General.

The Board of Directors may designate one or more committees. Except as otherwise provided, members of any such committee shall be members of the Corporation, and shall have such authority as may be granted by the Board of Directors. The President of the Corporation shall appoint the members with approval and consent of the Board.

Section 2. Limitation of Authority.

No committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation

or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors, which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed upon it or him by law.

SECTION 3. Nominating Committee.

The Board of Directors shall appoint a Nominating Committee for the purpose of seeking suitable candidates for positions as a Director.

Section 4. Term of Office.

Each member of a committee shall continue as a member until the next annual meeting of the Board of Directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member thereof.

Section 5. Chairman.

The President, with Board of Directors approval, shall appoint one member as chairman.

Section 6. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Rules.

Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors. In the absence of any specific rules, Roberts Rules of Order shall be used as guidance.

**ARTICLE XIII**

**Contracts, Checks, Deposits and Funds**

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the organization.

Section 3. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such FDIC insured depositories as the Board of Directors may select.

Section 4. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

**ARTICLE XIV  
Certificates of Membership**

The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the Corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

**ARTICLE XV  
Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered and principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time. Notwithstanding the above, such records shall be retained in accordance with the Corporation's records retention policy.

**ARTICLE XVI  
Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE XVII  
Maintenance Fund, Special Assessments and Other Charges**

Section 1. Maintenance Fund Special Assessments and Other Charges.

The Corporation shall have authority to levy and collect maintenance fund charges, special assessments and other charges, if any, provided for and/or permitted by the Restrictions.

Section 2. Administration of Maintenance Fund Special Assessments and Other Collections.

The Corporation shall have the authority to administer and spend maintenance fund charges, special assessments and other charges, if any, for the purposes provided for and/or permitted by the Restrictions. Without limitation, the Corporation shall have the right to allocate the administration and expenditure of said maintenance fund charges, special assessments and other charges among the various purposes authorized and/or permitted by the Restrictions in such manner as the Corporation in its sole discretion shall deem necessary and/or appropriate under the circumstances.

Section 3. Books, Records and Accounts.

Subject to the Restrictions, the Corporation shall set up such books, records and accounts as are necessary and appropriate and in accordance with generally accepted accounting principles and practices.

Section 4. Annual Financial Statement and Audit.

The Corporation shall prepare an annual financial statement consisting of a balance sheet and income and expense statement as at the end of the fiscal year of the Corporation. The financial statements shall be audited by a certified public accountant as soon as reasonably possible or practical after the end of each fiscal year of the Corporation and in any event prior to the Annual Membership Meeting.

**ARTICLE XVIII**  
**Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIX**  
**Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

Adopted  
11-19-08  
Amended  
3-18-09