

PROPOSED AMENDMENTS TO THE CLUB BY-LAWS

[Changes and additions are indicated in red type. Deletions are indicated by ~~black strike-through~~]

ARTICLE 3 MEMBERSHIP

3.5.4.1 LEASES AND RENTALS: There shall be no short-term leases or rentals. The minimum term of any leases or rentals shall be defined by the Board of Directors and such minimum term thereof shall be published in the Consolidated Rules and Regulations. In no event shall any lease or rental be less than six (6) months. Exceptions for Member-to-Member leases or rentals may be made for shorter terms by an affirmative vote of the Board of Directors in a regularly scheduled meeting.

3.7 ADMISSION PROCEDURES. All applications for membership shall be made in writing on an official application form with all requested information included.

3.7.1 BACKGROUND CHECKS. The Membership Committee will review the application in full, ~~which will include a criminal background check and credit history check.~~

ARTICLE 5 GOVERNANCE AND GENERAL MANAGEMENT

5.15 AMENDMENTS TO BYLAWS The power to alter, amend, or repeal any of the Bylaws or adopt new Bylaws shall be vested in the Membership **except as set forth in section 5.15.1**. Any change in the Bylaws must be proposed by a petition signed by ten percent (10%) of the Members or by a majority of the Board of Directors. These Bylaws or any part thereof may be amended, modified, or replaced at any regular or special meeting of Members. When any amendment, change or modification of the Bylaws is to be proposed at any meeting, a notice of such meeting containing a recitation of the Bylaw or Bylaws to be amended, and including the proposed amendment, shall be delivered by U. S. Postal Service or via electronic mail along with a ballot to each Member at least ten (10) days in advance of such meeting. A tabulation of all votes shall determine the outcome. Either a two-thirds majority of the members voting or a simple majority of the Membership is necessary to effect any change in these Bylaws. Voting shall be by printed ballot. The ballot must be signed by the voting Member. In the case of

married members, either spouse may cast the ballot. After tabulating the votes and posting the results, the Secretary shall keep the original tabulations and ballots for a period of not less than fifteen (15) days.

5.15.1 AMENDMENTS TO BYLAWS MANDATED BY LAW Where amendments or additions or deletions of portions of these Bylaws are mandated by changes in Federal, State, or Local law, the legally required amendments shall not require a vote of the Membership. However, the Board of Directors shall vote to approve the specific language of such amendments to the Bylaws required by such changes in Federal, State, or Local laws.

PROPOSED AMENDMENTS TO THE HOA BY-LAWS

[Changes and additions are indicated in red type. Deletions are indicated by ~~black strike through~~]

ARTICLE 2.1 OCCUPANCY OF RESIDENCES.

2.1.2 LEASES AND RENTALS: There shall be no short-term leases or rentals. The minimum term of any leases or rentals shall be defined by the Board of Directors and such minimum term thereof shall be published in the Consolidated Rules and Regulations. In no event shall any lease or rental be less than six (6) months. Exceptions for Member-to-Member leases or rentals may be made for shorter terms by an affirmative vote of the Board of Directors in a regularly scheduled meeting.

ARTICLE 4 GOVERNMENT AND GENERAL MANAGEMENT

4.6.5 DISTRIBUTION OF MEETING AGENDA. The President **or his/her designated representative** shall ~~mail to or cause to be placed in the hands of~~ deliver notice of the next Regular Board meeting by e-mail or other appropriate electronic notification to each member of the Board of Directors. Such notice shall be delivered at least 144 hours (6 days) prior to ~~such the next~~ Regular Board meeting and shall include the date, hour, place and an agenda setting out, but not limited to, the business to be transacted at ~~the such regular meeting. ;~~ and the agenda. A copy of such notice shall also be provided to the HOA Members as follows:

- (1) by posting on the Emerald Bay Club bulletin boards;
- (2) by posting on the emeraldbayclub.org website;
- (3) by e-mail to each HOA Member who has registered an e-mail address with the Emerald Bay Club/HOA.

4.9 SPECIAL MEETINGS OF THE BOARD OF DIRECTORS.

4.9.2 NOTICE. Notice of a special meeting shall be in writing and delivered to each of the Directors at least seventy-two {72} hours prior to such a meeting. Said notice shall contain the purpose or purposes of such special meeting and shall be posted on the Emerald Bay Club bulletin boards by the Secretary of the Board. A copy of such notice shall be delivered to the Members in the same

manner as described in paragraph 4.6.5 DISTRIBUTION OF MEETING AGENDA (1), (2) and (3) hereinabove.

4.12 COMMITTEES. Committees deemed advisable by the Board of Directors may be established by resolution adopted by a majority of the directors at a meeting at which a quorum is present. The President and General Manager shall be ex-officio Members of all committees, (except as to the Architectural Review Authority as specified hereinbelow) but may not vote in committee. The President shall appoint all Members of the Membership, Finance and Budget, and Engineering Committees.

4.12.1 STANDING COMMITTEES. Standing Committees shall be (1) Executive Committee, consisting of the President, Vice President, Secretary and Treasurer; (2) Security; (3) ~~Architecture, Streets and Mowing~~ **Property Compliance**; (4) Legal; (5) Finance and Budget; (6) Membership; (7) Planning and Bylaws; (8) Engineering; **and (9) Architectural Review Authority**. The Legal, Finance and Budget, Planning and Bylaws, Membership, and Engineering Committees shall serve in a dual capacity for the HOA and Emerald Bay Club, Inc. The Chairman of each Standing Committee shall be a member of the Board of Directors and appointed by the President (except as to the Architectural Review Authority as specified hereinbelow).

4.12.4 ARCHITECTURAL REVIEW AUTHORITY (ARA). The members of the ARA shall be appointed by the Board of Directors for three-year terms. The initial appointments shall be for one, two, and three-year terms such that committee members' service expiration dates will be staggered. The appointed members of the ARA shall select their own Chairman. The General Manager shall be an ex-officio member of the committee but may not vote in committee. In accordance with Texas Property Code Sec. 209.00505 (c) no current Board member or Board member's spouse, or anyone residing in a current Board member's household may serve on the Architectural Review Authority.

4.15 AMENDMENTS TO BYLAWS The power to alter, amend, or repeal any of the Bylaws or adopt new Bylaws shall be vested in the Membership **except as set forth in section 4.15.1**. Any change in the Bylaws must be proposed by a petition

signed by ten percent (10%) of the Members or by a majority of the Board of Directors. These Bylaws or any part thereof may be amended, modified, or replaced at any regular or special meeting of Members. When any amendment, change or modification of the Bylaws is to be proposed at any meeting, a notice of such meeting containing a recitation of the Bylaw or Bylaws to be amended, and including the proposed amendment, shall be delivered by U. S. Postal Service or via electronic mail along with a ballot to each Member at least ten (10) days in advance of such meeting. A tabulation of all votes shall determine the outcome. Either a two-thirds majority of the members voting or a simple majority of the Membership is necessary to effect any change in these Bylaws. Voting shall be by printed ballot. The ballot must be signed by the voting Member. In the case of married members, either spouse may cast the ballot. After tabulating the votes and posting the results, the Secretary shall keep the original tabulations and ballots for a period of not less than fifteen (15) days.

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