

STONEBRIDGE RANCH COMMUNITY
ASSOCIATION – FIRST AMENDMENT TO SIXTH
AMENDED AND RESTATED BYLAWS

Section 3.2. ELECTION OF DIRECTORS.

Nominating Committee. On or before September 01 of each year, preferably at the annual organizational meeting of the Board, the President shall appoint a Nominating Committee (herein so called) for the purpose of nominating a slate of Directors for the following year. The Nominating Committee shall consist of the Director(s) currently serving on the existing Board. The President, or if the President is a candidate for re-election, the Directors, in descending order of tenure on the Board, shall serve as the Chair of the Nominating Committee. Candidates for election (or re-election) to the Board may not serve on the Nominating Committee.

Prior to the annual meeting of the membership, the President shall present the Nominating Committee's slate of candidates to the Board at a special meeting called for that purpose. Each candidate must agree to accept the responsibility of serving on the Board. The Board shall vote on each nominee, and only those nominees receiving a majority approval of the Board shall be recommended to the membership for election. If the slate of nominees is not sufficient to satisfy the minimum number of required Directors for the current election, the Nominating Committee may be instructed by the Board to reconvene and present additional nominees for consideration until the slate is sufficient to complete the minimum requirements. After the slate is completed or should the Board elect to present an incomplete slate, the President shall notify the membership of the names of the candidates proposed by the Nominating Committee.

Notwithstanding the forgoing, a Member may apply for addition to the ballot without receiving the Nominating Committee's approval or recommendation and any Member may petition the Nominating Committee for addition to the recommended Nominating Committee's slate of candidates. The Nominating Committee selections are not conclusive and, therefore, are not subject to appeal.

Candidate(s) standing for election to the Board of Directors' position(s) are required to complete and sign the candidate Questionnaire application form and return it to the Association office by the designated deadline in order for their name to be placed on the ballot. Candidates receiving the most votes will be elected to the vacant positions having a three (3) year term.

1. Directors elected by the Members shall hold office until their respective successors have been elected and qualified. At each election, each Member may cast one (1) vote for each Lot owned by such Member for each vacancy to be filled. There shall be no

cumulative voting. If the number of candidates equals to the number of positions to be filled the Board of Directors may vote to accept the candidates standing for election to those positions. Members will be notified of such action and that the Association need not undergo the expense of an annual election. In such instances, the Annual meeting will be held as scheduled and the new Board members will be introduced.

2. If the number of candidates does not equal the number of positions to be filled, the Board of Directors may vote to accept the candidate(s) standing for election to those positions and select, at its sole discretion, the process to fill the vacant position(s), including, but not limited to, directly appointing an individual to fill the position, forming a committee to present candidates to the Board or any other process the Board believes is appropriate based on the circumstances. A Director appointed or elected to fill a vacant position shall serve the open position's full remaining term. If the selection process is completed in time, the new Board member(s) will be introduced at the Annual meeting.

Any Director may be removed, with or without cause, by either the vote of two-thirds (2/3rds) of the Directors present at a regular or special meeting or the vote of the Members holding a majority of the votes entitled to be cast for the election of such Director. Any Director whose removal is sought shall be given at least five (5) days' notice prior to any meeting called for that purpose and shall be given an opportunity to be heard at the meeting or to communicate his or her position.

Failure to meet the following standards could result in the removal of a Board member:

1. Any Director who has three (3) consecutive non-medical related absences, or four (4) non-medical related absences consisting of regular or special Board meetings in a given calendar year. Calendar year is hereby defined as the date following the Association's annual meeting until the date of the annual meeting the following year.
2. Any Director who misses a combination of six (6) non-medical related meetings in a given calendar year consisting of a total of Board meetings and Committee meetings where the Board member is the assigned liaison Committee member.
3. Any Director who fails to meet the requirement of full attendance at regular or special Board meetings or assigned Committee meeting will be viewed as failure to meet standards in the above standards in paragraph 1 and 2. Full attendance is defined as being present at the "scheduled" start time on the meeting agenda and staying until the meeting is formally adjourned.

Any Director who fails to meet the requirement of full attendance at regular or special Board meeting or assigned Committee meeting may be voted on for removal by a majority of the Directors present at a special meeting at which a quorum is present. If the Board elects to have a vote, this meeting must be called within 21 days of a Director's failure to meet one of the above standards.

Any Director's whose term has expired must be elected by Members of the Association. The Board shall only fill a vacancy caused by death, disability resignation or removal by vote

of the Directors. The Board, at its sole discretion, shall select the process to fill the vacant position, including, but not limited to, a decision to leave the position open until the vacant term expires, directly appointing an individual to fill the position, forming a committee to present candidates to the Board, opening the vacancy to allow individuals to apply, holding a special election, or adding the position to the annual election of Directors' slate, or any other process the Board believes is appropriate based on the circumstances. A Director appointed or elected to fill a vacant position shall serve the unexpired term of the predecessor Director.

A Director whose term has expired or who has been removed from office must be prepared, if requested, to return to the Association any and all documents, notebooks or electronic media or equipment issued or transmitted that is in their possession concerning the Association. The Association will provide a media storage device to the board member as required to return any electronic documents.

CERTIFICATION

I, the undersigned, am the duly elected and Board President of STONEBRIDGE RANCH COMMUNITY ASSOCIATION, INC., a Texas non-profit corporation ("Association"), and I do hereby certify:

Pursuant to Article 13, Section 13.1 of the Sixth Amended and Restated Bylaws of Stonebridge Ranch, Inc. ("Bylaws"), the Board of Directors of the Association has the power and authority to amend the Bylaws by unanimous consent. That the within and foregoing First Amendment to the Bylaws of the Association, were, by unanimous consent, adopted by the Board at a duly called and noticed meeting held on September 23, 2021, thereby revoking and replacing, in the entirety, the existing Section 3.2 only of the Bylaws, that the same do now constitute Section 3.2 of the Bylaws of said corporation, and, except as amended, the Bylaws have not been modified, amended nor rescinded since their adoption. IN WITNESS WHEREOF, I have hereunto subscribed my name as of October 13, 2021.


Jon Dell'Antonia, Board President



Filed and Recorded
Official Public Records
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Collin County, TEXAS
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