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These Bylaws govern the affairs of the Property Owners Association of Terlingua Ranch, Inc. (POATRI), a Texas Nonprofit Corporation.

## **DEFINITIONS**

"ANNUAL MEMBERS' MEETING": the regular annual meeting of POATRI Members, held the last Saturday of January each year.

"ARTICLES OF INCORPORATION": the Articles of Incorporation for the Property Owners Association of Terlingua Ranch, Inc, Charter Number 393781-01, Certificate of Incorporation issued November 26, 1976.

"BOARD OF DIRECTORS": the group of persons elected by POATRI Members or appointed by the Board, who are vested with the administration of POATRI affairs. Also referred to as "the Board"

“COMMUNICATION BY THE BOARD OF DIRECTORS”: may be via the internet, e-mail, newsletter, announcement at a meeting, special mailing, posted notice and/or any other means available that prove to be the most cost effective and/or efficient means to notify Members, where such notice is required under these Bylaws.

"CONFLICT OF INTEREST": When a person has substantial business or personal interests that may cause that person to act based on those interests rather than the POATRI interests.

“DIRECTOR”: a person elected by the Members, or appointed by the Board, to serve on the POATRI Board of Directors.

“GENERAL MANAGER”: an employee of the Board of Directors to whom the Board has delegated such authority as the Board deems advisable, including but not limited to, the authority to manage POATRI’s day to day operations.

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“INDEPENDENT VOTE COUNTER”: the person appointed by the Board of Directors to receive, count, and tally all mailed ballots from Members, and then report the outcome of the vote to the Board of Directors. The Independent Vote Counter must not be a POATRI Member or employee, nor be related by blood, marriage, or law to any member of the Board of Directors or candidate for the Board.

"MAINTENANCE AGREEMENT": the document entitled “Terlingua Ranch Maintenance Association”, dated and effective as of November 1, 1970, recorded at Vol. 173, Page 213-227, of the Deed Records in Brewster County, Texas, as well as all subsequent amendments thereto.

“MEMBERS”: persons or entities who own land on Terlingua Ranch, as defined more fully in Section 3.02.

“MEMBERS IN GOOD STANDING”: persons or entities who own land on Terlingua Ranch, as defined more fully in Section 3.02, and who are current in their payment of all charges, fees and assessments owed to POATRI, as defined more fully in Section 3.03.

“MEMBERS’ LIST”: the Members’ List shall include all Members, as defined under section 3.02(a) and (b). The Members’ List shall include the names, addresses, tract numbers and good standing status of the Members.

“OFFICIAL VOTERS’ LIST”: A Members’ List which is created 60 days prior to any Members’ meeting, or 60 days before the date of any election, and which is used to determine good standing status of Members for the purposes of the meeting or the election.

"PETITION": a writing signed by a number of Members in Good Standing asking for a specific result.

"POATRI": the Property Owners Association of Terlingua Ranch, Inc.

“QUORUM”: Defined for the purpose of the Annual Members’ Meeting at 3.08(d), Special Members’ Meeting at 3.09(f) and Board of Directors’ Meeting at 4.09(a)(b) and (c).

"SPECIAL MEMBERS’ MEETING": any meeting of the Members, except the Annual Members’ Meeting.

"STANDING COMMITTEES": the following Committees: Budget and Finance, Audit, Hunt, Nominating and Media.

"TASK FORCE": a group of Members created by the Board for a specific purpose. These groups are in addition to the Standing Committees, and exist entirely to assist the Board, as the Board deems appropriate.

"TERLINGUA RANCH": All property located in Brewster County, Texas and described in any of the following agreements:

- TRMA agreement filed of record, Vol. 173, page 213 and any amendments or supplements to such agreement filed by Terramar Corporation in the office of the County Clerk, Brewster County, Texas [Exhibit A and subsequent property added by Terramar]
- Agreement filed of record, Vol. 167, page 241 [Hunt Agreement – Expired 12/31/94]
- Agreement filed of record Vol. 185, page 704 [Hunt Agreement – Expired 12/31/94]
- Any other property located in Brewster County, Texas, which Terramar Corporation has been, or shall be, the owner of record title

All property which meets this definition is a part of the Terlingua Ranch Maintenance Association and is subject to the terms and conditions of the TRMA.