

**BYLAWS
OF
HILL COUNTRY RETREAT
COMMUNITY ASSOCIATION, INC.

AMENDED AND RESTATED

January 1, 2026**

Cross reference that certain Bylaws of Hill Country Retreat Community Association, Inc.,
recorded at Document No. 20070019648 in the Official Public Records of Bexar County, Texas

Cross reference that certain Amended and Restated Bylaws of Hill Country Retreat Community Association, Inc.,
recorded at Document No. 20230086317 in the Official Public Records of Bexar County, Texas

Cross reference that certain Amended and Restated Bylaws of Hill Country Retreat Community Association, Inc.,
recorded at Document No. 20240124042 in the Official Public Records of Bexar County, Texas

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RECITALS:

A. WHEREAS, the Hill Country Retreat Community Association, Inc. (the "Association") is a Texas nonprofit corporation that is governed by that certain Bylaws of Hill Country Retreat Community Association, Inc., recorded at Document No. 20070019648 in the Official Public Records of Bexar County, Texas (the "Bylaws"), Amended and Restated Bylaws recorded at Document No. 20230086317, and Amended and Restated Bylaws recorded at Document No. 20240124042 in the Official Public Records of Bexar County, Texas.

B. WHEREAS, the Association's Board of Directors (the "Board") desires to amend and restate the Bylaws as further provided herein.

C. WHEREAS, Section 5.7 of the Bylaws provides that the Bylaws may be amended only by resolution duly adopted by the Board.

D. WHEREAS, as evidenced by the signature page hereto, the Board has approved this Amended and Restated Bylaws of Hill Country Retreat Community Association, Inc.

NOW THEREFORE, the Bylaws are hereby amended and restated as follows

ARTICLE I:

NAME, PRINCIPAL OFFICE, AND DEFINITIONS:

1.1. Name. The name of the Association shall be Hill Country Retreat Community Association, Inc. ("Association").

1.2. Principal Office. The principal office of the Association shall be located in Bexar County, 4550 Del Webb Blvd. San Antonio, Texas 78253. The Association may have such other offices as the Board may determine or as the affairs of the Association may require.

1.3. Definitions. The words used in these Bylaws shall be given their normal, commonly understood definitions. Capitalized terms shall have the same meaning as set forth in that Declaration of Covenants, Conditions, and Restrictions for Hill Country Retreat Community Association filed in the Official Records of Real Property of Bexar County, Texas ("Declaration"), unless the context indicates otherwise.

ARTICLE II: ASSOCIATION

A. Composition.

2.1. Membership. The provisions of the Declaration pertaining to membership, including the arbitration and other dispute resolution provisions contained in Article XIV, are incorporated herein by this reference.

B. Members Meetings.

2.2. Place of Meetings. Meetings of the Members of the Association shall be held within the Properties or at such other suitable place within Bexar County, State of Texas as may be designated by the Board.

2.3. Annual Meetings. Regular annual meetings shall be held in the month of May each calendar year at a date, time and location to be determined by the Board.

2.4. Special Meetings. The President may call special meetings. In addition, it shall be the duty of the President to call a special meeting if so, directed by resolution of the Board or upon a petition signed by Members holding at least 10% of the voting power of the Association.

2.5. Notice of Meetings. Written notice stating the place, day, and hour of any meeting of the Association shall be delivered, either personally, by U.S. mail, or by email, or other similar communication devices to each Member entitled to vote at such meeting, not less than 10 nor more than 60 days before the date of such meeting, by or at the direction of the President or the Secretary or the officers or persons calling the meeting. Notice may also be delivered by including a prominent announcement of the place, day and hour of the meeting of the Association in the Association's newsletter, so long as the newsletter is delivered either personally, by U.S. mail or by email (sent to an email address provided by the Member) or similar communication device to each Member entitled to vote at such meeting, except as otherwise required by Chapter 209 of the Texas Property Code.

In the case of a special meeting or when otherwise required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. No other business shall be transacted at a special meeting except as 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 or her address as it appears on the records of the Association, with postage prepaid. If sent by electronic mail, the notice of the meeting shall be deemed delivered when sent to an email address provided to the Association by the Member.

2.6. Waiver of Notice. Waiver of notice of a meeting of the Members shall be deemed the equivalent of proper notice. Any Member may, in writing, waive notice of any meeting of the Association, either before or after such meeting. Attendance at a meeting by a Member shall be deemed to be a waiver by such Member of notice of the time, date, and place thereof, unless such Member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting also shall be deemed to be a waiver of notice of all business transacted unless an objection on the basis of lack of proper notice is raised before the business is put to a vote.

2.7. Adjournment of Meetings. If any meeting of the Association cannot be held because a quorum is not present, a majority of the Members who are present at such meeting may adjourn the meeting to a date not less than 5 nor more than 30 days from the time the original meeting was called. At the reconvened meeting, any business may be transacted which might have

been transacted at the meeting originally called provided that Members representing at least 10% of the total voting power of the Association are present. If a time and place for reconvening the meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting shall be given to Members in the manner prescribed for regular meetings.

2.8. Voting. Members shall have such voting rights as set forth in the Declaration, which is incorporated herein by this reference. Members may vote at a meeting by ballot, by mail, or pursuant to other policies as determined by the Board; provided, however, meetings shall be held when required by the Declaration or Bylaws. Except for votes conducted pursuant to Section 2.13 herein, all Membership votes shall be subject to the quorum requirements of Section 2.11.

2.9 Proxies. Members may vote in person or by proxy. Each proxy shall be in writing, dated, signed and filed with the Secretary prior to the commencement of the meeting for which it is to be effective. Proxies may be delivered to the Secretary or the Association's professional management agent by personal delivery, U.S. mail or telecopy. . Unless otherwise provided in the proxy, a proxy shall cover all votes which the Member giving such proxy is entitled to cast, and in the event of any conflict between two or more proxies purporting to cover the same voting rights, the later dated proxy shall prevail, or if dated as of the same date, both shall be deemed invalid. Every proxy shall be revocable and shall automatically cease upon conveyance of the Member's Lot.

2.10 Majority. As used in these Bylaws, the term "majority" shall mean those votes, Owners, or other group, as the context may indicate, totaling more than 50% of the total eligible numbers.

2.11 Quorum. Except as otherwise provided in these Bylaws or in the Declaration, the presence of Members (whether in person, via teleconference, by electronic voting or by proxy) holding 10% of the voting power in the Association shall constitute a quorum at all Members' meetings of the Association. Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough to leave less than a quorum, provided that at least 15% of the Members originally in attendance remain.

2.12 Conduct of Meetings. The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes of the meeting and post all the minutes on the Association web site for public notice and in an electronic repository designated by the Board.

2.13. Action Without a Meeting. Any action which may be approved by the vote of the Members at a regular or special meeting may be approved without a meeting by an electronically tabulated vote as determined by the Board. If an action is required without a meeting, the Board shall distribute an electronic ballot to every Member entitled to vote on the matter. The ballot shall set forth a reasonable time within which to return the ballot to the Association.

2.14. Electronic Meetings. If approved in advance of the meeting by the Board, a meeting of the Members may be held by means of a remote electronic communications system, including videoconferencing technology or the internet.

2.15. Voting of Members at a Virtual Meeting During Natural Disaster. In the event the Association needs to conduct a meeting of Members at a time during which: (1) the state of Texas, County of Bexar, or City of San Antonio is under a declared state of disaster by an appropriate federal, state or local governmental agency, including the President of the United States or the Governor of Texas; (2) the Centers for Disease Control has issued recommended guidelines for social distancing, occupancy limits, or other guidelines or protocols intended to reduce the spread of a pandemic virus; or (3) the Board has determined it to be in the best interest of the Association's Members to avoid large gatherings of individuals because of an existing or threat of a virus pandemic (hereinafter referred to as a "Disaster Time Period"), the Board shall be entitled to conduct the meeting of Members using a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination thereof, provided it is done in compliance with Section 6.002 of the Texas Business Organizations Code. In addition, during a Disaster Time Period, the Board shall be further authorized to suspend the authority of Members to vote in person or by proxy at any such meeting of Members and the Board may require all votes cast by Members in an election of Directors or on any other matter submitted to a vote of Members to be conducted solely by mailed ballot, and/or emailed ballot in compliance with Section 22.160(d) of the Texas Business Organizations Code. The Board may adopt reasonable rules and procedures for conducting any such election or vote authorized herein. Whether or not a Disaster Time Period is in effect shall be determined by the Board in its sole and absolute discretion and shall be binding provided it is made in good faith.

ARTICLE III: BOARD OF DIRECTORS:

A. Composition.

3.1 Governing Body Composition. A Board of Directors shall govern the affairs of the Association. Each director shall have one equal vote. The directors shall be owners of Dwelling Units; provided, however, no more than one representative from a Lot may serve on the Board at the same time. At least four of the five board members shall reside in Hill Country Retreat. In the case of a Member that is not a natural person, any officer, director, partner or trust officer of such Member shall be presumed to be eligible to serve as a director unless otherwise specified by written notice to the Association signed by such Member. No Owner may have more than one such representative on the Board.

3.2 Number of Directors. The Board of Directors shall consist of five (5) Directors.

3.3 Election Process Elections for the Board members shall be conducted in accordance with Chapter 209 of the Texas Property.

3.4 Election and Term of Office. Notwithstanding any other provision of these Bylaws, Members shall be entitled to cast one vote per Lot with respect to each vacancy on the Board to be filled. There shall be no cumulative voting. The candidate(s) receiving the most votes shall be elected. Directors in Places 1 through 4 shall serve two (2) year staggered terms of office, in which the terms of office for Places 1 and 2 shall expire and be filled by election by Members at annual meetings conducted in even-numbered years and the terms of office of two (2) Directors in Places 3 and 4 shall expire and be filled by election by Members at annual meetings conducted in odd-numbered years. Commencing in 2027, Place 5 term of office shall expire annually and be filled by election by Members at each annual meeting. Place 5 will be filled by the candidate receiving the third most votes in any given year. Directors shall continue to serve until such time as their successors have been elected.

3.5 Removal of Directors by the Membership.

(a) Any director may be removed, with or without cause, by the vote of Members holding a majority of the votes entitled to be cast for the election of such director conducted at a special meeting of the Association's membership called for that purpose or by a vote of the members conducted without a meeting. A vacancy on the Board created by removal of a Director by a membership vote shall be filled by a vote of the Members at the meeting at which the Director was removed or at the next meeting of the Members following such removal. A successor elected by the Members to fill such a vacancy shall serve the remainder of the term of office of the director he or she succeeded.

(b) Notwithstanding anything to the contrary, in the event that the removal of a Director or Directors by a membership vote results in a Board with an insufficient number of remaining Directors to permit it to operate with a quorum, the remaining Directors, even if less than a quorum, shall be entitled to appoint successors to fill vacant Director positions, beginning with the vacant position with shortest remaining unexpired term of office, sufficient to permit the Board to operate with a quorum of Directors. A successor appointed to the Board pursuant to this Section 3.5(b) shall serve until the next annual meeting of the Members, at which time the Members shall elect a new successor who shall serve the remainder of the term of office of the director he or she succeeded.

(c) In the event an election to fill a mid-term vacancy in a Director position is conducted at an annual meeting of the Members, such position shall be filled by plurality vote of the Members in conjunction with the election to fill Director positions with expired terms of office. At any such combined election, the Director positions with expired terms of office shall be filled with the candidates receiving the highest number of votes, and thereafter, the mid-term vacant Director position(s) shall be filled with the candidate(s) receiving the next highest number of votes, who shall serve for the remainder of the term of office for such mid-term vacant Director position(s).

3.6 Removal and Replacement of Directors by the Board

(a) Any director who: (1) is absent from one-third of regular Board meetings over a twelve-month period; or (2) is absent from two-thirds of all Board meetings over a twelve-month period; may be removed by a majority vote of the Directors present at a regular or special meeting of the Board at which a quorum is present.

(b) In the event of the death, disability, or resignation of a Director or a removal of a Director by Board vote pursuant to Section 3.6(a), the remaining Directors, even if less than a quorum, shall be entitled to appoint a successor to fill such vacant Director position, and such successor shall serve the remainder of the term of office of the director he or she succeeded.

(c) In the event the Association is required to file reports under the Corporate Transparency Act, each Director shall provide to the Association upon request such personal information, including a copy of Driver's License or Passport, as may be required by the Federal Government. In the event a Director fails to provide the required information within five (5) business days of a request from the Association, such Director may be removed by a majority vote of the remaining Directors at a regular or special meeting of the Board at which a quorum is present, and a successor may be appointed by the Board to fill the vacancy until the next scheduled election.

B. Meetings.

3.7. Regular Meetings. Regular meetings of the Board may be held at such time and place as the Board shall determine, but at least one such meeting shall be held each quarter.

3.8. Special Meetings. Special meetings of the Board shall be held when called by written notice signed by the President or by a majority of the directors.

3.9. Notice of Meetings. Notice of Board meetings shall be given to Directors and Members as required and/or permitted by the Texas Business Organizations Code and Texas Property Code as may be amended from time to time. Notwithstanding anything to the contrary, the meeting notice shall identify the date, time and location of the meeting, as well as the general subject of the meeting, including a general description of any matter to be brought up for deliberation in executive session. If the meeting is to be conducted using telephonic or video conferencing technology, the meeting notice shall also include information for accessing the conferencing platform

3.10. Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present, and (b) either before or after the meeting each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting also shall be deemed given to or waived by any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

3.11. Quorum of Board of Directors. At all meetings of the Board, the presence of three (3) directors shall constitute a quorum for the transaction of business, and the votes of a majority of the directors present at a meeting at which a quorum is present shall constitute the decision of the Board, unless otherwise specifically provided in these Bylaws or the Declaration. If any meeting of the Board cannot be held because a quorum is not present, a majority of the directors present at such meeting may adjourn the meeting to a time not less than five or more than 30 days from the date of the original meeting. At the reconvened meeting, if a quorum is present, any business, which might have been transacted at the meeting originally called, may be transacted without further notice.

3.12. Compensation. No director shall receive any compensation from the Association for acting as such; provided however, any director may be reimbursed for expenses incurred on behalf of the Association upon approval of a majority of the other directors. Nothing herein shall prohibit the Association from compensating a director, or any entity with which a director is affiliated, for services or supplies furnished to the Association in a capacity other than as a director pursuant to a contract or agreement with the Association, provided that such director's interest was made known to the Board prior to entering into such contract and such contract was approved by a majority of the Board, excluding the interested director.

3.13. Conduct of Meetings. The President shall preside over all regular and special meetings of the Board, and the Secretary shall keep minutes of meetings of the Board, recording all resolutions adopted by the Board and all transactions and proceedings occurring at such meetings.

3.14. Open Meetings. Subject to the provisions of Section 3.15, all regular and special meetings of the Board in which official action may be taken shall be open to all Members, but a Member other than a director may not participate in any discussion or deliberation unless permission to speak is requested on his or her behalf by a director. In such case, the President may limit the time any Member may speak. Notwithstanding the above, the President may adjourn any meeting of the Board and reconvene in executive session, excluding Members, to discuss matters of a sensitive nature, in accordance with Chapter 209 of the Texas Property Code.

3.15. Action Without a Formal Meeting. Except as prohibited by or limited by Chapter 209 of the Texas Property Code, any action to be taken at a meeting of the directors or any action that may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors, and such consent shall have the same force and effect as a unanimous vote. Written consent or consents shall be filed with the minutes of the proceedings of the Board.

3.16. Telephonic Participation and Remote Communications.

(a) One or more directors may participate in and vote during any regular or special meeting of the Board by telephone conference call, video conferencing technology, or similar communication equipment, provided all Board Directors participating in the meeting can hear

and be heard by each other at the same time and the meeting complies with the requirements of Chapter 209 of the Texas Property Code. Any such meeting at which a quorum participates shall constitute a meeting of the Board.

C. Powers and Duties.

3.17. Powers. The Board shall have all of the powers and duties necessary and appropriate for the administration of the Association's affairs and for performing all responsibilities and exercising all rights of the Association as set forth in the Declaration, these Bylaws, the Certificate, and as provided by law.

3.18. Duties. The duties of the Board shall include, without limitation:

(a) Preparation and adoption of annual operating, reserve, and capital improvement fund budgets and establishing each Owner's share of the Common Expenses;

(b) levying and collecting assessments from the Owners to fund the Common Expenses;

(c) providing for the operation, care, upkeep, and maintenance of assets and areas of common responsibility;

(d) ensure that the management company has the personnel necessary to conduct the rights and responsibilities of the Association and, where appropriate, provide for the compensation of such personnel and for the purchase of equipment, supplies, and materials to be used by such personnel in the performance of their duties;

(e) depositing all funds received on behalf of the Association in a bank depository which the Board shall approve and use such funds to operate the Association; provided any reserve fund may be deposited, in the directors' best business judgment, in depositories other than banks;

(f) making and amending rules and regulations, including Use Restrictions, and establishing penalties for infractions thereof;

(g) opening or closing of bank accounts on behalf of the Association and designating the signatories required;

(h) develop a capital improvement fund

(i) making or contracting for repairs, additions, and improvements to or alterations of the Common Area in accordance with the Declaration and these Bylaws;

(j) enforcing by legal means the provisions of the Declaration, these Bylaws, and the rules adopted by the Board and bringing any proceedings, which may be instituted on behalf of or against the Owners concerning the Association;

(k) obtaining and carrying property, liability and commercial crime insurance, as provided in the Declaration, paying the cost thereof, and filing and adjusting claims, as appropriate, including an annual review of coverage sufficiency;

(l) paying all taxes and/or assessments, which are or could become a lien on the Common Area or a portion thereof;

(m) paying the cost of all services rendered to the Association or its Members and not chargeable directly to specific Owners;

(n) keeping books with detailed accounts of the receipts and expenditures of the Association;

(o) making available to any prospective purchaser of a Lot, any Owner, and the holders, insurers, and guarantors of any Mortgage on any Lot, current copies of the Declaration, the Certificate, the Bylaws, Management Certificate, and financial statements of the Association;

(p) permitting utility suppliers to use portions of the Common Area reasonably necessary to the ongoing development or operation of the Properties;

(q) indemnifying a director, officer or committee member, or former director, officer or committee member of the Association to the extent such indemnity is permitted or required by Texas law, the Certificate, and these Bylaws; and

(r) assisting in the resolution of disputes between Owners and others without litigation, as set forth in the Declaration.

3.19. Management. The Association may, but shall not be required to, employ a professional management agent or agents at a compensation established by the Board to perform such duties and services as the Board shall authorize; provided, however, that such management agent may not be terminated and replaced by self-management by the Board unless such action is approved by at least a majority of the total Association vote. The Board may delegate to one of its members the authority to act on behalf of the Board on all matters relating to the duties of the managing agent or manager, if any, which might arise between meetings of the Board.

3.20. Accounts and Reports. The following management standards of performance shall be followed unless the Board by resolution specifically determines otherwise:

(a) modified accrual accounting, as defined by generally accepted accounting principles, shall be employed; provided however, that any "shortage" shall be calculated on a cash basis of accounting;

(b) accounting and controls should conform to generally accepted accounting principles;

(c) cash accounts of the Association shall not be commingled with any other accounts;

(d) no remuneration shall be accepted by the managing agent from vendors, independent contractors, or others providing goods or services to the Association, whether in the form of commissions, finder's fees, service fees, prizes, gifts, or otherwise; any such thing of value received shall benefit the Association;

(e) any financial or other interest which the managing agent may have in any firm providing goods or services to the Association shall be disclosed promptly to the Board; and

(f) the following financial and related information shall be regularly prepared by the Board and made available to all Members of the Association or their representative designated in writing to inspect or request a copy in accordance with the Chapter 209 of the Texas Property Code:

(1) The Board shall cause a reserve budget, Common Expense (Operating) budget, and Capital Improvement budget (collectively referred to as the "Budget") for the Association, to be prepared for each calendar year of the Association. The Board shall post electronic notice on the website or written notice in a prominent place within the Properties so that the Budget is available at the business office of the Association or at one other suitable location within the Properties. If any Member requests a copy of the Budget, the Association shall provide one electronic copy to the Member without charge within 7 days of such request.

(2) The Board shall cause an annual report ("Financial Statement") to be prepared in accordance with generally accepted accounting principles within 120 days after Close of the Association's calendar year. The Board shall post electronic notice on the website or written notice in a prominent place within the Properties so that the Financial Statement is available at the business office of the Association or at one other suitable location within the Properties. If any Member requests a copy of the Financial Statement, the Association shall provide one electronic copy to the Member within 7 days of such request. The Financial Statement shall consist of:

(a) a balance sheet as of the end of the calendar year;

(b) an income and expense statement for the calendar year (this statement shall include a schedule of assessments received and receivables; and

(c) a statement of changes in financial position for the calendar year.

Such Financial Statement shall be prepared on an audited, reviewed, or compiled basis, as the Board determines, by an independent public accountant.

(3) The Board may adopt and fund a Capital Improvement Fund.

- (4) The Board shall do the following at least quarterly:
 - (a) cause a current reconciliation of the Association's operating accounts to be made and review the same;
 - (b) cause a current reconciliation of the Association's reserve accounts to be made and review the same;
 - (c) review the current year's actual reserve revenues and expenses compared to the current year's Budget;
 - (d) review the most current account statements prepared by the financial institution where the Association has its operating and reserve accounts;
 - (e) review an income and expense statement for the Association's operating and reserve accounts; and
 - (f) review the delinquency report listing all Owners who are delinquent in paying any assessments at the time of the report and describing the status of any action to collect such assessments which remain delinquent.

3.21. Borrowing. The Association, acting through its Board, shall have the power to borrow money for any legal purpose provided a majority of the total Board votes in favor; provided further, the debt service for all borrowed money shall not exceed 10% of the budgeted gross expenses of the Association for that calendar year. To exceed 10% requires a vote in favor by a majority of the voting power of the Association.

3.22. Rights of the Association. The Association shall have the right to contract with any Person for the performance of various duties and functions. This right shall include, without limitation, the right to enter into common management, operational, access (shared facilities) or other agreements with trusts, condominiums, cooperatives, neighborhood associations and other owners or associations, both within and outside the Properties.

D. Officers.

3.23. Officers. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. The President, Vice President, Secretary and Treasurer shall be elected from among the members of the Board; Any two or more offices may be held by the same person, except the offices of President, Vice President, and Secretary.

3.24. Election and Term of Office. The officers of the Association shall be elected annually by the Board at the first meeting of the Board following each annual meeting of the Association.

3.25. Removal and Vacancies. Any officer may be removed by the Board whenever in its judgment the best interests of the Association will be served thereby. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board for the unexpired portion of the term.

3.26. Powers and Duties. The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may specifically be conferred or imposed by the Board.

(a) The President shall call regular and special meetings and preside at all regular and special meetings of the Board and the Association.

(b) The Vice President shall act in the President's absence and shall have all powers, duties and responsibilities provided for the President when so acting. If there is no Vice President, any officer directed by the Board shall perform as vice president.

(c) The Secretary shall keep the minutes of all meetings of the Association and the Board and shall have charge of such books and papers as the Board may direct. In the Secretary's absence, any officer directed by the Board shall perform all duties incident to the office of secretary.

(d) The Treasurer shall have primary responsibility for the preparation of the Budget as provided for in the Declaration and these Bylaws and may delegate all or part of the preparation and notification duties to a finance committee, management agent, or both.

3.27. Resignation. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.28. Agreements, Contracts, Deeds, Leases, Etc. All agreements, contracts, deeds, leases, and other instruments of the Association (other than for the withdrawal of reserve funds) shall be executed by at least two members of the Board.

3.29. Compensation. Compensation of officers shall be subject to the same limitations as compensation of directors under Section 3.12 hereof.

ARTICLE IV: BOARD STANDING COMMITTEES AND TASK FORCES

A. Composition.

4.1 Composition. The Association's Board may charter standing committees to advise the Board on affairs of the Association. Each committee shall be comprised of Committee Members appointed by the Board. Committee Members shall be Members of the Association; provided, however, no more than one representative from a Lot may serve on the same standing committee at the same time and no member may serve on more than one standing committee at any given time, and no employee of the management agent shall serve on a standing committee. A person may not be appointed to or continue to serve any committee established by the Board if the person is: (1) a current Board member, (2) a current Board member's spouse, (3) a person residing in a current Board member's household, or (4) an employee of the Association's management agent. Each standing committee may also have one non-voting Board liaison and one non-voting staff liaison, as determined by the Board.

(a) The Association's Board may form task forces that have a limited purpose and may have a limited period of existence. The Board or the Board designated standing committee shall solicit members of the community who wish to serve on a task force based on their life experiences. The Board or the Board designated standing committee shall appoint at least three Members to lead the task force and those appointed may solicit further membership. A member of a standing committee is allowed to serve on a task force, but only one member of a household shall serve on any given task force. Task forces shall report to the Board or to a standing committee as determined by the Board.

(b) All Members of standing committees and task forces shall complete, as soon as possible after being appointed, such training or other service requirements as established by the Board. All members of standing committees will be expected to sign the Committee Code of Conduct, as may be approved by the Board and amended from time to time.

4.2 Number of Standing Committee Members. The number of Committee Members on any standing committee shall be not less than three or more than seven members.

4.3 Nomination for Standing Committee Vacancies. Nominations for all standing committees shall be made in accordance with the HCR Committee Nomination and Selection Policy. Appointments to all committees shall be made semi-annually by the Board. If there may be unfilled vacancies on Committees after any committee member selection cycle, the Board may appoint Members to fill vacant committee positions.

4.4 Appointments and Term of Office. Members of a standing committee or a task force shall be appointed by the Board. Notwithstanding any other provision of these Bylaws: Standing Committee Members shall be appointed for a term of two years, with terms expiring on either June 30 or December 31. Successor Committee Members shall be appointed to serve for

two-year terms. The Committee Members shall hold office until their respective successors have been elected. Committee Members who serve two full or partial terms on a committee may not serve on that committee again until six months has lapsed since the expiration of their most recent term on the committee. In the event a committee member applies for another committee term that would start before the completion of their term on the current committee, they must resign their membership on the current committee prior to submitting an application for a new committee.

4.5 Removal of Committee Members and Vacancies. The Board may remove any Committee Member with cause. Committee Members, whose removal is sought shall be given notice prior to any meeting called and noticed for that purpose.

Any Committee Member who is absent from one-third of the annual scheduled committee meetings may be removed by a majority vote of the Board present at a regular or special meeting of the Board, at which a quorum is present. If removed, a successor may be appointed by the Board to fill the vacancy for the remainder of the term.

In the event of the death, disability, or resignation of a Committee Member, the Board may declare a vacancy, solicit the members, and appoint a successor to fill the vacancy for the remainder of the term.

B. Meetings.

4.6 Organizational Meetings. Standing Committees shall hold their first meeting within 30 days after being chartered by the Board and members appointed.

4.7 Scheduling of Meetings. Regular meetings of Standing Committees may be held at such time and place as the Board shall determine, but at least one such meeting shall be held each quarter. All regular and special meetings of a Committee shall be held in the Resort, or via online meeting software if the Resort is closed due to governmental proclamation. Notice of the time and place of the meeting with an agenda shall be posted on the Community website and/or by email and communicated to Committee Members and the residents not less than 72 hours prior to the scheduled start of the meeting.

4.8 Special Meetings. Special meetings- of committees may be held when called by written notice prepared by the committee Chairperson or by any two committee members. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be given to each Committee Member either by: (a) personal delivery; (b) mail, (c) telephone communication, either directly to the Committee Member or to a person at the Committee Member's home who would reasonably be expected to communicate such notice promptly to the Committee Member; or (d) facsimile, computer (email), fiber optics or any such other communication device. Notices shall be posted on the Community website and/or by email and communicated to Committee Members and the residents not less than 72 hours prior to the scheduled start of the meeting.

4.9 Waiver of Notice. The transactions of any meeting of the committee, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if a quorum is present. Notice of a meeting also shall be deemed given to any Committee Member who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

4.10 Quorum of Committee Members. At all meetings of committees, a majority of the Committee Members shall constitute a quorum for the transaction of business, and the votes of a majority of the Committee Members present at a meeting at which a quorum is present shall constitute the decision of the committee, unless otherwise specifically provided in these Bylaws or the Declaration. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee Members, if any action taken is approved by at least a majority of the required quorum for that meeting. If any meeting of the Committee cannot be held because a quorum is not present, a majority of the Committee Members present at such meeting may adjourn the meeting to a time not less than five or more than 30 days from the date of the original meeting. At the reconvened meeting, if a quorum is present, any business, which might have been transacted at the meeting originally called, may be transacted without further notice.

4.11 Compensation. No Committee Member shall receive any compensation from the Association for acting as such; provided however, any Committee Member may be reimbursed for expenses incurred on behalf of the Association upon approval in advance of the expenditure by a majority of the other Committee Members and the Board. Nothing herein shall prohibit the Association from compensating a Committee Member, or any entity with which a Committee Member is affiliated, for services or supplies furnished to the Association in a capacity other than as a Committee Member pursuant to a contract or agreement with the Association, provided that such Committee Member's interest was made known to the Board prior to entering into such contract and such contract was approved by a majority of the Committee, excluding the interested Committee Member.

4.12 Conduct of Meetings. The Committee Chairperson shall preside over all meetings of the committee, and the Secretary shall keep minutes of meetings of the committee, recording all resolutions adopted by the committee and all transactions and proceedings occurring at such meetings. Minutes of meetings shall be approved by the committee at its next meeting and a copy provided to Management for filing in the Association records.

4.13 Open Meetings. All meetings of committees shall be open to all Members of the Association, but an Association Member (other than a Committee Member) may not participate in any discussion or deliberation unless permission to speak is requested on his or her behalf by a Committee Member. Committee liaisons (both staff and Board) are to be treated as Committee Members with respect to speaking at Committee meetings. In such case, the Chairperson may limit the time any Member may speak. Notwithstanding the above, the Chairperson may adjourn any meeting of the committee and reconvene in executive session, excluding non-Committee Members, to discuss matters of a sensitive

nature, such as pending or threatened litigation and personnel matters. Board Liaisons, Committee representatives or staff members may or may not attend executive sessions at the discretion of the Chairperson.

4.14 Action Without a Formal Meeting. Any action to be taken at a meeting of the Committee Members or any action that may be taken at a meeting of the Committee 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 Committee Members, and such consent shall have the same force and effect as a unanimous vote. Written consent or consents shall be filed with the minutes of the proceedings of the committee.

4.15 Electronic or Telephonic Participation. One or more Committee Members may participate in and vote during any regular or special meeting of the committee by telephone conference call or similar communication equipment by means of which all Committee members participating in the meeting can hear each other at the same time, and those Committee Members so participating shall be present at such meeting. Any such meeting at which a quorum participates shall constitute a meeting of the committee.

4.16 Powers. Committees will have only those powers specifically delegated by the Board in the Committee's Charter or in the Declaration. Committees may not do or cause to be done acts and things that are not provided for in the Declaration, Certificate, Bylaws, or Texas law.

C. Work Sessions

4.17 Work Sessions of the Committees may be required from time to time to coordinate the business of the Association. They will be conducted in accordance with paragraph 4.13 except that;

- (a) Committees shall announce work session times, locations and general topics to be discussed at least 72 hours before the work session.
- (b) No voting or decisions on any issue may be taken.
- (c) No written minutes may be produced or published.

D. Officers.

4.18 Officers. The officers of Standing Committees shall be a Chairperson, Vice Chair and Secretary. The Chairperson, Vice Chair and Secretary shall be elected from among the members of the committee. The Committee may appoint such other officers, including one or more Assistant Secretaries as it shall deem desirable, such officers to have the authority and perform the duties prescribed by the Committee.

4.19 Election and Term of Office. Officer terms of office shall be 12 months. The officers of the Committee shall be elected by the Committee in January or when necessary to complete an unexpired term due to an officer vacancy.

4.20 Removal and Vacancies. The Board may remove any officer whenever, in its judgment, the best interests of the Committee and the Association will be served thereby. The Board may fill a vacancy in any office arising because of death, resignation, removal, or otherwise for the remaining portion of the term.

4.21 Powers and Duties of Officers. The officers of the Committee shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may specifically be conferred or imposed by the Committee. The Committee Chair shall call regular and special meetings and work sessions of the Committee and preside at all regular and special meetings and work sessions of the Committee. The Vice Chair shall act in the Chairperson's absence and shall have all powers, duties and responsibilities provided for the Chairperson when so acting. The Secretary shall keep the minutes of all meetings of the Committee and shall be in charge of such books and papers as the Committee may direct. In the Secretary's absence, any Committee member directed by the Chair shall perform all duties incident to the office of secretary.

4.22 Resignation. Any officer may resign at any time by giving written notice to the Committee Chairperson or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE V: MISCELLANEOUS

5.1 Calendar Year. The calendar and fiscal year of the Association shall be January 1 through December 31 unless otherwise established by Board resolution.

5.2 Parliamentary Rules. Except as may be modified by Board resolution, Robert's Rules of Order (current edition), generally as modified for small boards and committees, shall govern the conduct of all Association proceedings, including meetings of the Association's Members, the Board and Committees, when not in conflict with Texas law, the Certificate, the Declaration, or these Bylaws.

5.3 Conflicts. If there are conflicts between the provisions of Texas law, the Certificate, the Declaration, and these Bylaws, the provisions of Texas law, the Declaration, the Certificate, and the Bylaws (in that order) shall prevail.

5.4 Books and Records.

(a) Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a director includes the right to make a copy of relevant documents at the expense of the Association in furtherance of such director's duties as a director except as advised in writing by Association counsel.

(b) The Board shall adopt reasonable rules and procedures for the delivery of subdivision information and resale certificates to an Owner, an Owner's agent or to the insurance company or its agent in accordance with Texas Property Code, Chapter 207, as amended from time to time.

(1) The Association is not required to inspect a Lot prior to issuing a resale certificate for the Lot, however, the Association has the right to inspect the lot and if it so chooses, the Owner must allow the Association representative to conduct the inspection at a mutually agreeable time.

(2) The Association shall have no liability for failure to comply with the rules and procedures promulgated by the Board or in relation to a resale certificate except as expressly provided under Chapter 207 of the Texas Property Code as amended.

5.5 Notices. Unless otherwise provided in these Bylaws, all notices, demands, bills, statements, or other communications under these Bylaws shall be in writing or by electronic communication and shall be deemed to have been duly given if delivered personally or if sent by United States mail, first class postage prepaid, or emailed:

(a) If to a Member, at the address of the Lot of such Member; or to the email address provided to the Association by the Member; or

(b) If to the Association, the Board, or the managing agent, at the principal office of the Association or the managing agent, if any, or at such other address as shall be designated in the most recent Management Certificate recorded by the Association in the Bexar County Official Public Records.

5.6 Indemnification. The Association shall indemnify every officer, director, and committee member against all expenses, including counsel fees, reasonably incurred by them and each of them in connection with any action, suit, arbitration or other proceeding (including settlement of any suit or proceeding, if approved by the then Board) to which he or she may be a party by reason of being or having been an officer, director, or committee member of the Association.

The officers, directors, and committee members shall not be liable for any mistake of judgment, negligence or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors shall have no personal liability with respect to any contract or other commitment made or action taken in good faith on behalf of the Association. The Association shall indemnify and forever hold each such officer, director and committee member harmless from any and all liability to others on account of any such contract, commitment or action. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any present or former officer, director, or committee member may be entitled. The Association shall, as a Common Expense, maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such insurance is reasonably available.

5.7 Amendments.

(a) These Bylaws may be amended by resolution duly adopted by a 2/3 (66.6%) affirmative vote of the Board of Directors OR at a special meeting of the Association's membership called for that purpose by the approval of Members holding a majority of the votes allocated to the Association's membership. Notwithstanding, the Board may amend any paragraph by a majority vote should a change in Texas or Federal law require it.

(b) Amendments to these Bylaws shall become effective upon recordation in the Official Records of Real Property of Bexar County, Texas unless a later effective date is specified therein. Any procedural challenge to an amendment must be made within six months of its recordation or such amendment shall be presumed to have been validly adopted. In no event shall a change of conditions or circumstances operate to amend any provisions of these Bylaws.

If any Owner consents to any amendment to the Declaration or these Bylaws, it will be conclusively presumed that such Owner has the authority to do so, and no contrary provision in any Mortgage or contract between the Owner and a third party will affect the validity of such amendment.

5.8 Policies to be Recorded with Bexar County Clerk. Any new or revised Policies or Governing Documents of the Association that are to be registered with the Bexar County Clerk must be adopted by a resolution duly adopted by a 2/3 (66.6%) affirmative vote of the Board of Directors unless approval by Members of the Association is required by law. Local rules, regulations and standard operating procedures shall be approved by a majority vote of the Board.

END OF BYLAWS

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected Secretary of Hill Country Retreat Community Association, a Texas non-profit corporation; and

That the forgoing Bylaws constitute the Amended and Restated Bylaws of said Association, as duly adopted by the Board of Directors thereof at an open meeting held on December 23, 2025, to be effective as of the 1st day of January 2026.

IN WITNESS WHEREOF, I hereunto subscribe my name to be effective as of the 23rd day of December 2026.


James V. Hall, Secretary

STATE OF TEXAS

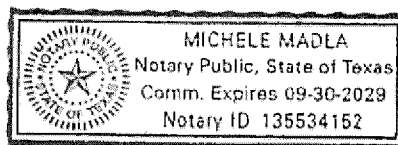
COUNTY of BEXAR

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ACKNOWLEDGMENT



This instrument was acknowledged before me on this day 12-23-2025 by James Hall, a person known to me in his capacity as Secretary of the Board of Directors, Hill Country Retreat Community Association, Inc.



File Information

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Any provision herein which restricts the sale or use of the described real property because of race is invalid and unenforceable under Federal law

STATE OF TEXAS, COUNTY OF BEXAR

I hereby Certify that this instrument was eFILED in File Number Sequence on this date and at the time stamped hereon by me and was duly eRECORDED in the Official Public Record of Bexar County, Texas on: 1/6/2026 4:02 PM



Lucy Adame-Clark
Lucy Adame-Clark
Bexar County Clerk