



**SECOND AMENDMENT  
TO THE  
SECOND AMENDED AND RESTATED BYLAWS  
OF  
DC RANCH ASSOCIATION, INC.**

Article III, Section 3.1

3.1. Governing Body; Composition. The Association's affairs shall be governed by a Board of Directors, each of whom shall have one vote. The directors shall be Members in Good Standing and no Owner(s)/Trustee(s) representing the same Unit may serve on the Board at the same time. If a Member is not a natural person, any officer, director, partner or trust officer of such Member shall be eligible to serve as a director unless otherwise specified by written notice to the Association signed by such Member; provided, no Member may have more than one such representative on the Board at a time. "Good Standing" shall be defined as: no financial obligation past due over 90 days owed to the Association, no unresolved covenant violations of the Community Standards and not a party to litigation with claims alleged against the Association.

Article III, Section 3.3(a)

3.3 Nomination and Election Procedures

(a) Nominations and Declarations of Candidacy. Prior to each election of directors, the Board shall determine the opening date and the closing date of a reasonable filing period in which each and every eligible person who has a bona-fide interest in serving as a director may file as a candidate for any available vacancy on the Board. To be eligible for candidacy for the Board of Directors, the Member shall be in Good Standing. The Board shall also establish such other rules and regulations as it deems appropriate to conduct the nomination of directors in a fair, efficient, and cost-effective manner.

Each candidate shall be given a reasonable, uniform opportunity to communicate qualifications to the Members and to solicit votes.