

FIRST AMENDED AND RESTATED BYLAWS
OF
DRIFTWOOD HISTORICAL CONSERVATION SOCIETY

WHEREAS, the Board of Directors ("Board") of the Driftwood Historical Conservation Society ("DHCS") adopted the Bylaws ("Bylaws") of the DHCS effective as of June 1, 2016;

WHEREAS, the Board amended the Bylaws effective April 3, 2018 pursuant to the First Amendment to Bylaws of DHCS;

WHEREAS, the Board amended the Bylaws effective January 3, 2019 pursuant to the Second Amendment to Bylaws of DHCS;

WHEREAS, the Board amended the Bylaws effective October 15, 2020 pursuant to the Third Amendment to Bylaws of DHCS;

WHEREAS, the Board desires to amend and restate the Bylaws in their entirety as set forth below.

NOW THEREFORE, the undersigned, being all of the members of the Board, hereby adopt the following First Amended and Restated Bylaws:

ARTICLE 1

NAME AND PURPOSE

1.1 Name

The name of the corporation ("Corporation") is "Driftwood Historical Conservation Society".

1.2 Purpose

This Corporation is organized for charitable and educational purposes. More specifically the Corporation is created as an organization described in section 501(c)(3) and exempt from taxation under section 501(a) of the Internal Revenue Code of 1986 or corresponding provisions hereinafter in effect. The Corporation shall be operated exclusively for such purposes and no part of its net earnings shall inure to the benefit of any private member, director or individual. This Corporation is further organized to protect the historical, environmental, ecological and cultural heritage of the Driftwood, Texas area, and shall attempt to educate the Driftwood community and others and advocate for the preservation of the cultural and natural resources in the Driftwood, Texas area.

ARTICLE 2

BOARD OF DIRECTORS

2.1 Number, Tenure, Election and Vacancies

The direction and management of the affairs of the Corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors ("Board") which shall consist of not less than five (5) persons. Where there is an absence of agreement as to any proposed action to be taken by the Board, a majority vote of the Board shall govern. Until changed by amendment to these bylaws ("Bylaws") the number of directors ("Directors") shall be five (5). Each Director shall also be an officer ("Officer") of the Corporation as described in Article 3 hereof. The initial term ("Initial Term") for which the Director/President shall serve shall be three (3) years. Shelby Eckols shall serve as the initial Director/President. The Initial Term for which the Director/First Vice-President shall serve shall be two (2) years. Jim Marroquin shall serve as the initial Director/First Vice-President. The Initial Term for which the Director/Second Vice-President shall serve shall be one (1) year. Casey Cutler shall serve as the initial Director/Second Vice-President. The Initial Term for which the Director/Treasurer shall serve shall be two (2) years. John Jones shall serve as the initial Director/Treasurer. The Initial Term for which the Director/Secretary shall serve shall be one (1) year. Dennis Dement shall serve as the initial Director/Secretary. All Initial Terms shall begin June 1, 2016. Each Director shall serve for his/her term of office and until his/her successor is duly elected and qualifies. A vacancy shall be declared in any seat on the Board upon the death or resignation of the occupant thereof, or upon the disability of any occupant rendering him/her permanently incapable of participating in the management and affairs of the Corporation. Upon the expiration of the Initial Terms, the respective successors shall be elected for terms of two (2) years ("Successor Term") (an Initial Term and/or a Successor Term is referred to herein as a "Term"). In case of election to fill a vacancy, the Term of the successor shall be for the unexpired Term for which the former occupant thereof was elected. Directors may serve a maximum of three (3) consecutive full Terms (inclusive of the Initial Term). After a one or more year absence from the Board, former Directors may serve again. Only current dues paying members of the Driftwood Historical Conservation Society residing in the Onion Creek Valley are eligible to be Directors. The "Onion Creek Valley" is generally defined as the area outlined on the map attached hereto as Exhibit "A". Directors shall prepare for and attend a minimum of seventy-five percent (75%) of the Board meetings each year and shall prepare for and attend a majority of the general meetings of the Corporation.

Upon the expiration of the respective Initial Terms of the Directors, and at every succeeding election, the existing Directors and members ("RAP Members") of the Residents Advisory Panel ("RAP"), as further described in Article 4 hereof, shall nominate person(s) to serve a Successor Term to that Director. Self-nomination is allowed. Only existing Directors (to the extent they have not already served three (3) consecutive full Terms), RAP Members who have served in excess of one full year on the RAP and former Directors/Officers after a one or more year absence from the Board, are eligible for nomination. Once nominations are made, the Directors (except any Director nominated for the Successor Term) and RAP Members (except any RAP Member nominated for the Successor Term) shall vote for the successor Director. The nominee with the most votes shall serve as the successor Director. Vacancies on the Board shall be filled in the same manner as described above. A Director may be removed from the Board upon the affirmative vote of each of the other Directors to remove such Director.

2.2 Monthly and Annual Meetings

Meetings of the Board shall be held as least monthly on a date determined by the Directors. In addition, the annual meeting of the Board shall be held in May of each calendar year on a date to be determined by the Directors to elect successor Directors to positions becoming available and the transaction of such other business as may lawfully come before the meeting. It shall be the duty of the Director/Secretary of the Corporation to give at least five days' notice of such meeting to each Director by telephone, e-mail or other personal notification.

2.3 Order of Business

The order of business at the annual meeting of the Board shall be as follows:

1. Roll call.
2. Reading of the minutes of the preceding meeting and action thereon.
3. Reports of Directors/Officers.
4. Election of Directors/Officers.
5. Miscellaneous business.

2.4 Special Meetings

Special meetings of the Board shall be held whenever called by the Director/Secretary of the Corporation upon the direction of the Director/President of the Corporation or upon written request of any two Directors; and it shall be the duty of the Director/Secretary to give sufficient notice of such meetings in person or by e-mail or telephone to enable the Directors so notified to attend such meetings.

2.5 Quorum for Meetings

A majority of the Directors shall constitute a quorum for the transaction of business at all meetings convened according to these Bylaws.

2.6 Unanimous Written Consent In Lieu Of Meeting

Any action of the Board required or permitted by these Bylaws shall be valid and effective upon the execution of a Unanimous Written Consent Of the Board of Directors by all of the then Directors.

ARTICLE 3

OFFICERS

3.1 Election

The officers of this corporation shall be a President, First Vice-President, Second Vice-President, Treasurer and Secretary and such other officers as may be determined by the Board. Immediately after any election of Director(s) pursuant to Article 2 hereof, the Directors shall vote to determine which Director shall serve as each officer.

3.2 Attendance at Meetings

The President, and in his absence the First Vice-President, shall call meetings of the Board to order, and shall act as chairman of such meetings, and the Secretary of the Corporation shall act as Secretary of all such meetings, but in the absence of the Secretary the chairman may appoint any person present to act as Secretary of the meeting.

3.3 Duties

The principal duties of the several officers are as follows:

(a) President. The president shall preside at all meetings of the Board. He/she shall be the chief executive officer of the Corporation, and subject to the control of the Board, shall have general charge and supervision of the administration of the affairs and business of the Corporation. He/she shall see that all orders and resolutions of the Board are carried into effect. He/she shall sign and execute all legal documents and instruments in the name of the Corporation when authorized so to do by the Board and shall perform such other duties as may be assigned to him/her from time to time by the Board. The President shall submit to the Board plans and suggestions for the work of the Corporation, shall direct its general correspondence and shall present his/her recommendations in each case to the Board for decision. He/she shall also submit a report of the activities and business affairs of the Corporation at each annual meeting of the Board and at other times when called upon so to do by the Board.

(b) First Vice-President. The First Vice-President shall discharge the duties of the President in the event of his/her absence or disability for any cause whatever, and shall perform such additional duties as may be prescribed from time to time by the Board.

(c) Second Vice-President. The Second Vice-President shall discharge the duties of the President in the event of his/her absence or disability and the absence or disability of the First Vice-President for any cause whatever, and shall perform such additional duties as may be prescribed from time to time by the Board.

(d) Secretary. The Secretary shall have charge of the records and correspondence of the Corporation under the direction of the President. He/she shall give notice of and attend all meetings of the Board. He/she shall take and keep true minutes of all meetings of the Board of which he/she shall be the Secretary. He/she shall discharge such other duties as shall be assigned to him/her by the President or the Board. In case of the absence or disability of the Secretary, the Board may appoint an Assistant Secretary to perform the duties of the Secretary during such absence or disability.

(e) Treasurer. The Treasurer shall keep account of all moneys, credits and property of the Corporation and keep an accurate account of all moneys received and discharged. Except as otherwise ordered by the Board, he/she shall have the custody of all the funds of the Corporation and shall deposit the same in such banks or depositories as the Board shall designate. He/she shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board. He/she shall also submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board. The Treasurer shall, under the direction of the Board, disburse all moneys and sign all checks and other instruments drawn on or payable out of the funds of the Corporation, which checks, however, may also be required by the Board to be signed by the President or First Vice-President, or in case of their absence or disability, by such member of the Board as the Board shall designate. In

general, the Treasurer shall perform all the duties which are incident to the office of Treasurer, subject to the Board, and shall perform such additional duties as may be prescribed from time to time by the Board. In case of absence or disability of the Treasurer, the Board may appoint an Assistant Treasurer to perform the duties of the Treasurer during such absence or disability.

ARTICLE 4

RESIDENTS ADVISORY PANEL

4.1 Members

The Board shall establish a Residents Advisory Panel ("RAP") which shall consist of not more than thirteen (13) members. Each RAP Member shall be appointed by a majority vote of the Board and shall serve a two (2) year term ("RAP Term") expiring two years after the end of the calendar quarter in which such RAP Member was appointed. The first calendar quarter shall be June 1, 2016-August 31, 2016. Only current dues paying members of the Driftwood Historical Conservation Society are eligible to be RAP Members. Eleven (11) of the RAP Members must reside in the Onion Creek Valley and two (2) RAP Members may reside outside the Onion Creek Valley. The Board shall attempt to create a RAP with a membership which includes diverse backgrounds, experiences, educations and interests, but each of whom is committed to the purposes of the Corporation.

4.2 Powers and Duties

The RAP shall:

- (a) Nominate and Vote on Directors as provided in Section 2.1 hereof.
- (b) Vote on major decisions contemplated by the Board and provide the voting results and other input regarding such major decisions to the Board. The vote of the RAP regarding such major decisions is not binding upon the Board and the Board shall not be required to implement the results of any vote of the RAP.
- (b) Gather information and input from members of the Corporation and the Onion Creek Valley community regarding issues provided to the RAP by the Board. The RAP shall then compile such information and input and present its findings to the Board.
- (c) Assist the Board by gathering input from members of the Corporation and the Onion Creek Valley community to identify issues pertinent to the Corporation.
- (d) Form “work groups” to perform tasks as directed by the Board.
- (e) Generally promote membership in the Corporation and attendance at the general meetings of the Corporation.
- (f) Serve as a liaison to the various representative groups involved and interested in the Onion Creek Valley, including without limitation residents, businesses, landowners and organizations.
- (g) Keep a record of its proceedings and report the same to the Board as requested by the Board.

4.3 Meetings/Quorum

The RAP shall meet at least quarterly beginning in July, 2016. RAP Members shall prepare for and attend a minimum of seventy-five percent (75%) of the RAP meetings each year and shall prepare for and attend a majority of the general meetings of the Corporation. RAP meetings shall be open to attendance by members of the general public. A majority of RAP Members shall constitute a quorum at any meeting of the RAP.

4.4 Removal of RAP Members

Any RAP Member may be removed from the RAP by the affirmative vote of a majority of Directors of the Corporation at any meeting of the Board. Such removal may be at the sole discretion of the Directors.

ARTICLE 5

DISSOLUTION

Upon the dissolution of the Corporation, any remaining assets of the Corporation shall be used exclusively for charitable and educational purposes.

ARTICLE 6

AMENDMENTS

These Bylaws may be amended by the affirmative vote of a majority of Directors of the Corporation at any meeting of the Board provided that notice of the proposed amendment shall have been delivered by e-mail, telephone or personal delivery to each Director at least three (3) days prior to such meeting.

Executed effective as of April 1, 2022 by:

DIRECTOR/PRESIDENT


SHELBY ECKOLS

DIRECTOR/FIRST VICE-PRESIDENT


MARK RUTLEDGE

DIRECTOR/SECOND VICE-PRESIDENT


RICK BRENNES

DIRECTOR/TREASURER


JOHN JONES

DIRECTOR/SECRETARY


MIKE PRUITT