

Upon the approval of a majority of the Trustees in attendance, the following resolutions were adopted:

**RESOLVED**, that Article Three, Section 3.07(B) of the Code of Regulations and Bylaws of River Oaks Association, Inc., be amended by deleting it in its entirety and substituting the following:

(B) By authorized communications equipment, including, but not limited to, electronic mail, telecopy, or facsimile transmission, not later than the day before the date on which such meeting is to be held; or

**FURTHER RESOLVED**, that Article Three, Section 3.10 of the Code of Regulations and Bylaws of River Oaks Association, Inc., be amended by deleting it in its entirety and substituting the following:

Section 3.10. Committees. The Trustees may create one or more committees, each such committee to consist of not less than two persons, some or all of whom may, but need not, be Trustees, but all of whom must be Members of River Oaks Association, Inc., and the Trustees may delegate to such committees any of the authority of the Trustees, however conferred, other than that of filling vacancies among the Trustees or in the committees of the Trustees. Each person appointed to such a committee shall be appointed for a one-year term except in the case of an appointment to fill an unexpired committee member term, with no limit on the number of reappointment terms. Such committees of the Trustees shall serve at the pleasure of the Trustees, shall act within the authorities and limitations specifically delegated to them by the Trustees, and shall be subject to the control and direction of the Trustees. Each of such committees may act by a majority of its members at a meeting or by a writing or writings signed by all of its members. Meetings of the committees may be held through any communications equipment if all persons participating in the meeting can contemporaneously hear each other and be heard by the others.

Any act or authorization of an act by such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Trustees. Notice of the time and place of each meeting of any committee shall be given to each of its members by at least one of the methods specified in Section 3.07 hereof. A meeting of any such committee may be called only by the President or by a member of such committee.

**FURTHER RESOLVED**, that Article Three, Section 3.11 of the Code of Regulations and Bylaws of River Oaks Association, Inc., be amended by deleting it in its entirety and substituting the following:

Section 3.11. Compensation. No Trustee shall be entitled to receive compensation, either directly or indirectly, for his or her service as a Trustee. Officers, including officers who are also trustees, shall be entitled to receive such reasonable compensation for their services as officers as may be determined from time to time by the Trustees. For purposes of this Section 3.11, the term "compensation" does not include actual and necessary expenses that are

incurred by the Trustee or Officer in connection with the services that he or she performs for the Corporation and that are reimbursed to the Trustee or Officer or otherwise paid.

**FURTHER RESOLVED**, that Article Four, Section 4.01 of the Code of Regulations and Bylaws of River Oaks Association, Inc., be amended by deleting it in its entirety and substituting the following:

Section 4.01. Officers. The officers of the Corporation which must be elected by the Trustees shall be President, Vice-President, Secretary, and Treasurer. The President, Vice-President, and Treasurer must be Trustees. Other officers, including the Secretary and any additional officers and assistant officers deemed appropriate and elected by the Trustees, need not be Trustees. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law, the Articles, or the Regulations and Bylaws to be executed, acknowledged, or verified by two or more officers.