

**(M) Vista Acres Corporation Recreation Association Inc. (Hereinafter: “VACO
Recreation Association, Inc.”) Bylaws**
As updated October 7, 2018

ARTICLE I – STOCK

- (N) 1. Certificates of stock shall be issued electronically and they shall be signed by the President and the Secretary. A record of each certificate shall be kept. There shall be a limit of two hundred (200) shares of stock, until authorized by the stockholders.
- (O) 2. Shares of stock shall be transferable only as hereinafter provided. Stockholders desiring to dispose of their stock shall give notice in writing to the Board of Directors of such intention. Purchasers or transferees of stock under the Bylaws are not entitled to any special consideration by the Board of Directors or Membership Committee, but must meet standards of membership as set up by the Membership Committee. Transfers of stock under the procedure herein outlined shall be made only on the books of the VACO Recreation Association, Inc.

ARTICLE II - ANNUAL MEETING

- (H, P) 1. The annual meeting of the stockholders of the VACO Recreation Association, Inc. shall be held each year at a place and date to be designated by the Board of Directors.
2. Special meetings of the stockholders may be held at any time upon call of the President or Board of Directors, and they must be held at the request of the stockholders holding one tenth of the capital stock outstanding.
- (Q) 3. Notice of meetings, for every regular or special meeting shall be prepared and delivered electronically to the email address on file for every stockholder. If there is no email address on file, then a printed notice will be prepared and mailed to the last known postal address of the stockholder.
- (B) 4. A quorum for any meeting of the stockholders shall be one-third of the stockholders represented in person or by proxy. A quorum being present, a majority of those voting in person or by proxy shall decide any question that may come before the meeting except as prohibited by Article IX.
- (R) 5. The Order of Business at the annual meeting of the stockholders shall be: 1) Calling the roll, 2) Proof of due notice of the meeting, 3) Reading and disposal of any unapproved minutes, 4) Annual reports of the officers and committee chairman, 5) Election or appointment of Directors, 6) Unfinished business, 7) New Business, 8) Adjournment.
6. No stockholder shall have more than one vote at a meeting of the stockholders.

ARTICLE III - BOARD OF DIRECTORS

1. The Association shall be governed by a Board of Directors and the Board shall have the authority to transact all business for the Association. Every Committee of the Association shall report to and be responsible to the Board. The Board shall govern between the Annual Meetings of the stockholders.
- (C, L) 2. The Board of Directors shall consist of a minimum of eight (8) members with a maximum of twelve (12) elected from the stockholders, four or six of who shall be elected for a two-year term and they shall serve until their successors have been elected and duly qualified.
3. At the organizational meeting of the Board of Directors following the annual Meeting of the stockholders, the Board of Directors shall elect officers from among their number.
4. No stockholder shall serve more than two consecutive terms as a member of the Board except as an ex-officio member.

- (S) 5. The annual organization meeting of the Board of Directors shall be held as soon as possible after the annual stockholders meeting.
6. The Board of Directors shall meet at least four times a year. The meetings will be held at a time and place to be decided by the Board.
7. Special meetings of the Board may be held on call by the President or on a written request to the President by five (5) Board members.
- (B, T) 8. Notice of regular meeting shall be electronically mailed by the Secretary or President not less than five (5) days before such a meeting.
- (D) 9. A quorum at any meeting of the Board shall consist of seven (7) members not counting ex-officio members.
10. Any vacancies occurring on the Board or among the officers shall be filled by a vote of the Board at a regular or special meeting to fill the unexpired term.
11. Board decisions shall be by majority vote.

ARTICLE IV - OFFICERS

- (G) 1. The officers of the VACO Recreation Association, Inc. shall be a President, Vice-President, Secretary, and treasurer shall be elected for a term of one year and shall hold office until their successors have been elected and qualified.
2. The President shall preside at all meetings of the stockholders and Directors and he shall have general supervision of all the affairs of the Association. He shall sign all certificates of stock, sign or countersign all contracts, checks, and all other instruments of the VACO RECREATION ASSOCIATION, INC. He shall make reports to the stockholders and Directors at least annually and he will perform all other duties incident to the office of President. In the absence or disability of the President, the Vice-President shall exercise all his functions.
3. The Secretary shall keep the minutes of the meetings of the stockholders and the Board of Directors, shall issue all notices and shall have charge of all the corporate records except the financial records. He shall countersign, with the President, all stock certificates and keep the record of all stock ownership. He shall make reports to the President, to the Board as often as required, and to the stockholders at least once a year. He shall perform all other duties that are properly required of him by the Board of Directors.
- (F, U) 4. The Treasurer shall have custody of all the funds and securities of the VACO RECREATION ASSOCIATION, INC., and shall deposit the same in the name of the Association in such bank or banks as the Directors may decide. The Treasurer and another Board Member shall sign all checks, drafts, and other orders for the payment of money. The Treasurer shall at all reasonable times exhibit his books and accounts to any stockholder or Director of the Association. The Treasurer shall report regularly to the Board of Directors and annually to the meeting of the stockholders.
- (V) 5. Board Members receive free guests for serving on the board. Membership discounts to Board Members may be allotted, at the discretion of the Board of Directors, for serving on the board after at least one year of service.

ARTICLE V - MEMBERSHIP

- (B) 1. The privilege and use of the facilities of the Association shall be limited to persons who have admitted membership in the Association and who are in good standing, guests, and purchasers of an annual membership authorized by the Board.
2. Membership in the Association shall be limited to stockholders only.

3. Membership in good standing shall be maintained by payment of annual dues and assessments. All family members permanently living in the same household, including unmarried legal children, are considered members upon payment of one membership fee. The Board shall decide upon exception to this rule, if there be any.
- (J, W) 4. Members shall pay dues yearly to VACO Recreation Association, Inc. before admittance to the pool in order to enjoy the privileges of VACO Recreation Association, Inc., except as provided in Article VI, Section 5. The Board of Directors can consider exceptions per shareholder once every five years on case-by-case bases.
5. Ownership of stock in the Association shall not by itself qualify anyone to membership. Individuals desiring to become members of the Association shall make formal application to the Membership Committee.
6. The Board of Directors shall have the power to suspend or revoke the membership privileges for failure to pay dues and assessments, for failure to maintain good moral character and for failure to observe the rules and regulations adopted for the operation of the Association facilities.
7. The Board of Directors shall have final authority in matters pertaining to membership.
- (I, X) 8. Ownership of the stock by the stockholder of record shall revert to the corporation upon non-payment of dues, assessments, and all penalties levied by the Board of Directors. The last payment date, which will be honored, is Labor Day. Implementation of this bylaw change will be effective for the 2019 season.
- (Y) 9. The Board of Directors shall have final authority in matters pertaining to guest policies.

ARTICLE VI - DUES AND ASSESSMENTS

1. The amount of the annual dues shall be fixed by the Board of Directors.
- (F, Z) 2. Assessments in addition to the regular annual dues may be levied by the Board of Directors for the purpose of capital improvements, on swimming pool and related facilities, provided the assessments per member do not exceed \$50.00 per share in any one year. Assessments in excess of \$50.00 per share must be approved by the stockholders in a regular or special meeting of the stockholders.
3. Income from dues shall be used to meet the annual operating costs of the Association.
- (B, AA) 4. The Board of Directors reserves the right to levy initiation fees on new members joining VACO Recreation Association, Inc. Initiation fees will be applied to capital improvement. This fee is not refundable.
- (K, AB) 5. Membership and the privileges of VACO Recreation Association Inc.'s facilities will be automatically suspended for non-payment of dues or assessments if no payment is made for the current year in which these charges are due.
- (G) 6. All prior years unpaid assessments and penalties (if any) levied against a stockholder of record must be satisfied before the stock is transferred or before the current years dues and assessment (if any) is accepted.

ARTICLE VII – COMMITTEES

1. The President, with approval of the Board of Directors, shall appoint chairmen and members to the following standing committees within thirty (30) days after his election. The chairmen or any member of the Committee may be removed by the Board of Directors.

- a. Membership Committee: This committee will accept applications for membership in the Association in accordance with the Bylaws. This committee shall set up such additional rules for membership, as it seems proper and submit these rules to the Board of Directors for approval. The Committee will consider all instances of infraction of the rules and regulations governing membership privileges and use of the facilities and recommend suitable action to the Board. The Committee will consider and make recommendations to the Board on applications for membership in the Association.
- b. House Committee: This committee shall have charge of the pool facilities and all property of the Association. The Committee will be responsible for making rules for the safety of all those using the Association pool facilities and the property, including the restriction or suspension of persons using or under the influence of alcoholic beverages or with infectious disease, and the closing of the pool unless a qualified life guard is on duty, the repair replacement of buildings and equipment and protection against loss, deterioration, and misuse. The Committee shall make recommendations to the Board for insurance against fire loss and liability of all kinds.
- c. Finance Committee: This Committee shall prepare a budget each year and detail the expected revenue and expenses. This budget shall be presented to the Board of Directors at its April meeting for acceptance. The Committee will receive operating statements from the Treasurer and other financial reports, as they are needed. The Committee will arrange for an audit of the books at the discretion of the Board of Directors.
- d. There shall be an Executive Committee consisting of the officers of the Association with the President as the Chairman. The immediate past president of the Association shall be a member of the Committee. The Committee will have the power to transact business delegated to them by the Board and they may make recommendations to the Board.

ARTICLE VIII - NON-PROFIT

- (A) 1. No officer of the Association shall derive a profit from the Association nor shall he receive compensation in any way for duties concerned with his office. No officer or member of the Board shall also serve as a paid employee of the Association.

ARTICLE IX - AMENDMENTS

- (A) 1. These By-Laws may be amended, repealed, or altered at any regular or special meeting of the stockholders by a two-thirds (2/3) vote of all the stockholders present in person or by proxy.
- (B) **As changed by October 13, 1971 stockholders meeting:** These are the approved changes.
- (C) The number of Board members was increased from ten to twelve at the stockholders meeting **October 9, 1974.**
- (D) Board members required for a quorum was increased from six to seven at the stockholders meeting **October 8, 1975.**
- (E) As changed by the **October 30, 1989 stockholders meeting.**
- (F) As changed by the **September 12, 1993 stockholders meeting.**
- (G) As changed by the **September 11, 1994 stockholders meeting.**
- (H) As changed by the **September 17, 2000 stockholders meeting.**

(I) As changed by the September 07, 2003 stockholders meeting ARTICLE V Item 8

From: Ownership of the stock by the stockholder of record shall revert to the corporation upon non-payment of dues, assessments, and all penalties levied by the Board of Directors for two consecutive years. The last payment date, which will be honored, is the stockholders meeting of the second consecutive year. In implementing this by-law change, the 1996 season shall count as the first of the two consecutive years.

To: Ownership of the stock by the stockholder of record shall revert to the corporation upon non-payment of dues, assessments, and all penalties levied by the Board of Directors. The last payment date, which will be honored, is the stockholders meeting in September. Implementation of this by-law change will be effective for the 2004 season.

(J) As changed by the September 07, 2003 stockholders meeting ARTICLE V Item 4

From: Members shall pay dues to the Association by May 15 of each year in order to enjoy the privileges of the Association, except as provided in article VI, Section 5.

To: Members shall pay dues yearly to the Association by May 15 of each year in order to enjoy the privileges of the Association, except as provided in article VI, Section 5. The Board of Directors can consider exceptions per shareholder once every five years on case-by-case bases.

(K) As changed by the September 07, 2003 stockholders meeting ARTICLE VI Item 5

From: Membership and the privileges of the Association facilities will be automatically suspended for non-payment of Association dues or assessments if no payment is made within thirty (30) days of the date, on which these charges are due, except upon payment of a penalty as provided by the Board of Directors.

To: Membership and the privileges of the Association facilities will be automatically suspended for non-payment of Association dues or assessments if no payment is made within ten (10) days of the date MAY 15, on which these charges are due, except upon payment of a penalty as provided by the Board of Directors.

(L) As changed by the September 17, 2004 stockholders meeting. ARTICLE III Item 2

From: The Board of Directors shall consist of twelve (12) members elected from the stockholders, six of who shall be elected for a two-year term and they shall serve until their successors have been elected and duly qualified.

To: The Board of Directors shall consist of a minimum of eight (8) members with a maximum of twelve (12) elected from the stockholders, four or six of who shall be elected for a two-year term and they shall serve until their successors have been elected and duly qualified.

(M) As changed by the October 7, 2018 stockholders meeting.

From: VACO Recreation Association, Inc. By-Laws

To: Vista Acres Corporation Recreation Association, Inc. (Hereinafter: "VACO Recreation Association, Inc.") Bylaws

(N) As changed by the October 7, 2018 stockholders meeting. ARTICLE I Item 1

From: Certificates of stock shall be issued in numerical order and they shall be signed by the President and the Secretary.

To: eliminate: "issued in numerical order"; change to: issued electronically

(O) As changed by the October 7, 2018 stockholders meeting. ARTICLE I Item 2

From: (a) Stockholders desiring to dispose of their stock shall give notice in writing to the Board of Directors of such intention and the Board of Directors shall hereinafter have a ninety-day option to purchase said share or shares. The option price shall be cost or book value, whichever is lower. If the Board of Directors does not exercise its option during the ninety-day period, then the stockholder may dispose of his share or shares by selling them.

To: (a) eliminate: "and the Board of Directors shall hereinafter have a ninety-day option to purchase said share or shares. The option price shall be cost or book value, whichever is lower. If the Board of Directors does not exercise its option during the ninety-day period, then the stockholder may dispose of his share or shares by selling them."

From: (b) ...Before the new stock certificate is issued, the old certificate must be submitted for cancellation, dated and marked "Canceled" by the Secretary. The stock books of the VACO Recreation Association, Inc. shall be closed for transfers of stock thirty (30) days before the Annual Meeting of Stockholders and only stockholders of record on that date will be entitled to vote. When a member sells his house and the buyer desires to purchase his stock, the buyer's application will take priority over other membership applications.

To: (b) eliminate.

(P) As changed by the October 7, 2018 stockholders meeting. ARTICLE II Item 1

From: The annual meeting of the stockholders of the VACO Recreation Association, Inc., shall be held during the month of September each year at a place and date to be designated by the Board of Directors.

To: eliminate "September"; change to "shall be held each year at a place and date to be designated by the Board of Directors."

(Q) As changed by the October 7, 2018 stockholders meeting. ARTICLE II Item 3

From: Notice of meetings, written or printed, for every regular or special meeting shall be prepared and mailed to the last known post office address of each stockholder not less than ten day before any such meeting, and if for a special meeting such notice state the object or objects of the meeting.

To: Notice of meetings, for every regular or special meeting shall be prepared and delivered electronically to the email address on file for every stockholder. If there is no email address on file, then a printed notice will be prepared and mailed to the last known post office address of the stockholder

(R) As changed by the October 7, 2018 stockholders meeting. ARTICLE II Item 5

From: 5) Election of Directors

To: Election or appointment of Directors.

(S) As changed by the October 7, 2018 stockholders meeting. ARTICLE III Item 5

From: The annual organization meeting of the Board of Directors shall be held as soon as possible after the annual stockholders meeting; in any event not less than ten (10) days after the Annual Meeting of the stockholders.

To: eliminate "in any event not less than ten (10) days after the Annual Meeting of the stockholders."

(T) As changed by the October 7, 2018 stockholders meeting. ARTICLE III Item 8

From: Notice of regular meetings shall be mailed by the Secretary not less than five (5) days before such a meeting.

To: Notice of regular meeting shall be electronically mailed by the Secretary or President not less than five (5) days before such a meeting.

(U) As changed by the October 7, 2018 stockholders meeting. ARTICLE IV Item 4

From: The Treasurer or the President shall sign all checks, drafts, and other orders for the payment of money.

To: The Treasurer and another Board Member shall sign all checks, drafts, and other orders for the payment of money.

(V) As changed by the October 7, 2018 stockholders meeting. ARTICLE IV Item 5

From: none

To: Board Members receive free guests for serving on the board. Membership discounts to Board Members may be allotted, at the discretion of the Board of Directors, for serving on the board after at least one year of service.

(W) As changed by the October 7, 2018 stockholders meeting. ARTICLE V Item 4

From: Members shall pay dues yearly to the Association by May 15 of each year in order to enjoy the privileges of the Association, except as provided in article VI, Section 5.

To: Members shall pay dues yearly to VACO Recreation Association, Inc. before admittance to the pool in order to enjoy the privileges of VACO Recreation Association, Inc., except as provided in Article VI, Section 5.

(X) As changed by the October 7, 2018 stockholders meeting. ARTICLE V Item 8

From: The last payment date, which will be honored, is the stockholders meeting in September. Implementation of this by-law change will be effective for the 2004 season.

To: The last payment date, which will be honored, is Labor Day. Implementation of this bylaw change will be effective for the 2019 season.

(Y) As changed by the October 7, 2018 stockholders meeting. ARTICLE V Item 9

From: none

To: The Board of Directors shall have final authority in matters pertaining to guest policies.

(Z) As changed by the October 7, 2018 stockholders meeting. ARTICLE VI Item 2

From: provided the assessments per member do not exceed \$25.00 per share in any one year. Assessments in excess of \$25.00 per share must be approved by the stockholders in a regular or special meeting of the stockholders.

To: provided the assessments per member do not exceed \$50.00 per share in any one year. Assessments in excess of \$50.00 per share must be approved by the stockholders in a regular or special meeting of the stockholders.

(AA) As changed by the October 7, 2018 stockholders meeting. ARTICLE VI Item 4

From: Every member joining the Association after July 15, 1963 shall pay an initiation fee as approved by the Board of Directors to be applied to capital improvement. This fee is not refundable.

To: The Board of Directors reserves the right to levy initiation fees on new members joining VACO Recreation Association, Inc. Initiation fees will be applied to capital improvement. This fee is not refundable.

(AB) As changed by the October 7, 2018 stockholders meeting. ARTICLE VI Item 5

From: Membership and the privileges of the Association facilities will be automatically suspended for non-payment of Association dues or assessments if no payment is made within ten (10) days of the date MAY 15, on which these charges are due, except upon payment of a penalty as provided by the Board of Directors.

To: Membership and the privileges of VACO Recreation Association Inc.'s facilities will be automatically suspended for non-payment of dues or assessments if no payment is made for the current year in which these charges are due.

(AC) As changed by the October 7, 2018 stockholders meeting. ARTICLE VII Item 1.c.

From: The Committee will arrange for an annual audit of the books.

To: The Committee will arrange for an audit of the books at the discretion of the Board of Directors.

(AD) As changed by the October 7, 2018 stockholders meeting.

Update all instances of "the Club" and "the Association" to "VACO Recreation Association, Inc."

Update all instances of By-Laws to Bylaws.