

**SECOND AMENDMENT TO BYLAWS OF
QUARRY WOODS HOME OWNERS' ASSOCIATION, INC.**

This Second Amendment to the Bylaws of Quarry Woods Home Owners' Association, Inc. ("Amendment") is made effective as of _____, 2025 ("Effective Date")

- A. Bylaws of Quarry Woods Home Owners' Association, Inc. were entered into in April of 2005 in connection with the Quarry Woods Home Owners' Association, Inc., a home owners' association for Quarry Woods, a residential community in St. Cloud, Minnesota, which Declaration of Covenants, Conditions, Easements and Restrictions for Quarry Woods, a Residential Community, St. Cloud, Minnesota, was dated August 2, 2005, and recorded on January 9, 2006, as Document Number 1181882, in the office of the County Recorder, in and for Stearns County, Minnesota.
- B. The First Amendment to Bylaws of Quarry Woods Home Owners' Association, Inc. were entered into on May 17, 2019 and recorded on May 20, 2019, as Document Number A1543830, in the office of the County Recorder, in and for Stearns County, Minnesota.
- C. The members of the Association held an electronic vote on _____, 2025, pursuant to the Bylaws of the Association and have voted to amend the Bylaws as set forth as follows:
 - 1. Amend Section 4.6 to read as follows:

"The presence of Owners in person or by proxy, who have the authority to cast in excess of twenty-five percent (25%) of all the votes in the Association shall be necessary to constitute a quorum at all meetings of the Owners for the transaction of any business, except that of adjourning the meeting to reconvene at a subsequent time. Any meeting may be adjourned from time to time, but until no longer than fifteen (15) days later, without notice other than announcement at the meeting

initially called. If a quorum is present at the reconvened meeting, any business may be transacted which might have been transacted at the meeting initially called had a quorum been present. The quorum, having once been established at a meeting or reconvened meeting, shall continue to exist for that meeting notwithstanding the departure of any Owner previously in attendance in person or by proxy. The Association may not be counted in determining a quorum as to any lot owned by the Association.”

2. Amend Section 6.1 to read as follows:

“ The affairs of the Association shall be governed by a Board of Directors which may contain the following positions Board President, Vice-President, Board Treasurer, and Secretary. The first Board of Directors after the adoption of the Bylaws shall consist of David L. Sebold, subject to the rights of Owners to elect directors as set forth in Section 6.2. Upon the expiration of the terms of the members of the first Board of Directors, the Board of Directors shall be composed of a minimum of three (3) and a Maximum of Five (5) directors, a majority of whom shall be Owners, or a duly authorized representative of the Owner if the Owner is a corporation, partnership, limited liability company, trust or other entity which has the capacity to hold title to real estate.”

3. Amend Section 6.4 to include the following:

“(n) Ad Hoc Committees

6.4.1 Authority to Establish Committees. The Board of Directors (hereinafter "the Board") shall have the power and authority to establish ad hoc committees as it deems necessary or advisable to assist in the management and operation of the Association.

6.4.2 Appointment of Committee Members. The Board shall have the sole discretion to appoint members to serve on any ad hoc committee. Such appointments shall be made by majority vote of the Board at a duly convened meeting where a quorum is present and shall not exceed more than 2 years.

6.4.3 Committee Purpose and Scope. For each ad hoc committee established, the Board shall:

- (a) Define the specific purpose and objectives of the committee;
- (b) Establish the scope of the committee's authority and responsibilities;
- (c) Set forth any limitations on the committee's powers; and
- (d) Determine the duration of the committee's existence, which may be for a fixed term or indefinite period as the Board deems appropriate.

6.4.4 Committee Governance. All ad hoc committees shall:

- (a) Act in an advisory capacity to the Board;
- (b) Be subject to the control and direction of the Board;
- (c) Conduct meetings in accordance with the Association's bylaws and applicable Minnesota law;
- (d) Keep minutes of their proceedings and regularly report to the Board; and
- (e) Not have the authority to take any action that would bind the Association, unless specifically authorized by the Board.

6.4.5 Dissolution of Committees. The Board may, at its discretion, dissolve any ad hoc committee at any time by majority vote.

6.4.6 Compliance with Governing Documents. All ad hoc committees shall operate in compliance with the Association's Declaration, Bylaws, Rules and Regulations, and applicable Minnesota law.

[Signature Pages to Follow]

QUARRY WOODS HOME OWNERS'
ASSOCIATION, INC.,
a Minnesota Non-Profit Corporation

By _____

Its President

STATE OF MINNESOTA)
) ss.
COUNTY OF STEARNS)

On this ____ day of _____, 2025, before me a Notary Public within and for said County, personally appeared _____ to me known, who being by me and duly sworn, did say that he/she is the President of Quarry Woods Home Owners' Association, Inc., the non-profit corporation named in the foregoing instrument, and that said instrument was signed on behalf of corporation by authority of its Board of Directors and said President acknowledged said instrument to be the free act and deed of said corporation.

Notary Public

I, _____, being Secretary/Treasurer of Quarry Woods Home Owners' Association, Inc., hereby attest that a meeting was held by the Quarry Woods Home Owners' Association, Inc. on the ____ day of _____, 2025. ____ votes out of a possible _____ votes were present. The above-recited Resolutions were unanimously approved pursuant to the requirements for amendment set forth in Declaration Section 9.

By _____

Its Secretary

On this _____ day of _____, 2025, before me a Notary Public within and for said County, personally appeared _____, to me known, who being by me duly sworn, did say that he/she is the Secretary of Quarry Woods Home Owners' Association, Inc., the non-profit corporation named in the foregoing instrument, and that said instrument was signed on behalf of said corporation named in the foregoing instrument, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and said Secretary acknowledged said instrument to be the free act and deed of said corporation.

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