

## Proposed Third Amended and Restated Bylaws

Dear Club Cascadas Members,

At this year's Annual Meeting of Members, you are being asked to approve a revision to the current bylaws.

Included with this letter is an explanation of the significant changes made to the current (2007) bylaws. You can view the full proposed revision of the bylaws online – including a marked-up version showing every change – at [www.ClubCascadas.com](http://www.ClubCascadas.com), in the Members Corner.

The main reason for revising the bylaws now is because the Giddings Family relinquished their role as Developer and resigned from the Board as of December 31, 2017, all in accordance with the 2007 bylaws. Subsequently, in June 2018, a new Board of five members was elected by Members that has the authority and responsibility to manage the Club in place of the Developer. The absence of a Developer makes it necessary to restate the bylaws now to ensure clarity of the role of the Board and to restate (but not change) the rights and responsibilities of Members.

Your Board of Directors urges every Member to return the enclosed proxy. A majority affirmative vote of Members is required to adopt the revised bylaws.

Please mail, scan, or fax the proxy in accordance with the instructions at the bottom of the form. If you plan to attend the Annual Meeting of Members, you may submit the proxy form in person at that time.

If you have any questions that are not answered by the “Significant Changes” document enclosed here and posted on the website, and by the “final” and marked-up versions of the revised bylaws, please send your question(s) to [info@ClubCascadas.com](mailto:info@ClubCascadas.com).

We have made a sincere effort to be transparent with the changes, and to preserve all Members' rights, duties, and responsibilities, and we urge you to vote to approve these revised bylaws.

Sincerely,

Board of Directors  
Cascadas de Baja Association