

INITIAL BYLAWS
OF THE
ESTANCIA HOME OWNERS ASSOCIATION, INC.

SECTION I
NAME AND LOCATION

Section 1.1 Name

The name of the corporation is ESTANCIA HOME OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

Section 1.2 Location

The principal office of the corporation shall be located at the following address:

ESTANCIA HOME OWNERS ASSOCIATION, INC.
c/o Christopher J. Weber, LLC
Cemetery Hill
9150 Dietz-Elkhorn Road
Fair Oaks Ranch, TX 78015

or such other location within Bexar County, Texas, as the Board may from time to time designate.

SECTION II
DEFINITIONS

Section 2.1 Articles

"Articles" shall mean and refer to the Articles of Incorporation of the Association.

Section 2.2 Association

"Association" shall mean and refer to ESTANCIA HOME OWNERS ASSOCIATION, INC., a Texas non-profit corporation, its successors and assigns.

Section 2.3 Board

"Board" shall mean and refer to the Board of Directors of the Association.

Section 2.4 Common Area

"Common Area" shall mean and refer to all real property and improvements thereon directly owned by the Association, but which are or may be used for the common use and enjoyment of the members. Specifically, but without limitation, such common areas shall include the entrance, entrance gate and fencing, private street (Lot 17 - Fortaleza Drive), the three medians within, and the easements running along Fortaleza Drive, and may include other property or properties acquired by the Association in the future.

EXHIBIT "B"

Section 2.5 Declaration

"Declaration" or "Declarations" shall mean and refer to the various Declaration of Covenants, Conditions and Restrictions applicable to the various Lots within the Subdivision, as recorded at the following Book and Page numbers of the Real Property Records of Bexar County, Texas:

Book 10695, Pages 185 - 224 inclusive (the "Original Declaration"); and
Book 12409, Pages 1203 - 1208 inclusive (the "First Amended Declaration"); and
Book 15787, Pages 1776 - 1817 inclusive (the "Second Amended Declaration")

and as same are amended or extended from time to time.

Section 2.6 Estancia Subdivision

"Estancia Subdivision" shall refer to that area which in the aggregate comprises the Properties as defined herein.

Section 2.7 Lot

"Lot" shall mean and refer to any individual parcel of real estate shown upon the recorded maps or plats of the properties, with the exception of the common area or areas.

Section 2.8 Member

"Member" shall mean and refer to every record owner, whether one or more persons or entities, of fee simple title in any Lot which is subject, by covenants of record, to assessment by the Association. The term "Member" shall include contract sellers, but shall not include persons or entities holding an interest merely as security for the performance of an obligation.

Section 2.9 Properties

"Properties" shall mean and refer to that certain real property described in the Declaration, together with any amendment or extension thereof.

SECTION III
MEETINGS OF MEMBERS

Section 3.1 Place of Meeting

Meetings of the members shall be held at 21218 Fortaleza Drive, San Antonio, Texas 78255, or such other place within Bexar County, Texas, as may be designated by the Board in the notice of the meeting.

Section 3.2 Annual Meeting

The first annual meeting of Members for the transaction of such business as may properly come before the meeting shall be held on or before April 1, 2013. In each year after 2013, annual

meetings shall be for the purpose of election of Directors and for the transaction of such business as may properly come before such meeting, and shall be held on the date specified by the Board of Directors in the notice of such meeting.

Section 3.3 Special Meetings

Special meetings of the members may be called at any time by the Chairman of the Board, or upon a petition signed by fifty-one percent (51%) of the members who would be entitled to cast a vote or votes at such meeting.

Section 3.4 Notice of Meetings

Unless effected as otherwise provided herein or in the Declaration, written or printed notice of each meeting of the members shall be given by or at the direction of the Secretary/Treasurer or other person authorized to call such meeting by mailing postage prepaid to each member entitled to vote thereat, a copy of such notice not less than ten (10) nor more than fifty (50) days before the date of such meeting. Such notice shall be addressed to the member at his or her address as it appears on the records of the Association as at the time of mailing and shall specify the place, date, and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 3.5 Quorum

3.5(1) Members holding one-third (1/3) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum except as otherwise provided herein, in the Articles, or in the Declaration.

3.5(2) In the event such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum as aforesaid shall be present or represented.

Section 3.6 Proxies

A member may vote in person or by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. The Board shall be authorized to designate the form of proxy to be used. No proxy shall be valid for more than thirty (30) days from the date of its execution, unless otherwise provided in the proxy. A proxy shall be revocable at any time by its maker.

Section 3.7 Rules of Procedure

Meetings of the members shall be conducted in accordance with the rules and procedures outlined in The ABC's of Parliamentary Procedure, published by the Community Association Institute. Procedural issues not addressed in such publication shall be resolved by consulting the most recent edition of Robert's Rules of Order.

SECTION IV VOTING

Section 4.1 Voting

Each member shall cast their votes as provided for in these bylaws. When any matter for consideration requires the vote of the membership, voting from each Lot shall be as provided for in the Second Amended Declaration of Covenants, Conditions and Restrictions for the Estancia Subdivision and no more than one vote per Lot shall be permitted. The Association shall presume that the other owners of a Lot, if any, are in agreement with the member casting the vote.

In the discretion of the Board of Directors, various elections may be taken by absentee ballot, in addition to, or in lieu of voting at a meeting. In the event the Board chooses to call an election by this method, the Board of Directors may, also in its sole discretion, utilize "positive voting". "Positive voting" shall mean that in the event an owner does not cast a vote or return his or her ballot, the vote cast shall be deemed to be in the affirmative, and in support of the proposition being put forward. "Positive voting" can only be used in those situations where a notice that this method of voting is to be used is placed conspicuously, and in at least 12-point bold type, on the official ballot, and further provided that at least a two week period (after such ballots have been delivered to the members) is left open for ballots to be returned to the Elections Officer (who is described in Section 5.5 below).

Section 4.2 Cumulative Voting

Cumulative voting shall not be permitted.

Section 4.3 Majority Vote

The vote of a majority of the votes entitled to be cast by the members present in person or by proxy, at a meeting for which a quorum has been obtained, or by absentee ballot as described in Section 4.1 above, shall be necessary for the adoption of any matter by the members, unless a greater proportion is otherwise required by the Articles or the Declaration.

SECTION V DIRECTORS

Section 5.1 Number of Directors

The affairs of the Association shall be governed by a Board of Directors which shall consist of no less than three (3) but not more than five (5) persons. In the event the number of Directors is changed by amendment to these Bylaws, no such change shall have the effect of removing any Director prior to the expiration of his or her term of office. The initial Board of Directors shall consist of three (3) persons. In order to create staggered terms, the initial term of one (1) of such appointees shall be for one (1) year, the initial term of one (1) of such appointees shall be for two (2) years, and the initial term of one (1) of such appointees shall be for three (3) years.

Section 5.2 Election

Members of the Board of Directors shall be elected at large by the members of the Association who are in good standing at the time of the election.

Section 5.3 Qualifications of Directors

A Director shall be a member of the Association in good standing at the time of nomination.

Section 5.4 Nomination

5.4(1) Nomination for election to the Board shall be made in writing on the form approved and provided by the Board for nominations. Nominations shall include the written undertaking of the nominee to serve if elected. Written nominations shall be accepted by the Election Officer designated by the Board until 12 noon on the last Thursday of February of each year. Nominations from the floor will be accepted at the time of the meeting, but are discouraged.

5.4(2) The Election Officer shall check all nominations and shall disqualify from election any nominee not qualified for election or improperly nominated. In the event a nominee is disqualified by the election officer, he or she shall be immediately notified in person, by telephone or in writing of such disqualification and shall be entitled to remedy such disqualification within twenty-four (24) hours of such notification, in which case his or her nomination shall be accepted notwithstanding the initial disqualification. The decision of the Election Officer regarding disqualification shall be final.

5.4(3) Notice of election shall be included with the notice of annual meeting and nominees shall be invited to provide by a specific deadline brief biographical information not exceeding 250 words in length to be distributed with such notice. Biographical information not submitted by the deadline established shall not be so distributed.

Section 5.5 Direction of Election

The Board shall, by resolution, designate one of its members not standing for re-election to the Board to serve as Election Officer for the annual election. The Election Officer shall receive written nominations as provided herein and shall administer the annual election. The Election Officer may appoint in writing such assistants as are in his / her judgment required to conduct the election.

Section 5.6 Voting

5.6(1) Unless another form of voting is adopted at the annual meeting, election to the Board shall be by secret written ballot. The Election Officer shall prepare or cause to be prepared a written ballot listing in random order the names of nominees for election, which ballot shall also provide write-in space for the names of candidates nominated from the floor at the annual meeting.

5.6(2) The election of new members to the Board shall be the first order of business following the adoption of the agenda at the annual meeting. Voting shall remain open for thirty (30)

minutes provided, however, that members present and waiting to vote at the end of the voting period aforesaid shall be afforded the opportunity to do so notwithstanding the aforesaid.

5.6(3) Voting and the counting of ballots cast shall be conducted by the Election Officer and his or her assistants. The results of balloting shall be announced by the Election Officer before the close of the annual meeting and the nominee(s) receiving the highest number of votes shall be declared by the Chairman of the Board to have been elected. The Chairman of the Board shall announce only the name(s) of the successful candidate(s) and shall not announce or post the vote totals of the respective candidates. The Election Officer shall thereafter certify in writing the results of the balloting, which results shall be countersigned by his or her assistants.

Section 5.7 Staggered Terms

After the initial Board of Directors has been established, no more than one (1) Director shall be elected to the Board during any one year, unless it becomes necessary to elect additional persons to the Board in order to maintain its composition.

Section 5.8 Term of Office

Unless otherwise provided herein, each Director shall be elected for a term of three (3) years.

Section 5.9 Removal of Board Members

5.9(1) By Members: A Director may be removed from the Board by the vote of a majority of a quorum of members entitled to vote at a meeting of the members.

5.9(2) By Impeachment: A Director may be removed from the Board by impeachment by the Board for conduct unbecoming a member of the Board or other good cause.

(a) Impeachment of a Director shall be commenced by resolution of the Board adopted at any meeting of the Board. Upon adoption of a resolution to consider impeachment, the Board shall at its next regular meeting consider the matter. The Chairman shall appoint one member of the Board to present the case for impeachment and afford the Director whom it is proposed be impeached the opportunity to speak in response at such meeting. Following presentation of the case for impeachment and response thereto, the Board may by resolution adopted by a majority in favor impeach such Director. In the event such resolution is so adopted, impeachment shall be reconsidered by the Board at its next regular meeting and may by resolution be ratified by a majority in favor of ratification of impeachment. In the event of such ratification, impeachment shall be confirmed by the Board at its next regular meeting and may by resolution be confirmed by a majority in favor of confirmation of impeachment, which confirmation shall operate to forthwith remove such Director from and vacate his or her office.

5.9(3) By Declaration of Vacancy: In the event a Director shall be absent from three consecutive meetings of the Board, the Board may by resolution declare his or her office to be vacant, and in such case such Director shall be deemed to have resigned from the Board as of the adoption of such resolution. A meeting which has been rescheduled shall not be considered to be a meeting of the Board for the purposes of this section only. The Board of Directors may not

purposefully schedule otherwise unscheduled meetings in order to artificially cause absences for the purpose of declaring a vacancy.

Section 5.10 Deemed Resignation

A Director shall be deemed to have resigned when he or she ceases to be a member in good standing.

Section 5.11 Vacancies

A vacancy on the Board shall exist on the death, resignation, or removal of any Director, in the event of a declaration of vacancy by the Board, or if the members fail (at any annual or special meeting of members at which any Director or Directors are to be elected) to elect the number of Directors authorized to be voted for at that meeting.

Section 5.12 Appointment to Fill Vacancies

In the event of a vacancy on the Board, the remaining members of the Board shall place this issue on the agenda for the next meeting of the Board of Directors, and at such meeting shall select and appoint to the Board a successor who shall serve the unexpired term of his or her predecessor.

SECTION VI
MEETINGS OF DIRECTORS

Section 6.1 Meetings

Meetings of the Board shall be held at such place and hour as may be fixed from time to time by the Board. Notice of such meetings shall be given to each Director at least seven days prior to each such meeting, and shall specify the place and time of such meeting. Meetings shall be held at least once per year.

Section 6.2 Special Meetings

6.2(1) Special meetings of the Board shall be held when called by the President of the Corporation or by any two (2) Directors. Notice of special meetings of the Board shall be given orally or in writing to each Director at least twenty-four (24) hours before any such meeting. Notice shall be deemed to have been given in writing when delivered to the present home address of a Director as shown on the records of the Association.

6.2(2) Attendance at a special meeting by a Director shall constitute a waiver of notice of such meeting except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.3 Open Meetings

Regular meetings of the Board shall be open to all members, provided, however, that members who are not members of the Board may not participate in any deliberation or discussion

unless recognized by the Chair to so participate. Such recognition may be overruled by a vote of a majority of a quorum of the Board. The Board may, with the approval of a majority of a quorum of its members, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, property matters, litigation in which the Association is or may become involved, and orders of business relating to matters which are or may be the subject of a claim or privilege or for any purpose deemed appropriate in the discretion of the Board.

Section 6.4 Quorum

A majority of the Board shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board unless a greater number is required by law.

Section 6.5 Action Taken Without a Meeting

6.5(1) Emergency: Directors shall have the right to take emergency action which they could take at a duly constituted meeting without a meeting by obtaining approval of a majority of Board members. Any action so approved shall have the same effect as if taken at a meeting of the Board, shall be evidenced by sworn affidavit and shall be documented in the minutes of the next regular Board meeting.

6.5(2) By Consent: Any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all Directors. Any action so approved shall have the same effect as if taken at a meeting of the Board and shall be documented in the minutes of the next regular Board meeting.

6.5(3) By Conference, Telephone, or Similar Equipment: Any regular or special meeting of the Board may be held by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and be heard by each other. Participation in such a meeting shall be deemed to be presence in person at the meeting.

Section 6.6 Rules of Order

Regular meetings of the Board shall be conducted in accordance with the procedures outlined in The ABC's of Parliamentary Procedure, published by the Community Associations Institute. Procedural issues not addressed in such publication shall be resolved by consulting the most recent edition of Robert's Rules of Order.

SECTION VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 7.1 Powers of the Board

The Board of Directors shall have the power to:

- (a) adopt and publish rules and regulations governing the use of the common area and facilities and the personal conduct of the members and their guests thereon, and to establish penalties

for the infraction thereof, which penalties may include fines, or the suspension of the right of a member to use the common area and facilities;

(b) suspend the voting rights of any member and/or the right of any member to use of the common area and facilities during any period in which such member shall be in default in the payment of any assessment levied by or for the benefit of the Association;

(c) hire such personnel as are in the opinion of the Board necessary for the efficient and effective operation of the Association and delegate to such personnel those rights, powers, and privileges of the Board as to the Board may deem necessary and advisable;

(d) exercise the rights, powers, and privileges delegated to the Board herein;

(e) exercise for the Association all powers, duties, and authorities vested in or delegated to the Association and not otherwise herein reserved to the members of the Association in the Articles or Declaration.

The Board shall not have the power to delegate any of its responsibilities to another person or entity.

Section 7.2 Method of Exercise of Powers

The Board shall exercise its rights, powers, and privileges by resolution.

Section 7.3 Organization of the Board

The Board shall organize itself to exercise its rights, powers, and privileges and carry out its duties and responsibilities in such a manner as it shall, from time to time, determine and shall be authorized to organize, appoint, and regulate standing and select committees to advise the Board from time to time as seems prudent.

Section 7.4 Corporate Officers

7.4(1) Election: The Board shall meet each year on the Thursday next following the annual meeting to elect corporate officers, which shall consist of a President and Vice President, a Secretary, and a Treasurer. One Director may serve in more than one capacity, except that the President and the Vice President shall be different individuals. Every Officer shall at all times be a member of the Board, and shall serve in such capacity for one (1) year unless they or either of them shall sooner resign, be removed or otherwise become disqualified to serve.

7.4(2) Removal: Any Officer may be removed from office at any time by the vote of a majority of the Board. Officers may resign at any time by giving written notice to the Board and such resignation shall be effective on the date of receipt of such notice or such later time specified therein and the acceptance of such resignation shall not be necessary to make it effective.

7.4(3) Vacancies

A vacancy in any office may be filled by appointment by the Board. The Officer appointed to fill such vacancy shall serve for the remainder of the term of the Officer he or she replaces.

Section 7.5 Duties of Officers

7.5(1) President: The President shall preside at all meetings of the Board and of the members; shall in consultation with the Secretary/Treasurer set the agenda for all meetings of the Board and of the members; and with the approval of the Board shall appoint committee chairpersons. The President shall be at liberty to participate in all the discussions of the Board and vote on any motion thereof.

7.5(2) Vice President: The Vice President shall act in the place and stead of the President in his or her absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him or her by the Board.

7.5(3) Secretary: The Secretary shall record or cause to be recorded the proceedings of all meetings of the Board and of the members; keep and affix or cause to be affixed the corporate seal of the Association as required; to prepare minutes of meetings of the Membership and of the Board; to prepare Resolutions of the Board, and to publish notices of meetings and other information, as may from time to time be directed by the Board.

7.5(4) Treasurer: The Treasurer shall receive and deposit Association funds in banking accounts approved by the Board, account for and disburse or cause to be received, deposited, accounted for and disbursed the monies of the Association; keep or cause to be kept proper books of account; prepare a proposed annual budget; prepare for the annual meeting of the members a report of the financial activity of the Association for the preceding year; serve or cause to be served notice of meetings of the Board and of the members; keep or cause to be kept appropriate records showing the members of the Association; and, if authorized by the Board to do so, to hire agents, attorneys, contractors, etc., to assist him or her in carrying out the duties of this office.

Section 7.6 Compensation of Directors

No Director shall receive compensation for any service he or she shall render to the Association. Any Director may be reimbursed for his or her actual expenses incurred in the performance of designated duties.

Section 7.7 Duties of the Board

It shall be the duty of the Board to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present an annual report thereof to the members at the annual meeting of the members;

(b) supervise all Association Officers and agents and to see that their duties are properly performed;

- (c) as more fully provided in the various individual unit Declarations, to fix the amount of the annual assessment and monthly security assessment applicable to each Lot;
- (d) determine how notice of assessments are to be given to each owner;
- (e) cause collection action to be taken to secure and collect delinquent assessments as more particularly set out in the various Declarations applicable to the Lots within the Subdivision;
- (f) procure and maintain adequate liability, property, and casualty insurance on employees, common area and facilities, and cause all Officers or employees to be bonded, as it may deem appropriate;
- (g) cause the common area and facilities to be maintained;
- (h) carry out short term and long range planning and policy development for the Association;
- (i) supervise and direct the financial management and development of the Association;
- (j) direct the provision of services to members;
- (k) undertake to provide means of communications with Association members.
- (l) establish rules and regulations for the operation of the Subdivision.

SECTION VIII
COMMUNITY MANAGER

Section 8.1 Appointment

The Board may employ or contract with a Community Manager to whom the Board may delegate such duties and responsibilities as are appropriate on such terms and conditions and with such compensation as the Board may determine. A corporation or partnership may be appointed as Community Manager.

SECTION IX
INDEMNIFICATION

Section 9.1 Liability and Indemnification

No member of the Board or any other Officer or employee of the Association or member of any committee of the Association appointed by the Board shall be personally liable to any member, or to any other party, including the Association, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error or negligence of the Association, the Board, or any representative or employee of the Association, provided that such person has, upon the basis of such information as may be possessed by him or her, acted in good faith. In the event any action is brought against any such person or entity, the Association shall indemnify such person or entity for

all reasonable costs, including attorney's fees, incurred in the defense of such action, including any settlement thereof. The Board shall be responsible to obtain insurance, to the extent possible, to provide the indemnification described in this section.

SECTION X BOOKS AND RECORDS

Section 10.1 Inspection

The books, records, and papers of the Association shall at all times during reasonable business hours be available for inspection by any member for any proper purpose.

Section 10.2 Copies of Declaration, Articles, and Bylaws

Copies of the Declaration, Articles, and Bylaws of the Association shall be made available to any member at the principal office of the Association at a reasonable cost to be fixed from time to time by resolution of the Board.

Section 10.3 Minutes Generally

Minutes shall be kept of all meetings of the members, the Board and committees of the Board.

Section 10.4 Content of Minutes

Minutes shall record motions made, resolutions adopted, decisions made, and actions taken and shall briefly summarize the discussions and deliberations of the meeting so as to provide appropriate background information.

Minutes shall state whether or not a motion was carried unanimously, carried or defeated and shall record the names of those voting against a motion or abstaining from a vote.

Section 10.5 Adoption and Signature of Minutes

Minutes of a meeting of the members shall be presented to the members for adoption at the next meeting of the members. Upon adoption, the minutes shall be certified as correct by the then Chairman and Community Manager.

Minutes of a meeting of the Board shall be presented to the Board for adoption at the next regular meeting of the Board. Upon adoption, the minutes shall be certified as correct by the then Chairman and Community Manager.

Minutes of a meeting of a committee of the Board shall not require adoption nor certification.

SECTION XI
CHECKS

Section 11.1 Signature of Checks

Checks and/or other withdrawals from operating accounts for amounts of Two Thousand Five Hundred Dollars (\$2,500.00) or less, shall require one (1) authorized signatory. Checks and/or other withdrawals from operating accounts for amounts in excess of Two Thousand Five Hundred Dollars (\$2,500.00) shall require the signatures of two (2) authorized signatories. Checks and/or withdrawals from all reserve accounts shall be countersigned by two (2) signatories. Only members of the Board and the Community Manager may be designated as authorized signatories.

SECTION XII
NON-PROFIT PURPOSE

Section 12.1 Non-Profit Purpose

In order to preserve the non-profit status of the Association, neither the Board nor any member thereof shall do any act, authorize or suffer the doing or any act by an Officer or employee of the Association on behalf of the Association which is inconsistent with the Declaration, Articles or these Bylaws or Section 528 of the Internal Revenue Code and any such act shall be ultra vires and void.

SECTION XIII
GENERAL PROVISIONS

Section 13.1 Corporate Seal

The Board of Directors may, by resolution, adopt a corporate seal.

Section 13.2 Registered Agent

Christopher J. Weber shall be the registered agent of the Association for the service of process, notice or demand upon the Association. The address of said registered agent is 9150 Dietz-Elkhorn Road, Fair Oaks Ranch, Texas 78015.

Section 13.3 Execution of Documents

The Board may, except as otherwise provided in the Declaration, Articles or these Bylaws, authorize any Director, Officer or agent to execute any instrument or document in the name of and on behalf of the Association and affix the corporate seal thereto. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no Director, Officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

Section 13.4 Fiscal Year

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December in each year.

Section 13.4 Conflicts

These Bylaws are intended to comply with the sections of the Texas Business Organizations Code which are intended to apply to Nonprofit Corporations, the Texas Property Code, the Declaration, and Articles of Incorporation. In case of an irreconcilable conflict, the laws of the State of Texas, the Declaration (as same may be amended from time-to-time), and the Articles of Incorporation shall control over these Bylaws.

SECTION XIV
AMENDMENTS

Section 14.1 Amendments

These Bylaws may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Dated and Adopted to be effective as of January 1, 2013 by the initial Board of Directors.

ATTEST:

KRISTINE KLEHA, Secretary