

BYLAWS OF

BRYKER WOODS NEIGHBORHOOD ASSOCIATION

ARTICLE I: NAME AND OFFICE

The name of the Association is The Bryker Woods Neighborhood Association (hereinafter referred to as the "Association" and abbreviated as "BWNA".)

1.01: The Association is to have perpetual existence.

1.02: The principle office of the Association shall be located within the boundaries of the Association, in the City of Austin, Texas.

ARTICLE II: MISSION STATEMENT

The Association works in active partnership with the entire neighborhood to build a sense of community among its diverse members and to implement goals designed to promote mutual interests within the neighborhood.

ARTICLE III: BOUNDARIES, MEMBERSHIP AND DUES

3.01: Boundaries. The boundaries of the Association for residence and membership purposes shall be as reflected in "Exhibit 1;" attached, in which the heavy line designates the geographical boundaries and area within which an eligible residential household must be located. Without limiting or enlarging the boundaries as set forth in Exhibit 1, the boundaries of the Association are as follows: northern boundary: 35th Street, (2) western boundary: Loop 1 (MoPac) ; (3) southern boundary: Westover Road, and (4) eastern boundary: Harris Boulevard - Oakhurst Street - Shoal Creek.

3.02: Member Qualifications. Any person over the age of eighteen residing within the defined boundaries, and who considers such residence as his or her homestead for voting purposes in any federal, state or local governmental election registration, shall be considered a member of the Association.

3.03: Dues. The annual dues, per household, required for active membership in the Association, shall be determined by the Association Board of Directors. Annual dues are payable in advance at the Annual Meeting.

3.04: Voting Rights. All adult members of each household are eligible to attend meetings of the Association and to vote on matters before the Association. No proxy votes are acceptable.

ARTICLE IV: MEETINGS OF THE ASSOCIATION

4.01: Annual Meeting. An annual meeting of the membership shall be held at such date and time as shall be designated by the Board of Directors and stated in the notice of the meeting, for the purpose of electing Directors, electing the President, setting the amount of annual dues, receiving reports and for the transaction

of other business as may properly come before the meeting.

4.02: Special Meeting. Special meetings of the membership may be called by the President or the Board of Directors, and must be called by the President or the Board of Directors on receipt by the Board of Directors of a petition requesting and stating the reason for such meeting and bearing the signatures of no fewer than twenty percent (20%) of the active members of the Association. Only business specified in the call may be transacted. The meeting must be called within thirty (30) days, unless a previously scheduled meeting shall intervene, in which case the business of the special meeting shall be considered at the previously scheduled meeting.

4.03: Place of Meeting. The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. When possible, meetings shall be held within the boundaries of the Association.

4.04: Notice of Meetings. Except as otherwise expressly provided by these Bylaw-s; -written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by electronic mail, or by mail to each member entitled to vote at such meeting, not less than then (10) nor more than fifty (60) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association, with postage thereon prepaid.

4.05: Informal Action by Members. Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

4.06: Quorum. The members present shall constitute a quorum at such meeting.

4.07: Absentee Voting. On all matters put to a vote of the membership, only ballots cast by members present in person plus absentee ballots if expressly permitted by the Board of Directors as stated in the notice for the meeting, shall be counted. Absentee ballots, if permitted, must be in writing, signed by the voting member and delivered to the person designated in the notice of the meeting prior to the meeting

4.08: Voting by Mail. When Directors or officers are to be elected by members, such election may be conducted by mail or electronic mail in such manner as the Board of Directors shall determine.

5.01: Nomination. Prior to the Annual Meeting, the Board of Directors shall appoint a Nomination committee to select nominees for the Board of Directors to be elected at the next annual meeting, one of whom shall be additionally nominated for election to the office of President. Current directors are eligible for nomination. Other nominations may be made in writing by any member and delivered to the Secretary at least two weeks before the annual meeting, and these nominations shall be presented to the membership at the annual meeting. No nominations from the floor will be accepted.

5.02: Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw; immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place for holding of additional regular meetings of the Board without other notice than such resolution.

5.03: Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place within the boundaries of the Association as the place for holding any special meetings of the Board called by them.

5.04: Notice. Two days notice of any special meeting of the Board of Directors shall be given by mail, electronic mail, delivery or telephone to each director. Any director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

5.05: Quorum. Those Board of Directors members present shall constitute a quorum for the transaction of business at any meeting of the Board.

5.06: Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

5.07: Resignation and Removal.

(a) Any Director may resign from the Board of Directors for any reason, effective upon delivery of notice of resignation to the President or Secretary;

(b) Any Director absent from three consecutive meetings of the Board of Directors without an explanation satisfactory to a majority of the remaining Directors shall be deemed to have resigned as a Director, and may be reinstated only upon a majority vote of the Board of Directors, provided such vacancy has not been filled as provided in these bylaws;

(c) Any Director or the entire Board of Directors may be removed,

with or without cause, by a majority vote of members at a special meeting of members called expressly for that purpose.

5.08: Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

5.09: No Compensation. Directors as such shall not receive any compensation for their services to the Association other than reimbursement for reasonable and necessary expenses incurred on behalf of the Association, but nothing herein contained shall be construed to preclude any Director from providing services to the Association in any other capacity and receiving compensation therefore.

5.10: Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a majority of the Directors. Communication via electronic mail shall be considered "in writing."

5.11: Telephone Meetings, Electronic Mail or Messages. The Board of Directors or members of any committee designated by the Board of Directors may participate in and hold a meeting of such Board or committee by means of conference telephone, electronic communications, or other equipment by means of which all persons participating in the meeting can understand each other, and participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE VI OFFICERS

6.01: Officers. The officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. A committee duly designated may perform the functions of any officer and the functions of any two or more officers may be performed by one person or committee, including the offices of President and

Secretary

6.01: Election and Term of Office. The officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

6.02: Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

6.03: Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

6.04: President. The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the association. S/He shall preside at all meetings of the members and of the Board of Directors. S/He may sign, with the Secretary or any other proper officer of the association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Association and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6.05: Vice President. In the absence of the President or in the "event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be prescribed by the President or Board of Directors.

6.06: Treasurer. The Treasurer shall keep the books and accounts of the Association and have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever; deposit all such monies in

the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time as may be prescribed by the President or by the Board of Directors.

6.07: Secretary. The Secretary shall keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by each member and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the President or by the Board of Directors. Any of these duties may be delegated by the Secretary.

6.08: Assistant Treasurers and Assistant Secretaries. The Assistant Treasurers and Assistant Secretaries in general perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

6.09: Other Officers. The Board of Directors may designate such other officers or appointive positions and prescribe duties therefor as may be desirable to assist the Association in fulfilling its purposes, including but not limited to the following:

(a) The Membership Chairperson shall check the qualifications of membership applications, and maintain an accurate roll of all members;

(b) The Newsletter Editor shall supervise and coordinate, as appropriate, the preparation of the Association newsletter, including the writing of the text, the typing and the copying of the newsletter. The Editor shall call upon other Association members for assistance as needed;

(c) The Block Chairperson shall coordinate communication with the membership. Principal duties include maintenance of an organization of members willing to assist in the dissemination of the newsletter and information in general, and the collection of petition signatures when needed.

ARTICLE VII: COMMITTEES

7.01: Committees of Directors. The Board of Directors, by resolution by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more persons, a majority of whom shall have and exercise the

authority of the Board of Directors in the management of the Association. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Association; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Association or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law. Any non-director who becomes a member of such committee shall have the same responsibility with respect to such committee as a director who is a member thereof.

7.02: Other Committees. Other committees not having and exercising authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association and may, but need not be, directors, and the President of the Association shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Association shall be served by such removal.

7.03: Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

7.04: Chairman. One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

7.05: Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.06: Quorum. Unless ⁷ otherwise provided in the resolution of

the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7.07: Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

8.01: Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

8.02: Checks and Drafts. All checks, drafts or orders for the full payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer.

8.03: Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

8.04: Gifts. The Board of Directors may accept on behalf of the Association any donation, contribution, gift, bequest or devise of property, whether real or personal, for the general purpose or for any special purpose of the Association.

ARTICLE IX: MISCELLANEOUS

9.01: Books and Records. The association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Association may be inspected by any member or his agent for any proper purpose at any reasonable time.

9.02: Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the last day of December in

each year.

9.03: Seal. The Association shall not have a corporate seal.

9.04 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation of the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

9.05: Amendment to Bylaws. The Articles of Incorporation of the Association or these Bylaws may be amended by the affirmative vote of two-thirds of the membership present and casting a vote at an annual or special meeting of the Association, provided written notice of the amendment(s) shall have been given the membership by mail at least thirty days prior to the meeting at which said amendment(s) are to be presented for consideration and adoption. Proposed amendment(s) to either the Articles of Incorporation or these Bylaws originating with and sponsored by a majority vote of the Board of Directors shall be submitted at the annual or a special meeting of the Association. Proposed amendment(s) to either the Articles of Incorporation or these Bylaws obtaining five percent (5%) or more household membership sponsors by petition must be submitted at the annual meeting for consideration, unless presented at an earlier special meeting of the Association by a majority vote of the Board of Directors.

8.06: Rules of Procedure. Unless otherwise provided herein, Robert's Rules of Order Newly Revised shall be the parliamentary authority for all members of procedure. It is understood that these rules shall be used for the practical and orderly governance of the Association.

Ratified by Membership on May 21, 1986 \par }
Rev. Bill Woods, March 14, 2003