

**BYLAWS OF  
RYAN PLACE IMPROVEMENT ASSOCIATION, INC.  
(A Texas Non-Profit Corporation)**

**ARTICLE ONE.**

**GENERAL PROVISIONS**

- 1.1 The name of this organization shall be the Ryan Place Improvement Association, Inc. hereafter referred to as the Association. It shall be a nonprofit 501(c)(4) organization incorporated under the laws of the State of Texas.
- 1.2 The Bylaws shall govern the Association and its members and facilitate the fulfillment of the purposes provided in the Articles of Incorporation.
- 1.3 The Association's mission is as follows:
- (1) To improve, beautify, and promote the Ryan Place neighborhood;
  - (2) To encourage a friendly association among Ryan Place residents;
  - (3) To protect the basic character, building scale, and open space of Ryan Place against increased density and traffic;
  - (4) To perpetuate the historical, residential qualities, and traditions of Ryan Place's role in Fort Worth history;
  - (5) To ensure Ryan Place's constructive participation in the development of Fort Worth;
  - (6) To represent the property owners and residents in community concerns and opportunities which may arise.
- 1.4 The boundaries of the Ryan Place neighborhood for purposes of these Bylaws shall encompass and consist of all the property and lots zoned residential within the area described which is illustrated on the map attached as Exhibit A and legally described as follows:

Beginning at the Northeast corner of the intersection of Berry Street and Cleburne Road; Then North along the East curb line of Cleburne Road to Eighth Avenue; Then North with the radius of the East curb line of Cleburne Road, across Eighth Avenue, to a point in the East curb line of Eighth Avenue; Then North along the East curb line of Eighth Avenue to Jessamine Street; Then East along the mid-street of Jessamine Street, with its meander at College Avenue, to Hemphill Street; Then South along the West curb line of Hemphill Street to the West line of the Atchison, Topeka & Santa Fe Railroad ("AT&SF"), now BNSF, right-of-way; Then South along the West line of the AT&SF right-of-way to Berry Street; Then West along the North curb line of Berry Street to the Northeast corner of the intersection of Berry Street and Cleburne Road, the place of Beginning.

**ARTICLE TWO.**

## REGISTERED AGENT AND OFFICES

- 2.1 The Association shall have and continuously maintain in the State of Texas a registered agent and registered office as required by Chapter 22 of the Texas Business Organizations Code. The registered agent and registered office information shall be maintained in the Association record book and the Association shall file all necessary documents with the Secretary of State to ensure the registered agent and registered office information is current. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.
- 2.2 The Association may also have offices at such other places within the Association Boundaries as the Board of Directors may from time to time designate.

## **ARTICLE THREE.**

### GENERAL MEMBERSHIP ELIGIBILITY AND VOTING REQUIREMENTS

- 3.1 To be a member of the Association, an individual must be 18 years of age or older, and live within the Association Boundaries as described in Article One.
- 3.2 All members may vote.
- 3.3 No member may vote by proxy or cumulatively.

## **ARTICLE FOUR.**

### OFFICERS, DIRECTORS, AND STREET REPRESENTATIVES

- 4.1 The Officers of the Association and the Executive Committee shall be the President, Vice-President, Secretary, and Treasurer.
- 4.2 The Directors of the Association shall be:
  - (1) Director of Communications;
  - (2) Director of Membership;
  - (3) Director of Historic Resources;
  - (4) Director of Public Safety;
  - (5) Director of Infrastructure;
  - (6) Director of Activities; and
  - (7) Director of Home Tour

- 4.3 The Street Representatives of the Association shall be for the following streets or combination of streets in the Association boundaries: (1) Ryan Place Drive; (2) S. Adams Street; (3) College Avenue Cantey Street; Lipscomb Street, Alston Street & Page Avenue; (4) 8th Avenue, Stanley, James & Livingston Avenues; (5) Elizabeth Boulevard; (6) Willing Avenue; (7) Ryan Avenue; (8) 5th Avenue; and (9) 6th Avenue.

#### GENERAL PROVISIONS

- 4.4 “Board Member”, when used in relation to any power or duty requiring collective action, means “Board of Directors”. Any person who meets the eligibility requirements for General Membership in the Association under Article Three shall be eligible to serve as a Board Member. The “Board Members” are the four (4) officers, seven (7) Directors and nine (9) Street Representatives.
- 4.5 The business and affairs of the Association and all corporate powers shall be exercised by or under authority of the Board of Directors.
- 4.6 The Board of Directors shall have the authority to create policies and procedures to govern the Association so long as any additional policies and procedures are not in conflict with any provision of the Bylaws of the Association.
- 4.7 With the exception of the Director of Home Tour, the Board Members shall hold two (2) year staggered terms not to exceed two (2) consecutive terms in one position. All Board Members are limited to three (3) consecutive two (2) year terms in any Board Member position. An individual may not hold two (2) consecutive Board Member positions simultaneously.
- 4.8 Board Members receive no compensation for their services.
- 4.9 Any contract or other transaction between the Association and any of its Board Members shall be valid for all purposes notwithstanding the presence of that Board Member at the meeting during which the contract or transaction was authorized, and notwithstanding the Board Member’s participation in that meeting. The foregoing shall apply only if the interest of each Board Member is known or disclosed to the Board of Directors and the Board of Directors nevertheless authorizes or ratifies the contract or transaction by a majority of the Board Member’s present. Each interested Board Member is to be counted in determining whether a quorum is present, but not in calculating the majority necessary to carry the vote. The foregoing shall also apply only if the contract or transaction is just and reasonable to the Association at the time it is authorized and ratified. This section shall not be construed to invalidate any contract or transaction that would be valid in the absence of this paragraph.
- 4.10 A Parliamentarian can be named by the President as a non-voting member.

#### PRESIDENT

- 4.11 The President shall:

- (1) preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to the President by the Board

of Directors or prescribed by the Bylaws.

- (2) be the chief executive officer of the Association and shall, subject to the control of the Board of Directors,
- (3) have general supervision, direction, and control of the business and officers of the Association,
- (4) have the general powers and duties of management usually vested in the office of the President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws.
- (5) Preside at all meeting of the Board of Directors and shall be an ex officio member of all the Standing committee, if any;
- (6) When authorized by the Board of Directors or required by law, execute, in the name of the Association, notices, checks, drafts, bills of exchange, contracts, and other papers and instruments in writing, and, unless the Board of Directors shall order otherwise by resolution, make such contracts as the ordinary conduct of the Association's business may require.
- (7) In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. Should the Vice President refuse to perform the duties of the President, any person thereunto authorized by the President or by the Board of Directors may perform the functions of the President.

#### VICE PRESIDENT

4.12 The Vice President shall:

- (1) In consultation with the President and other Board Members as necessary, the Vice-President shall organize an external relations committee that includes liaisons to the City of Fort Worth, the Fort Worth Independent School District (FWISD), and various neighborhood associations including, but not limited to, Fort Worth Near Southside, Inc., the Hemphill Collaborative, the Berry Street Initiative, and Fairmount.
- (2) Establish relationships with administrators of neighborhood schools (ex. Daggett Middle School, Daggett Elementary, Daggett Montessori, De Zavala Elementary, Contreras Elementary, and Rosemont Middle School) and initiate efforts that will encourage the Ryan Place community to take an active role in the support and enhancement of the various school communities.
- (3) Lead advocacy efforts before FWISD to promote Association interests.
- (4) Keep Association members informed and educated on local political initiatives and elections that could impact Ryan Place.
- (5) Work with the Director of Public Safety.

## SECRETARY

### 4.13 The Secretary shall:

- (1) Attest and keep at the principal office of the Association the original or a copy of these Bylaws as amended or otherwise altered to date.
- (2) Keep the original or a copy of the Certificate of Formation, certified by the Secretary of State, with all amendments thereof to date in the minute book.
- (3) Keep at the principal office of the Association or such other place as the Board of Directors may order, a book of minutes of all meetings of its Board Members and members, Executive committee, and other committees. The minutes shall show the time and place of meetings, whether Regular or Special, and if Special, how authorized, the notice thereof given, the names of those present at Board of Directors' meetings, and the proceedings thereof.
- (4) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. In case of the absence or disability of the Secretary, or its refusal or neglect to act, notice may be given and served by the President or by the Board of Directors.
- (5) Be custodian of the records of the Association including, but not limited to, the Association Record Book, Election / Appointment Record, and Association Policies and Procedures.
- (6) Sign or attest any documents as required by law or the business of the Association when necessary or proper.
- (7) See that the books, reports, statements, certifications, and all other documents and records required by law are properly kept and filed.
- (8) Exhibit at all reasonable times to any Board Member, the bylaws and minutes of proceedings of the Board Members of the Association.
- (9) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to him or her by the Board of Directors.

4.14 In case of the absence or disability of the Secretary or the Secretary's refusal or neglect to act, any person thereunto authorized by the President or by the Board of Directors may perform the functions of the Secretary.

## TREASURER

### 4.15 The Treasurer shall:

- (1) Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all funds in the name of the Association in those banks, trust companies, or other depositories that shall be selected by the Board of Directors.

- (2) Receive, and give receipt for, moneys due and payable to the Association from any source whatsoever.
  - (3) Disburse or cause to be disbursed the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for those disbursements.
  - (4) Keep and maintain adequate and correct accounts of the Association's properties and business transactions including account of its assets, liabilities, receipts, and disbursements.
  - (5) Exhibit at all reasonable times the books of account and records to any Board Member during business hours at the office of the Association where such books and records are kept.
  - (6) Render to the President and Board Members, whenever they request it, an account of all his or her transactions as Treasurer and of the financial condition of the Association.
  - (7) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.
- 4.16 In case of the absence or disability of the Treasurer or refusal or neglect to act, any person thereunto authorized by the President or by the Board of Directors may perform the function of the Treasurer.

## ARTICLE FIVE.

### MEETINGS OF MEMBERS

- 5.1 Meetings of members shall be held at any place within a five (5) mile radius of the Association Boundaries and as designated by the Board of Directors pursuant to authority hereinafter granted to the Board.
- 5.2 An Annual Membership Meeting shall be held each year. Elections for Board Members takes place at the Annual Membership Meeting and shall be elected according to Sections 8.1 and 8.2. At all Annual Membership Meetings, reports of the affairs of the Association shall be considered, and any other business may be transacted that is within the powers of the members. A quorum shall consist of at least twenty (20) general members.
- 5.3 Meetings of the Association shall be held a minimum of four times a year including the Annual Membership Meeting.
- 5.4 At every meeting of the members, the President, or, in the President's absence, the Vice President shall act as chairperson of the members' meeting. The Secretary of the Association, or, in the Secretary's absence, the chairperson may appoint another person, to act as the Secretary of the meeting.
- 5.5 (1) Notice of all meetings of members shall be included in the Ryan Place Improvement Association newsletter and/or on the Association's website not less than seven (7) nor more than thirty (30) days before the meeting by the President or Secretary or by the officer or person calling the meeting, or, if there is no person charged with the duty of giving notice, by any Board Member.
- (2) Notice of any meeting of members shall specify the place, date, and hour of the meeting. The notice shall also specify:
- a) the purpose of the meeting if it is a Special Meeting, or
  - b) if its purpose, or one of its purposes, will be to consider a proposed amendment of the Bylaws, or
  - c) If its purpose, or one of its purposes is to consider a voluntary dissolution or the revocation of a voluntary dissolution by act of the Association, or
  - d) to consider a proposed disposition of all, or substantially all, of the assets of the Association outside of the ordinary course of business.
- (3) In the event a Special Meeting is noticed, only the purpose identified in the notice shall be taken up at the Special Meeting.
- 5.6 (1) Special Meetings of the members, for any purpose whatsoever, may be called at any time by any of the following: (a) the President; (b) the Board of Directors; or (c) at least twenty (20) General Members.
- (2) Any person or persons entitled under Subparagraph (1)(c) above to call a Special Meeting of members may do so only by written request sent by certified U.S. mail, return receipt requested or delivered in person to the President or Secretary. The officer receiving the written request shall within ten days from the date of its receipt cause notice of the meeting to be given in the manner provided in these Bylaws to all members entitled

to vote at the meeting. If the officer does not give notice of the meeting within ten days after the date of receipt of the written request, the person or persons calling the meeting may fix the time of meeting and give the notice in the manner provided in these Bylaws. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting of members called by action of the Board of Directors may be held.

## **ARTICLE SIX.**

### MEETINGS OF THE BOARD OF DIRECTORS

- 6.1 Regular and special meetings of the Board of Directors shall be held at any place within a five (5) mile radius of the Association Boundaries that may be designated from time to time by resolution of the Board or as designated by the President.
- 6.2 (1) The Board of Directors shall hold ten (10) regular meetings each year, or at such other time and place as shall from time to time be determined by the Board. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board.
- (2) All regular meetings of the Board of Directors of this Association shall be called by the President, or, if he is absent or is unable or refuses to act, by any two (2) Board Members.
- (3) Written notice of the time and place of the regular meetings of the Board of Directors shall be delivered personally to each Board Member, or sent to each Board Member by mail, or by other form of written communication, including email, at least seven (7) days before the meeting.
- (4) The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though made at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Board Members not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance by a Board Member at a meeting shall constitute a waiver of notice of the meeting.
- (5) The President, at his or her discretion, can choose to hold a Board meeting virtually so long as proper notice is given (7) days prior to the meeting and Board members are given clear instructions on how to participate virtually.
- (6) The President can allow a member to participate and vote in a meeting virtually if, in consultation with the Secretary, they determine the member's virtual participation may be necessary to make a quorum at a given meeting.
- 6.3 (1) Special meetings of the Board of Directors of this Association shall be called by the President, or, if he is absent or is unable or refuses to act, by the Vice President or by any two (2) Board Members.
- (2) Written notice of the time, place, and purpose of special meetings of the Board of



Directors shall be delivered personally to each Board Member, or sent to each Board Member by mail or by other form of written communication, including email, at least five (5) days before the meeting.

- 6.4 With the exception of Sections 6.5 and 6.6, a quorum of the Board of Directors shall be eleven (11) Board Members.
- 6.5 A quorum for purposes of approving the Association's annual operating budget shall be a supermajority (or 14) of the voting members.
- 6.6 A quorum for purposes of approving unbudgeted expenditures of \$10,000 or greater that may arise shall be a supermajority (or 14) of the voting members.
- 6.7 Every act or decision done or made by a majority of the Board Members present at any duly held meeting at which a quorum is present is an act of the Board of Directors. Each Board Member who is present at a meeting will be deemed to have assented to any action taken at such meeting unless the Board Member's dissent to the action is entered in the minutes of the meeting, or unless the Board Member shall file a written dissent thereto with the Secretary of the meeting. No member may vote by proxy or cumulatively.
- 6.8 In the absence of a quorum, a majority of the Board Members present may adjourn from time to time until the time fixed for the next Regular or Special meeting of the Board.
- 6.9 At every meeting of the Board of Directors, the President, or in the President's absence, the Vice President, shall preside. In case the Secretary be absent from any meeting, the chairperson may appoint any person to act to replace the Secretary. The meetings shall be conducted following Robert's Rules of Order.

## **ARTICLE SEVEN.**

### COMMITTEES

- 7.1 (1) The President may designate an executive committee and one or more other standing and ad hoc committees to conduct the business and affairs of the Association. The Board of Directors, by a majority vote, shall have the power at any time to change the powers and members of any committees to fill vacancies, and to dispose of any committee. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law of these bylaws.  
  
(2) Any committee of the Association shall not have the power to act on behalf of the Association without specific authorization from the Board of Directors. Committees are advisory and shall make recommendations to the Board of Directors for action.
- 7.2 **Nominating Committee.** No less than sixty (60) days before the Annual Meeting, the President shall place on the agenda and the Board of Directors shall appoint a nominating committee and committee chair to nominate Board Members for the next term. The committee shall consist of two (2) Board of Directors members, and three (3) Members-at-large. The committee shall prepare a slate of nominees for all Officer, Director and Street Representative positions with a term expiring at the Annual Meeting and a Director-

Elect of the Ryan Place Home Tour Committee for approval by the Board prior to presentation for Membership vote. Any member may also make nominations from the floor at the Election, after the slate has been presented. Nominees must previously agree to his or her nomination.

**7.3 Elizabeth Boulevard Historic District Standards and Design Guidelines Committee.**

This committee shall function as a standing committee of the Association, but shall be self-administering and answerable only to Elizabeth Boulevard Historic District residents as a whole. The Committee shall be composed of seven residents, one per block, each position to rotate among the households of the block. Terms shall be for two years, staggered as a 4-3 split with the turnover being January 1<sup>st</sup> each year. The Committee will be available to assist the City of Fort Worth's Historic Preservation staff and the Historic and Cultural Landmark Commission at the discretion and instruction of the City of Fort Worth's Historic Preservation staff and the Historic and Cultural Landmark Commission.

**7.4 Budget Committee**

(1) The Budget Committee shall consist of the Officers (President, Vice-President, Secretary, and Treasurer), one Street Representative, and one Member at large who shall be appointed by the President.

(2) The Treasurer shall chair the Budget Committee.

(3) The Budget Committee shall be responsible for the preparation of the annual budget and a review of the previous year's accounting records and assets.

**7.5 Ryan Place Home Tour Committee**

(1) This committee shall function as a standing committee of the Association.

(2) The Nominations Committee will nominate a Director-Elect to be voted on at the annual meeting. The Director-Elect will serve a two-year term; the first year serving as Director-Elect and the second year serving as Director of Home Tour.

(3) The outgoing Director-Elect will become the committee Director of Home Tour and will assume responsibilities of the Director of Home Tour on January 1 of each year.

(4) The Ryan Place Home Tour Committee will consist of 4 permanent members to include the Director of Home Tour, Director-Elect, Association President, and Association Treasurer.

(5) The Director shall recruit additional volunteer committee members from the membership in order to meet the needs of the committee. The Chairperson shall submit a list of committee members to the Association's Board of Directors at the Board of Directors meeting in March.

(6) The Director shall submit a budget of anticipated expenditures for approval by the Association's Board of Directors at the Board of Directors meeting in August.

## ARTICLE EIGHT.

### ELECTIONS OF THE BOARD OF DIRECTORS AND VACANCIES

- 8.1 (1) The Board Members of the Association, except such officers as may be appointed in accordance with the provisions of paragraph 8.3 of this Article shall be chosen at the Annual Membership Meeting. They shall be elected as follows: President, Treasurer, Director of Historic Resources, Director of Membership, and Director of Activities shall be elected in even years; and Director of Communications, Secretary, Director of Public Safety, Director of Infrastructure, and Vice President shall be elected in odd years.
- (2) The Home Tour Director – Elect is elected each year.
- (3) The Street Representatives of the Association, except such Street Representatives as may be appointed in accordance with the provisions of Paragraph 8.3 of this Article, shall be chosen at the Annual Membership Meeting. Election of Street Representatives shall be in caucuses, by street. Street Representatives shall not be elected at-large, but shall be elected by a majority of Members from the street(s) that they seek to represent. The candidate receiving the highest number of votes shall be elected to the Board. The Street Representatives shall serve a two (2) year term. The Street Representatives shall be elected as follows: Street Representatives 1 through 5 as listed in 4.3 in odd years; and Street Representatives 6 through 9 as listed in 4.3 in even years.
- (4) Terms of office for new members of the Board of Directors elected at the annual membership meeting begins the following January 1.
- 8.2 The Board of Directors may appoint such other officers or agents as the business of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer or committee the power to appoint any subordinate officers, alternate Street Representatives, committees, or agents, and to specify their duties. Alternate Representatives shall have no powers except for acting on behalf of a Representative who is unable to attend a meeting.
- 8.3 (1) Vacancies on the Board of Directors shall exist in the case of the occurrence of any of the following events:
- (a) the death, resignation, or removal of any Board Member;
  - (b) the authorized number of Board Members is increased or;
  - (c) at any annual, regular, or special meeting of the Board of Directors at which any Board Member is elected, the Board Members fail to elect the full authorized number of Board Members to be voted for at that meeting.
- (2) The Board of Directors may declare vacant the office of a Board Member in any of the following cases:
- (a) if a Board Member is adjudged incompetent by an order of court, or finally convicted of a felony;

- (b) if a Board Member resigns by giving written notice to the Board of Directors, the President, or the Secretary of the Association. This resignation can be effective at any time specified in the written notice;
- (c) if two-thirds (2/3) of the general members of the Association present vote to remove the Board Member;
- (d) if two-thirds (2/3) of the Board of Directors vote to remove the Board Member; or
- (e) if a Board Member becomes ineligible for membership in the Association pursuant to Article III.

(3) Any vacancy occurring in the Board of Directors to be filled shall be filled by a majority vote of the Board of Directors. Board Members so elected shall hold office until a successor is elected at the next General Membership Meeting. In the event no Board Members are capable or willing to serve, Board Members may be appointed by the Board of Directors.

## **ARTICLE NINE.**

### EXECUTION OF INSTRUMENTS AND DEPOSIT OF FUNDS

- 9.1 The Board of Directors, except as otherwise provided in these bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and that authority may be general or confined to specific instances, and, unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to render it liable pecuniarily for any purpose or in any amount.
- 9.2 All funds of the Association shall be deposited from time to time to the credit of the Association with such banks, trust companies, or other depositories as the Board of Directors may select or as may be selected by any officer or officers, agent or agents of the Association to whom that power may be delegated from time to time by the Board of Directors.
- 9.3 Endorsements for deposit to the credit of the Association in any of its duly authorized depositories may be made without countersignature by the President or the Treasurer, or by any other officer or agent of the Association to whom the Board of Directors, by resolution, shall have delegated that power, or by hand stamped impression in the name of the Association.
- 9.4 All checks, drafts, or other order for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association, shall be signed or endorsed by either the President or the Treasurer.
- 9.5 The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

## **ARTICLE TEN.**

### **CORPORATE RECORDS AND REPORTS**

- 10.1 The Association shall keep at the principal office, or such other place as the Board of Directors may order, a book of minutes of all meetings of its Board Members and any other election, appointment and/or attendance records, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Board meetings and the proceedings thereof.
- 10.2 The Association shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, and disbursements.
- 10.3 Every Board Member shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Association. Such inspection by a Board Member may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts.
- 10.4 The fiscal year of the Association shall be as determined by the Board of Directors.
- 10.5 The Association shall conduct an annual review of financial records.

## **ARTICLE ELEVEN.**

### **AMENDMENT OF BYLAWS**

- 11.1 The quorum required for a meeting to amend the bylaws is thirty (30) general members. Bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by a two-thirds (2/3) vote of general members present at the meeting.
- 11.2 Notice of the meeting and proposed amendments shall be provided pursuant to Article Five.
- 11.3 The Association will conduct a review of these bylaws a minimum of every two (2) years.

## **ARTICLE TWELVE.**

### **WINDING UP AND COMPLIANCE WITH STATE AND FEDERAL LAWS**

- 12.1 Upon the winding up and dissolution, if any, of the Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets of the Association shall be distributed as required and provided in the Texas Business Organizations Code.
- 12.2 The Association shall abide by all Texas Statutes relative to public meetings and public records. Official action taken by the Association must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote taken. A summary of dissenting views should also be maintained.

- 12.3 The Association shall not discriminate against individuals or groups on the basis of race, religion, color, sex, age, disability, national origin, sexual orientation, or political affiliation in any of its policies, recommendations, or actions.

### **ARTICLE THIRTEEN.**

#### AWARDS

- 13.1 (1) The Association shall, from time to time, honor individuals for their contributions to the Association and/or the neighborhood at large.
- (2) The Awards shall consist of the Ryan Place Legends Award and the President's Service Award.
- 13.2 The President, on even-numbered years, shall appoint an Awards Committee Chairperson and two other members of the Board to serve on an Awards Committee for the Ryan Place Legends Award.
- 13.3 The President's Service Award may be presented by a current Association President at their discretion.

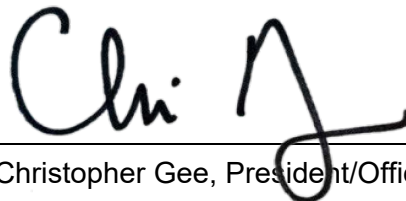
### **ARTICLE FOURTEEN.**

#### EFFECTIVE DATE

- 14.1 These bylaws are to become effective as of the Annual Meeting of 2023.

Adopted on the 27th day of November 2023.

I, Christopher Gee, President, and Officer of the Ryan Place Improvement Association do hereby certify that the above is a true and correct copy of the Bylaws of the Ryan Place Improvement Association, and duly accepted and adopted by the Association on November 27, 2023.

A handwritten signature in black ink, appearing to read "Chris", written over a horizontal line.

Christopher Gee, President/Officer

