

**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.

DIRECTORS, OFFICERS, AND STREET DIRECTORS

- 4.1 The officers of the Association shall be a President, the Committee Directors, and the Parliamentarian. The Committee Directors of RPIA shall be:
 - (1) Secretary (Director of Administration);
 - (2) Treasurer (Director of Finance);
 - (3) Director of Communications;
 - (4) Director of Membership;
 - (5) Director or Historic Resource;
 - (6) Director of Public Safety;
 - (7) Director of Infrastructure;

- (8) Director of Activities;
 - (9) Vice President (Director of Governmental Affairs); and
 - (10) A Parliamentarian is to be named by the President and is a non-voting position.
- 4.2 The street Directors 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 and Cantey Street; (4) Lipscomb Street, Alston Street & Page Avenue; (5) 8th Avenue, Stanley, James & Livingston Avenues; (6) Elizabeth Boulevard; (7) Willing Avenue; (8) Ryan Avenue; (9) 5th Avenue; and (10) 6th Avenue.
 - 4.3 “Directors”, 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 server as a Director. The “Directors” are the ten (10) Officers and ten (10) Street Directors.
 - 4.4 The business and affairs of the Association and all corporate powers shall be exercised by or under authority of the Board of Directors.
 - 4.5 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.
 - 4.6 The Directors shall hold two (2) year staggered terms not to exceed two (2) consecutive terms in one position. All Directors are limited to three (3) consecutive two (2) year terms in any Director position. An individual may not hold two (2) consecutive Director positions simultaneously.
 - 4.7 Directors receive no compensation for their services.
 - 4.8 Any contract or other transaction between the Association and any of its Directors shall be valid for all purposes notwithstanding the presence of that Director at the meeting during which the contract or transaction was authorized, and notwithstanding the Director’s participation in that meeting. The foregoing shall apply only if the interest of each Director is known or disclosed to the Board of Directors and the Board nevertheless authorizes or ratifies the contract or transaction by a majority of the Directors present. Each interested Director 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.

PRESIDENT

- 4.9 (1) The President shall preside at all meetings of the Board or 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. The President shall be the chief executive officer of the Association and shall, subject to the control of the Board

of Directors, have general supervision, direction, and control of the business and officers of the Association, and shall 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. Within this authority and in the course of his duties the President shall:

- (2) Preside at all meetings of the Board of Directors and shall be ex officio member of all the Standing committees, if any.
- (3) 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.
- (4) In the absence or disability of the President, the Vice President (Director of Governmental Affairs) 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.

SECRETARY (DIRECTOR OF ADMINISTRATION)

4.10 The Secretary (Director of Administration) 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 Directors 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 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 Secretary or 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 Director, the bylaws and minutes of proceedings of the Directors 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.
- (10) 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 (DIRECTOR OF FINANCE)

4.11 The Treasurer (Director of Finance) 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 whatever.
- (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 Director during business hours at the office of the Association where such books and records are kept.
- (6) Render to the President and Directors, 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.
- (8) 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 Directors take 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 (Director of Governmental Affairs) shall act as chairman of the members' meeting. The Secretary of the Association, or, in the Secretary's absence, the chairman may appoint another person, shall 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 Director.
- (2) Notice of any meeting of members shall specify the place, date, and hour of the meeting. The notice shall also specify the purpose of the meeting if it is a Special Meeting, or if its purpose, or one of its purposes, will be to consider a proposed amendment of the articles of organization, to consider a voluntary dissolution or the revocation of a voluntary dissolution by act of the Association, or to consider a proposed disposition of all, or substantially all, of the assets of the Association outside of the ordinary course of business. 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 of 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) Directors.
- (3) Written notice of the time and place of the regular meetings of the Board of Directors shall be delivered personally to each Director, or sent to each Director 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 Directors 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 Director at a meeting shall constitute a waiver of notice of the 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 refused to act, by the Vice President (Director of Governmental Affairs) or by any two (2) Directors.
- (2) Written notice of the time, place, and purpose of special meetings of the Board of Directors shall be delivered personally to each Director, or sent to each director by mail or by other form of written communication, including email, at least five (5) days before the meeting.
- 6.4 A quorum of the Board of Directors shall be twelve (12) Directors.
- 6.5 Every act or decision done or made by a majority of the Directors present at any duly held meeting at which a quorum is present is an act of the Board of Directors. Each Director who is present at a meeting will be deemed to have assented to any action taken at such meeting unless the Director's dissent to the action is entered in the minutes of the meeting, or unless the Director shall file a written dissent thereto with the Secretary of the meeting. No member may vote by proxy or cumulatively.

- 6.6 In the absence of a quorum, a majority of the Directors present may adjourn from time to time until the time fixed for the next Regular or Special meeting of the Board.
- 6.7 At every meeting of the Board of Directors, the President, or in the President's absence, the Vice President (Director of Governmental Affairs), shall preside. In case the Secretary be absent from any meeting, the chairman 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 Directors 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 Director positions with a term expiring at the Annual Meeting and a Chair-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 in October. 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 **Ryan Place Home Tour Committee**
- (1) This committee shall function as a standing committee of the Association.
- (2) The Nominations Committee will nominate a Chair-Elect to be voted on at the annual

meeting. The Chair-Elect will serve a two-year term; the first year serving as Chair-Elect and the second year serving as Chairperson.

(3) The outgoing Chair-Elect will become the committee Chairperson and will assume responsibilities of the Committee Chairperson on January 1 of each year.

(4) The CCRP Committee will consist of 4 permanent members to include the Chairperson, Chair-Elect, RPIA President, and RPIA Treasurer.

(5) The Chairperson 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 RPIA Board of Directors at the Board of Directors meeting in March.

(6) The Chairperson shall submit a budget of anticipated expenditures for approval by the RPIA 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 President and Committee Directors 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 Finance), Director of Historic Resources, Director of Membership, and Director of Activities shall be elected in even years; and Director of Communications, Secretary (Director of Administration), Director of Public Safety, Director of Infrastructure, and Vice President (Director of Governmental Affairs) shall be elected in odd years.
- (2) The Street Directors of the Association, except such Street Directors 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 Directors shall be in caucuses, by street. Street Directors 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 Directors shall serve a two (2) year term. The Street Directors shall be elected as follows: Street Directors 1 through 5 as listed in 4.2 in odd years; and Street Directors 6 through 10 as listed in 4.2 in even years.
- 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 Directors, 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 Director;
 - (b) the authorized number of Directors is increased or;
 - (c) at any annual, regular, or special meeting of Directors at which any Director is elected, the Directors fail to elect the full authorized number of Directors to be voted for at that meeting.
- (2) The Board of Directors may declare vacant the office of a Director in any of the following cases:
- (a) if a Director is adjudged incompetent by an order of court, or finally convicted of a felony;
 - (b) if a Director 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 Director; or

(d) if two-thirds (2/3) of the Board of Directors vote to remove the Director.

(e) if a Director 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. Directors so elected shall hold office until a successor is elected at the next General Membership Meeting. In the event no Directors are capable or willing to serve, Directors 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 Directors 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 Directors' 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 Director 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 Director 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.

EFFECTIVE DATE

- 13.1 These bylaws are to become effective as of the Annual Meeting of 2014. At that initial meeting under these bylaws, all Director positions are to be elected by the general membership.
- 13.2 To effectuate the election at the Annual Meeting in November, 2014 the currently elected Board of Directors are to appoint a Nominating Committee per Article 7.2 as soon as reasonably possible following the adoption of these Bylaws.

Adopted on the 16th day of November 2015.

Signed Copy on file with the Secretary of the Association.

Cade Lovelace, President / Director

I, Cade Lovelace, President and Director 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 16, 2015.

Signed Copy on file with the Secretary of the Association.

Cade Lovelace, President / Director

