

Association Neartown Bylaws

2024

ARTICLE 1 NAME

- § 1.01 The name of the Texas non-profit corporation is “Neartown Association” hereinafter referred to as the “Association”.

ARTICLE 2 NON-PROFIT ORGANIZATION

- § 2.01 The Association is a non-profit corporation organized under the laws of the State of Texas and Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3 PURPOSE

- § 3.01 The primary purpose of the Association is to promote the civic and social well-being of the Neartown area and the preservation of the unique and historic character of its neighborhoods. To that end, the Association shall foster the formation and effective functioning of neighborhood associations; provide a forum for information-sharing, discussion, and collective action; and advocate for local government programs and policies that support the Association and its membership in achieving this purpose.
- § 3.02 The Association is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- § 3.03 No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in §3.01 above. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE 4 BOUNDARIES

- § 4.01 The Association shall be in the Neartown area of Houston, Harris County, Texas, bounded by U.S. Highway 59 (Southwest Freeway) on the south; South Shepherd Drive on the west; Buffalo Bayou on the north to the west of Taft Street and West Gray Street to the east of Taft Street; and Brazos Street on the east, all in Houston, Harris County, Texas.

ARTICLE 5 OFFICE & REGISTERED AGENT

- § 5.01 The Association shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such office as required by the Texas Business Organizations Code. 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. The President shall engage the services of a professional Registered Agent to insure proper, prompt transmission of document and notices to the appropriate Officer of the Association; and further—future Presidents of the Association shall insure that a professional Registered Agent is continuously maintained for the Association.

ARTICLE 6 NONDISCRIMINATION

- § 6.01 No person or organization otherwise qualified for membership in the Association shall be excluded on the basis of race, age, creed, color, religion, gender, sexual orientation, or national origin from membership in the Association. Likewise, no person or organization otherwise qualified to vote on matters before the Association shall have their right to vote on such matters restricted or revoked on the basis of race, age, creed, color, religion, gender, sexual orientation, or national origin.

ARTICLE 7 MEMBERSHIP

- § 7.01 **Membership in the Neartown Association is representative**--that is--individuals or groups are represented by the delegate or alternate from their respective civic association.
There shall be two (2) classes of members:

§ 7.01.1 Member Civic Associations:

- § 7.01.1.1 Any bona fide civic association that meets the criteria listed below may be a member of the Association, subject to application to the president of the Association and approval by majority vote of the Association's membership at a regular or special meeting of the membership.

§ 7.01.1.1.1 The boundaries of the civic association encompass an area that falls entirely or substantially within the boundaries of the Neartown Association as defined in Article 4;

§ 7.01.1.1.2 And which has Articles of Incorporation and Bylaws properly filed with the Secretary of State of Texas, or which is organized as an unincorporated nonprofit association with supporting documents under the Texas Business Organizations Code;

§ 7.01.1.1.3 And which has registered with the City of Houston as a civic association;

§ 7.01.1.1.4 And which has at least ten (10) members in good standing as defined by its bylaws.

- § 7.01.1.2 **Recognition of Member Civic Associations active at the time of ratification of these Bylaws:** Civic Associations eligible to vote on the ratification of these amended Bylaws shall be automatically recognized as Member Civic Associations without the need to apply.

- § 7.01.1.3 Each Member Civic Association shall designate one (1) representative and one (1) alternate representative each year to represent that Civic Association's members at the meetings of the Neartown Association. Each Member Civic Association shall have its Presiding Officer deliver in writing or by email to the President of the Association the names and email addresses of these representatives each January, or in case of changes, prior to the start of any meeting of the Association requiring a vote.
- § 7.01.1.4 Each Member Civic Association shall provide the President of the Neartown Association a list of its Officers and Directors, including the means to contact each—e.g., email, phone, etc.—within 30 days of their election or appointment, or, if no changes have occurred, at least 14 days prior to the January meeting of the Presidents' Council.
- § 7.01.2 **Provisional Members:** An individual or group of individuals seeking to establish or to reactivate an inactive civic association within or substantially within the boundaries of the Neartown Association as defined in Article 4 may apply to the Board for membership as a Provisional Member.
- § 7.01.2.1 Individuals described above shall be residents within the boundaries of the civic association they seek to establish or reactivate.
- § 7.01.2.2 **Such individuals or groups shall:** provide the Board with written evidence of the support of not fewer than five (5) residents or persons owning real property within the proposed boundaries of said civic association; provide the Board a description of the boundaries or proposed boundaries of the civic association; provide the board a list of the organizing committee or individuals, along with the means to contact each; and communicate with the Board regularly regarding their progress toward establishing or reactivating their civic association; and shall designate one representative and one alternate representative to act on behalf of their civic association before the Neartown Association.
- § 7.01.3 Upon the successful establishment of a new or reactivation of a previously inactive Civic Association which is eligible for admission as a Member Civic Association described above, the duly elected presiding officer of the Provisional Member Civic Association shall apply for recognition as a Member Civic Association.

§ 7.02 **Nonmembers:** No individual(s) or group(s) not completely described by the terms and conditions above shall be admitted as Members of the Neartown Association. Such non-member individuals and groups residing or having interests in Neartown are welcome and encouraged to attend the regular meetings of the Association and to speak on matters before the Association according to rules which the Board may adopt from time to time but may not vote in any election(s) or matter(s) before the Association.

§ 7.02.1 The method whereby non-member individuals or groups should bring matters for a vote before the Association is through their individual Member Civic Association representative.

§ 7.03 Membership in the Association is not transferrable or assignable.

§ 7.04 **Termination Of Membership:**

§ 7.04.1 Members may voluntarily resign at any time by written notice to the Treasurer; otherwise, membership shall be on a calendar year basis.

ARTICLE 8 VOTING RIGHTS

§ 8.01 Voting shall be restricted to:

§ 8.01.1 The duly authorized representative or alternate representative of each active Member Civic Association.

§ 8.01.2 Duly elected or appointed Officers or Directors of the Association, but only when voting on matters before the Board, except that an Officer or Director who is also serving as their Member Civic Association's Representative or Alternate Representative may also vote on matters before the members on behalf of their Member Civic Association.

§ 8.02 Provisional Members shall not have voting privileges but may make motions or raise points of order or otherwise seek recognition to speak during meetings of the Association.

§ 8.03 Each Member Civic Association eligible to vote shall be entitled to a single vote on each matter submitted for a vote.

§ 8.04 **Voting by Proxy prohibited:** The Representative or Alternate for each Member Civic Association eligible to vote must be personally present to vote on any matter before the Association. [Refer to §7.01.1.3 for approved procedure to use if neither the Representative nor the Alternate can attend to vote.]

ARTICLE 9 DUES NOT REQUIRED

- § 9.01 The Association shall not require Member Civic Associations to pay dues in order to maintain membership status. However, Member Civic Associations who are able are requested to make annual donations to support regular expenses incurred by the Association, for example to maintain a website, document storage, teleconferencing capabilities, etc., and to enable periodic projects and events that further the goals of the organization.
- § 9.02 The Board of Directors shall meet in October to establish a recommended Member donation for the following calendar year and communicate their decision to the Member Civic Associations and Provisional Members.
- § 9.03 Member donations are requested on or before the date of the January meeting of the Neartown Presidents' Council.

ARTICLE 10 MEETINGS

- § 10.01 **The Board shall schedule at least four (4) regular membership meetings per year**, to be held at a convenient time and location within the boundaries of the Association.
- § 10.02 **Special Meetings** may be called by the President or, in the absence of the President, by the Vice-President. A Special Meeting may also be called by the President upon receipt of a request by email or in writing by any five (5) members of the Association.
- § 10.03 Schedule and location of regular meetings and notice of Special Meetings shall be provided according to the methods set forth by Article 13: Communications & Notice, and in the case of special meetings, stating the purpose of the meeting and the time, place, and date of the proposed meeting.
- § 10.04 **Meetings by Electronic Means:** At times when conditions (e.g., public health or safety emergencies) preclude in-person meetings, the President and Board are authorized to provide for meetings by electronic means. Such meetings must include provisions for each meeting attendee to sign-in to the meeting with their proper name and identify themselves each time they speak, so that accurate minutes of the meeting can be recorded.
- § 10.04.1 **The preferred form for all meetings of the Association is in-person**, and the provisions for Meeting by Electronic Means is to be used as a backup in times which preclude in-person meetings only.

ARTICLE 11 QUORUM

- § 11.01 A simple majority of the eligible voting members of the Association shall constitute a quorum for transaction of business at all meetings, including Meetings by Electronic Means.

ARTICLE 12 PROCEDURE

- § 12.01 Robert's "Rules of Order, Revised" shall govern the procedure and conduct of meetings when not in conflict with these Bylaws or the Articles of Incorporation of the Association.

ARTICLE 13 COMMUNICATIONS AND NOTICE

- § 13.01 The Association shall maintain an up-to-date website freely accessible to the public to host documents and notices approved by the President or Board.
- § 13.02 The Association shall maintain an up-to-date directory of the email addresses and alternate means of contact of the representatives and alternates of Members for the exclusive purpose of informing members of events requiring notice.
- § 13.03 Notice by publication on the website and/or via email sent from the Association's email service shall constitute proper notification for all instances requiring notification in these Bylaws.
- § 13.04 The Vice President, in accordance with §16.02, shall be responsible to maintain the operation of the website and ensure its currency.

ARTICLE 14 MANNER OF ACTING

- § 14.01 A quorum present, the act of a majority of the eligible voting members present shall constitute the action of the Association, except as may be otherwise provided in these Bylaws.

ARTICLE 15 BOARD OF DIRECTORS

- § 15.01 **GENERAL POWERS:** The affairs of the Association shall be managed by the Board of Directors.
- § 15.02 **NUMBER AND TENURE:** The Board of Directors shall consist in five (5) members: the four Officers of the Corporation and a Director at Large. The Officers of the Corporation (Association) shall be a President, a Vice-President, Treasurer and Secretary. All Officers shall be voting members of the Corporation (Association). [Ref. §8.01.2 – voting privileges of Board Members.] The Immediate Past President of the Association may be invited to serve as a non-voting Board Member, in an advisory capacity to promote continuity and provide historical context of prior Board decisions. Each Director shall hold office for a term of one (1) year, beginning immediately after the March meeting at which they shall be elected.
- § 15.03 **QUALIFICATIONS:** Membership on the Board of Directors shall be open to all Presidents, Designated Representatives, Alternate Representatives, Board Members of the Member Civic Associations. Provided they have regularly attended and participated in recent meetings of the Association, it is also open to persons who have served in such capacity in the past, and to Member Civic Association members in good standing recommended by the President of their Member Civic Association,
- § 15.04 **ELECTIONS:** The Members of the Board of Directors shall be elected each March by the Members at the regular meeting to serve during the next twelve (12) months. A Slate of Candidates for each Director position shall be presented to the members by the Nominating Committee as provided in Article 17 below. Nominations may also be made from the floor by Members qualified to vote at the regular March meeting.

§ 15.05 **VACANCIES:**

- § 15.05.1 Vacancy in the Office of President shall be filled immediately by the Vice-President, who shall be addressed as Acting President, for the remainder of the unexpired term of the former President. This results in a vacancy in the Office of the Vice President.
- § 15.05.2 Vacancy in the Office of Vice President shall be filled by appointment at a Special Meeting of the Board to be held within 30 days of the vacancy for that purpose. Any person so appointed by the Board shall be addressed as Acting Vice President.
- § 15.05.3 A vacancy in any of the other positions on the Board may be filled by appointment at a Special Meeting of the Board or by Special Election, should the Board so decide. The Board shall, within 30 days of any such vacancy, hold a Special Meeting to announce whether it has appointed an Acting Director, or whether it intends to do so by Special Election, in which circumstance the Board shall set the date for the Special Election not later than 60 days following the vacancy. Any Director appointed by the Board to fill a vacancy shall be addressed as “Acting”, but any Director filling a vacancy by virtue of a Special Election shall be addressed by the usual title of that position. In all cases, the person selected to fill the vacancy shall serve the remaining portion of the unexpired term of the previous officeholder.
- § 15.05.4 Any person, whether appointed or elected to fill a vacancy, must meet the Qualifications of §15.03.

§ 15.06 **REGULAR BOARD MEETINGS:** A regular annual meeting of the Board of Directors shall be held in April, immediately after taking office, and October and-from time to time-as shall be determined necessary by the Board or required by events. Notice of Board Meetings shall be in accordance with Article 13: Communications & Notice.

§ 15.07 **SPECIAL BOARD MEETINGS:** Special meetings of the Board of Directors may be called at any time by the President. The President shall likewise call a special meeting at the request of any two (2) Directors upon receipt of a request by email or in writing to the President. The President shall fix the place for the special meeting, which shall be in the Neartown area. Notice of Special Meetings of the Board shall be provided according to the methods set forth by Article 13: Communications & Notice stating time, place, and date of the proposed meeting. Notice of Special Meetings of the Board shall be provided not less than 24 hours prior to the start of said meetings.

§ 15.08 **WAIVER OF NOTICE:** 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 by the Director. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

§ 15.09 **QUORUM:** A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a simple majority of the Directors is present, a majority of the Directors present may adjourn the meeting from time to time without any further notice.

§ 15.10 **MANNER OF ACTING:** The act of a majority of the Directors present at a meeting of the Board of Directors 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 these Bylaws.

§ 15.11 **COMPENSATION:** Directors shall not receive any salaries or other compensation for their services. This provision shall not be construed to prohibit reimbursement for reasonable expenditures on behalf of the Association approved by the Board.

- § 15.12 **INFORMAL ACTION BY DIRECTORS:** Any action which is required or permitted to be taken at a meeting of Directors may be taken without a meeting, provided that written consent setting forth the action so taken shall be signed by all the Directors. Actions taken in this manner shall be reported at the next regular membership meeting.
- § 15.13 **REMOVAL:** Any Director may be removed from the Board by a majority vote of the remaining Directors for failure to perform Board or executive duties and responsibilities. Any Director may also be removed by a two-thirds (2/3) majority of the Members eligible to vote present at any meeting, provided 30 days' notice of the proposed removal was given in accordance with §13.03. Any vacancy created by such removal shall be filled in accordance with §15.05.

ARTICLE 16 DUTIES OF OFFICERS

- § 16.01 **PRESIDENT:** The President shall be the principal executive officer of the Corporation (Association) and shall supervise and control all business and affairs of the Corporation (Association), subject to the direction of the Board of Directors as provided herein. They shall preside over all meetings of the Members and of the Board of Directors, except meetings of the Presidents' Council, and give all notices in accordance with the provisions of these Bylaws or as required by law. In accordance with Article 18 herein, the President may, with at least one other Officer, sign any deeds, mortgages, bonds, contracts, or other instruments which the members have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by these Bylaws or by statute or by vote of the membership to some other Officer of the Corporation (Association); and in general shall perform all the duties incident to the President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall, in accordance with Article 5.02 of these Bylaws ensure that the services of a professional Registered Agent are continuously maintained, or re-established without delay should circumstances require the replacement of such an agent.
- § 16.02 **VICE-PRESIDENT:** In the absence of the President or in the event of their inability or refusal to act, the Vice-President shall perform the duties of President, and when so acting shall have all the power of and be subject to all the restrictions upon the President. The Vice-President shall be responsible for arranging the programs for the regular meetings of the members; and shall be responsible to maintain the operation of the website and ensuring its currency. The Vice-President shall perform such other duties as from time to time may be assigned to them by the President or the Board of Directors.
- § 16.03 **TREASURER:** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation (Association); receive and give receipts for monies due and payable to the Corporation (Association) from any source whatsoever, and deposit all such moneys in the name of the Corporation (Association) in such depositories as shall be selected in accordance with the provisions of Article 18 of these Bylaws; shall ensure that all reports required to be filed with the Internal Revenue Service, The Texas State Comptroller, and the Texas Secretary of State shall be filed in a timely manner, and perform such other duties as from time to time may be assigned them by the President and the Board of Directors. The Treasurer shall present to the Board and the Members a report of the Association's Income and Expenses, Deposits and Liabilities from time to time as directed by the Board, but at least annually each March, and shall present all bills or invoices received to the President for approval prior to payment.
- § 16.04 **SECRETARY:** The Secretary shall conduct and maintain all the correspondence of the Corporation (Association) as directed by the President; maintain a current listing of all Member Civic Associations and Provisional Members, to include the Representative and Alternate Representative, and the Officers & Directors of each; keep the minutes of all meetings of the Association; serve as the custodian of records of all correspondence, all password or login credentials necessary for the operations of the Association, and the Association Style Sheet (letterhead, fonts, color palette and logo); and, in general, perform the duties incident to the Office of Secretary and such other duties as from time to time may be assigned them by the President or by the Board of Directors.

§ 16.05 **SERVICE IN MORE-THAN-ONE POSITION CONCURRENTLY:** Ideally, each of the four (4) Officer Positions should be filled by a unique individual. However, when circumstances prevent this, it is possible for one individual to serve in two Officer positions concurrently, within the following specifications:

- § 16.05.1 The positions of President and Vice President cannot be filled by the same individual. Should the Vice President be required to fill the Presidency, then a vacancy in the office of Vice President shall exist and be filled as specified in §15.05.
- § 16.05.2 The positions of President and Treasurer may not be filled by the same individual.
- § 16.05.3 The positions of President and Secretary may not be filled by the same individual.
- § 16.05.4 Should it be required that an Officer fills two positions simultaneously, that Officer shall have a single vote.
- § 16.05.5 Efforts to fill the unexpired term of the vacant position shall continue at each meeting of the Association and Board until the vacancy can be filled in accordance with §15.05.

ARTICLE 17 COMMITTEES

§ 17.01 The President, in consultation with the Board, may establish committees as needed and in so doing specify the duties, objectives, term, and composition of such committees, as well as any operating rules the Board may deem necessary to the mission of said committees.

§ 17.02 **PRESIDENTS' COUNCIL:** The Presidents' Council is established as a Standing Committee to provide a forum for the presidents and prospective presidents of Neartown civic associations to exchange ideas on operational issues, security concerns, proposed development changes, and other like matters of their civic associations with the objective of sharing their combined knowledge and experience to encourage best management practices for each of their organizations.

§ 17.02.1 The Presidents' Council shall consist in the President of each Member Civic Association, regardless of whether said President serves as their Member Civic Association's designated representative or alternate in the Neartown Association. If the President of any Member Association is unable to serve themselves, they may designate in writing another member of their Civic Association board to serve in their place on the Presidents' Council. It is preferred that each Member Civic Association's President serve on this Council so that it can better serve its mission to facilitate the exchange of information, ideas, and best practices directly among the Member Civic Associations. The Designated Representative or Alternate Representative of Provisional Members may also participate in the Council. The President of The Neartown Association shall be an ex officio member of the Council.

§ 17.02.2 **Voting Rights:** The President (or their designee described above) of **each Member Civic Association shall have a single vote** on matters before the Presidents' Council. **Provisional Members** may raise issues for discussion at the Presidents' Council but may not vote.

§ 17.02.3 The vote of a majority of the participants eligible to vote at a meeting of the Presidents' Council at which a quorum is present shall be forwarded to the Neartown Board for action and discussion at an upcoming general meeting.

- § 17.02.4 **Meetings & Quorum:** The Presidents' Council shall meet each quadrimester beginning in January to conduct regular business. A Quorum for a meeting of the Presidents' Council shall be a majority of the Presidents (or their designee) of Member Civic Associations eligible to vote.
- § 17.02.4.1 The agenda of the January meeting of the Presidents' Council should include: **(1)** the introduction of newly elected Presidents and Vice Presidents of the Member Civic Associations and Representatives of Provisional Members; **(2)** the exchange of contact information amongst the Associations; -- the selection of the Chair and Vice Chair of the Presidents' Council. Ideally, the chairmanship of the Presidents' Council should be on a rotating basis among the Member Civic Associations to encourage the acquisition of experience and sharing of diverse management techniques and viewpoints with the Council; **(3)** the formation of a **COMMITTEE ON NOMINATIONS** to secure candidates for the five (5) positions on the Neartown Board of Directors. Note that in the case of the nominee for the At Large Position on the Neartown Board of Directors, the Committee on Nominations is free to set its own guidelines—the objective being to select someone willing to serve actively on the Association Board. The Chair of the Presidents' Council shall report the recommendations of the Committee on Nominations to the Board of Directors and the Membership at the February regular meeting of the Association. This schedule of Presidents' Council Meetings and agenda was developed to better synchronize with the election of Officers and Directors of the Member Civic Associations and to facilitate easier transitions of new members onto the Council by providing sufficient time for transition from outgoing to incoming members.
- § 17.02.4.2 Meetings of the Presidents' Council shall be chaired by the Chair, or in their absence the Vice Chair, of the Presidents' Council. The Chair and Vice Chair shall together work to set the agenda for each meeting of the Council in conjunction with these Bylaws, and with the President of the Neartown Association in cases where speakers from outside the Association are to address the Council.
- § 17.02.4.3 If circumstances require that Neartown Association holds a regular meeting during a month which would otherwise have been reserved for the Presidents' Council, the meeting date of the Presidents' Council may be rescheduled to accommodate the requirements of the Association. The President would then work with the Chair of the President's Council to reschedule the Council's meeting, preferably the month immediately following such a substitution to maintain the continuity of the business of the Presidents' Council. Notwithstanding this provision, the Presidents' Council shall meet in January to conduct the business required in §17.02.4.1.

§ 17.02.4.4 **The preferred format for the Presidents' Council Meetings is a private, in-person meeting not open to non-members of the Council** so that the members may conduct business in as efficient a manner as possible. With the consent of the members of the Presidents' Council, Member Civic Association Presidents may invite a guest member of their association to attend and observe with them as a method of training them to serve as a potential Board Member or leader in their civic association.

- § 17.03 **Authority of Committees:** A committee's authority is defined by the Board of Directors and any action by a committee is subject to approval by the Board. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed by law.
- § 17.04 **VACANCIES:** Vacancies in the membership of a committee shall be filled by appointment by the President or by the committee members themselves if so delegated by the President.
- § 17.05 **RULES:** Each committee may adopt rules for governing not inconsistent with these Bylaws or any rules adopted by the Board of Directors.

ARTICLE 18 FINANCES

- § 18.01 **CONTRACTS:** For a contract on behalf of the Corporation to be valid it must first be authorized by the Association Membership and signed by the President and at least one other Officer. However, prior authorization by the Members shall not be necessary for the routine purchase of supplies, services, and utilities in the ordinary business of the Corporation or in the maintenance of the Corporation's property.
- § 18.02 **CHECKS AND DRAFTS:** All checks, drafts, and orders for payment of money or other evidences of indebtedness issued in the name of the Corporation shall require the signature of either the Treasurer or the President, and a copy of all such checks or drafts along with their corresponding bill or invoice shall be provided to both the President and the Treasurer. Any payments that exceed any limits previously set by the Board must receive additional Board approval.
- § 18.03 **DEPOSITS:** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. The source and purpose of each item deposited shall be recorded by the Treasurer.

ARTICLE 19 RECORDS

- § 19.01 The Corporation shall keep correct and complete records of accounts and shall also keep minutes of all Association meetings. Records of the Association shall be available for inspection in accordance with governing State and Federal requirements.

ARTICLE 20 WAIVER OF NOTICE

- § 20.01 Whenever any notice is required to be given under the Texas Business Organizations Code or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, 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 such notice.

ARTICLE 21 AMENDMENT TO BYLAWS OF CORPORATION

- § 21.01 These Bylaws may not be altered, amended, or repealed or new Bylaws adopted except by a two-thirds (2/3) majority of the members present and eligible to vote at any regular meeting or at any special meeting where a quorum is present, provided that notice and the text of the proposed amendment was given at least forty-five (45) days prior to the scheduled vote on the amendment(s).

ARTICLE 22 FISCAL YEAR

- § 22.01 The Fiscal Year of the Corporation shall be a calendar year.

ARTICLE 23 EFFECTIVE DATE OF ADOPTION

- § 23.01 These amendments to the existing Bylaws of the Neartown Association shall become effective and supersede all previous versions immediately following their ratification according to the rules of Article 9 of the Bylaws of the Neartown Association as amended May 23, 2023.

Ratified by vote of eligible members present at a special meeting of the Neartown Association on the 12th of December 2024.