

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

ARTICLE ONE.

NAME

1.01 The name of this organization shall be the Ryan Place Improvement Association, Inc. hereafter referred to as the Association. It shall be a nonprofit organization incorporated under the laws of the State of Texas.

PURPOSE

1.02 The Bylaws shall govern the Association and its members and facilitate the fulfillment of the purposes provided in the Articles of Organization.

ASSOCIATION BOUNDARIES

1.03 The boundaries of the Ryan Place neighborhood for purposes of these Bylaws, shall encompass, include, and consist of all the property and lots within the area described as follows save and except any commercial or industrially zoned property contained therein, which is illustrated on the map attached 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 South curb line 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 REGISTERED OFFICE

2.01 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.

OTHER OFFICES

2.04 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

DIRECTORS

DIRECTORS DEFINED

3.01 "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 Sustaining Membership in the Association shall be eligible to serve as a Director.

POWERS

3.02 The business and affairs of the Association and all corporate powers shall be exercised by or under authority of the Board of Directors.

NUMBER OF DIRECTORS

3.03 The number of Directors of this Association shall be fifteen (15), which shall consist of five (5) Officers and ten (10) Street Directors. The number of Directors may be modified from time to time by amendment to these Bylaws.

TERM OF OFFICE

3.04 Each Director shall hold office until the next Annual meeting of the Directors and until his successor shall have been elected and qualified.

VACANCIES

3.05 (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.

DECLARATION OF VACANCY

(2) The Board of Directors may declare vacant the office of a Director in either of the following cases: (a) if the director is adjudged incompetent by an order of court, or finally convicted of a felony; (b) if within sixty (60) days after notice of election, the Director does not accept the office either in writing or by attending a meeting of the Board of Directors; (c) if a majority of the Sustaining Members of the Association vote to remove the Director; or (d) if two-thirds (2/3) of the Board of Directors vote to remove the Director.

FILLING VACANCIES BY DIRECTORS

(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.

PLACE OF MEETINGS

3.06 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.

REGULAR MEETINGS

3.07 (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.

CALL OF REGULAR MEETINGS

(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 Vice President or by any two Directors.

NOTICE OF REGULAR MEETINGS

(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 days before the meeting.

VALIDATION OF MEETING DEFECTIVELY CALLED OR NOTICED

(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.

CALL OF SPECIAL MEETING

3.08 (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 any Vice President or by any two Directors.

NOTICE OF SPECIAL MEETING

(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 days before the meeting.

QUORUM

3.09 A quorum of the Board of Directors shall be nine (9) Directors. Only Officers, Street Directors, or seated Alternates shall be allowed to vote at Board of Director meetings.

MAJORITY ACTION

3.10 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.

ADJOURNMENT

3.11 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.

CONDUCT OF MEETINGS

3.12 At every meeting of the Board of Directors, the President, or in the President's absence, a Vice President designated by the President, or in the absence of such designation, a chairman chosen by a majority of the Directors present, shall preside. The Secretary of the Association shall act as Secretary of the Board of Directors. In case the Secretary shall be absent from any meeting, the chairman may appoint any person to act as Secretary of the meeting.

COMPENSATION

3.13 Directors receive no compensation for their services.

INTERESTED DIRECTORS

3.14 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.

BOARD COMMITTEES -- AUTHORITY TO APPOINT

3.15 (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.

AUTHORITY OF EXECUTIVE AND OTHER COMMITTEES

(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 for Directors for action.

STANDING COMMITTEES

3.16 The Standing Committees of the Association shall include:

(1) **Nominating Committee.** No less than sixty (60) days before the November general meeting, the President shall appoint a nominating committee and committee chair to nominate Executive Board Officers and Street Directors for the next term. The committee shall consist of at least five (5) Board of Directors members, and up to two (2) Members-at-large. The committee shall prepare a slate of nominees 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. Any nominee must previously agree to his or her nomination;

(2) **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;

(3) **Ryan Place Historic Overlay Committee.** The Historic Overlay Committee shall be composed of one resident per street. Positions are to rotate among the households of the streets. The Committee's Chair 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;

(4) **Membership Committee.** The Membership Committee members shall be comprised of one of the Associations Vice Presidents, the Treasurer and the Street Directors. The Treasurer will maintain a current list of contributors with their name, contact information and the amount the contribution. The Treasurer shall provide the Vice President with the list to distribute to the Webmaster and newsletter Editor once a month. Committee members shall actively promote the Sustaining Membership program at neighborhood meetings and events. Committee shall be responsible for the update of the Ryan Place Directory;

(5) **Finance Committee.** The Finance Committee shall consist of the Executive Board Officers, one Street Director, and one Member at-large who are selected at the Annual Election by the President. The committee shall be responsible for the preparation of the annual budget and an audit of the Association's accounting records and assets. The audit shall be observed, but not conducted, by the outgoing and incoming Presidents and Treasurers. The Committee shall submit the annual budget for Board approval and audit report at the January Board of Directors meeting;

(6) **Communications Committee.** The Communications committee shall be composed of one of the Vice Presidents, Secretary, Newsletter Editor, and the Webmaster. The committee shall ensure that an overall internal and external communications strategy for the Association is implemented. The President shall delegate to the committee official Association documents, notices and instruments for disbursement to the public and to the Association's Members;

(7) **Programs/Events Committee.** The Programs/Events committee shall be composed of one of the Vice Presidents, and Board or Association members that will coordinate programs of neighborhood interest and neighborhood events;

(8) **Marketing Committee.** This Marketing committee shall be comprised of one of the Vice Presidents, and Board or Association members that will promote the Ryan Place neighborhood and the Association to the City, Realtors, Historic Fort Worth and other entities.

ARTICLE FOUR

OFFICERS AND STREET DIRECTORS

NUMBER AND TITLES

4.01 The officers of the Association shall be a President, 1st Vice President, 2nd Vice President, Treasurer, Secretary, Parliamentarian and such other officers as may be elected in accordance with the provisions of this Article. 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, Stanley & Livingston Avenues; (6) Elizabeth Boulevard; (7) Willing Avenue; (8) Ryan Avenue; (9) 5th Avenue; and (10) 6th Avenue. The Association may also have, at the discretion of the Board of Directors, one or more additional Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of this Article.

ELECTION

4.02 (1) The Officers of the Association, except such officers as may be appointed in accordance with the provisions of Paragraph 4.03 or Paragraph 4.05 of this Article, shall be chosen at the Annual Membership Meeting. The Officers shall serve a two (2) year term and shall not hold two (2) Officer positions simultaneously. The officers shall be elected as follows: President, 2nd Vice President, and Treasurer in even years; 1st Vice President, and Secretary 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 4.03 or Paragraph 4.05 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. If there is more than one nominee for any Street Director position, the candidate receiving the second highest number of votes shall be the Alternate Street Director. 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 4.01 in odd years; and Street Directors 6 through 10 as listed in 4.01 in even years.

SUBORDINATE OFFICERS AND ALTERNATIVE STREET DIRECTORS

4.03 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 Street Directors shall have no powers except for acting on behalf of a Street Director who is unable to attend a meeting.

REMOVAL AND RESIGNATION

4.04 Any Officer or Street Director may be removed, either with or without cause, by a majority of the Directors, at any Regular or Special meeting of the Board of Directors, or, except in case of an officer chosen by the Board of Directors, by any committee or officer upon whom that power of removal may be conferred by the Board of Directors. Any Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Association. Any resignation shall take effect at the date of the receipt of that notice or at any

later time specified therein, and, unless otherwise specified therein, the acceptance of that resignation shall not be necessary to make it effective.

VACANCIES

4.05 If any Officer or Street Director position becomes vacant by reason of death, resignation, removal, or otherwise, the Board of Directors shall elect a successor who shall hold office for the unexpired term, and until a successor is elected.

PRESIDENT

4.06 The President shall 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. 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:

CONDUCT MEETINGS

(1) Preside at all meetings of the Board of Directors in the absence of the Chairman of the Board, or, if there is none, at all meetings of the Board of Directors, and shall be ex officio member of all the Standing committees, including the Executive committee, if any.

EXECUTE INSTRUMENTS

(2) 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.

VICE PRESIDENT

4.07 In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice President designated by the Board of Directors, 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. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the bylaws.

SECRETARY

4.08 The Secretary shall:

BYLAWS

(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.

CERTIFICATE OF FORMATION

(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.

MINUTES OF MEETINGS

(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 the

meeting, 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.

NOTICES

(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 the Secretary's refusal or neglect to act, notice may be given and served by an Assistant Secretary or by the President or Vice President or by the Board of Directors.

CUSTODIAN OF RECORDS

(5) Be custodian of the records of the Association including, but not limited to, the Association Record Book and Election / Appointment Record.

SIGN OR ATTEST DOCUMENTS

(6) Sign or attest any documents as required by law or the business of the Association when necessary or proper.

REPORTS AND STATEMENTS

(7) See that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed.

EXHIBIT RECORDS

(8) Exhibit at all reasonable times to any Director, the bylaws and minutes of proceedings of the Directors of the Association.

OTHER DUTIES

(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.

ABSENCE OF SECRETARY

(10) In case of the absence or disability of the Secretary or the Secretary's refusal or neglect to act, the Assistant Secretary, or if there be none, the Treasurer, acting as Assistant Secretary, may perform all of the functions of the Secretary. In the absence or inability to act, or refusal or neglect to act of the Secretary, Assistant Secretary, and Treasurer, any person thereunto authorized by the President or Vice President or by the Board of Directors may perform the functions of the Secretary.

ASSISTANT SECRETARY

4.09 At the request of the Secretary, or in the Secretary's absence or disability, the Assistant Secretary, designated as set forth in preceding Subparagraph of these bylaws shall perform all the duties of the Secretary, and when so acting, the Assistant Secretary shall have all the powers of, and be subject to all the restrictions on, the Secretary. The Assistant Secretary shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors or the Secretary.

TREASURER

4.10 The Treasurer shall:

FUNDS -- CUSTODY AND DEPOSIT

(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.

FUNDS -- RECEIPT

(2) Receive, and give receipt for, moneys due and payable to the Association from any source whatever.

FUNDS -- DISBURSEMENTS

(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.

MAINTAIN ACCOUNTS

(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.

EXHIBIT RECORDS

(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.

REPORTS TO PRESIDENT AND DIRECTORS

(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.

OTHER DUTIES

(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.

ABSENCE OF TREASURER

(8) In case of the absence or disability of the Treasurer or the Treasurer's refusal or neglect to act, the Assistant Treasurer or the Secretary acting as Assistant Treasurer may perform all of the functions of the Treasurer. In the absence or inability to act, or refusal or neglect to act, of the Treasurer, the Assistant Treasurer, and the Secretary, any person thereunto authorized by the President or Vice President or by the Board of Directors may perform the functions of the Treasurer.

ASSISTANT TREASURER

4.11 At the request of the Treasurer, or in the Treasurer's absence or disability, the Assistant Treasurer designated as set forth in preceding Subparagraph of these bylaws shall perform all the duties of the Treasurer, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the Treasurer. The Assistant Treasurer shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors or the Treasurer.

ARTICLE FIVE

EXECUTION OF INSTRUMENTS AND DEPOSIT OF FUNDS

AUTHORITY FOR EXECUTION OF INSTRUMENTS

5.01 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.

BANK ACCOUNTS AND DEPOSITS

5.02 (1) 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.

ENDORSEMENT WITHOUT COUNTERSIGNATURE

(2) 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 any Vice President, or the Treasurer or any Assistant 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.

SIGNING OF INSTRUMENTS

(3) 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 such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

CONTRIBUTIONS

(4) 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 SIX

CORPORATE RECORDS AND REPORTS

MINUTES OF CORPORATE MEETINGS AND OTHER ASSOCIATION RECORDS

6.01 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.

BOOKS OF ACCOUNT

6.02 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.

INSPECTION OF RECORDS BY DIRECTORS

6.03 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.

FISCAL YEAR

6.04 The fiscal year of the Association shall be as determined by the Board of Directors.

ARTICLE SEVEN

AMENDMENT OF BYLAWS

ADOPTION, AMENDMENT, REPEAL OF BYLAWS BY DIRECTORS

7.01 Bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by a two-thirds (2/3) vote of eligible voting members.

ARTICLE EIGHT

OPERATIONS, DISTRIBUTION AND DISSOLUTION

8.01 The Bylaws shall govern the Association and its members and facilitate the fulfillment of the purposes provided in the Articles of Incorporation.

8.02 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.

Public Meetings and Public Records

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.

Non-Discrimination

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 NINE

MEMBERSHIP

GENERAL MEMBERSHIP

9.01 General Membership in the Association shall be open to any resident and/or property owner, 18 years of age or older, within the Association Boundaries as described in Article One.

SUSTAINING MEMBERSHIP

9.02 A Sustaining Member is a General Member who has contributed an amount greater than or equal to the minimum annual contribution as established by the Board of Directors.

VOTING

9.03 To be eligible to vote, an individual must be a Sustaining Member of the Association.

A. Each property address in the Ryan Place neighborhood holds one vote. All members of the same property address share the right to a single vote.

B. Businesses within the boundaries as described in Article 5, are not eligible to vote on Association matters.

C. No member may vote by proxy or cumulatively.

MEETINGS

9.04 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.

9.05 **Annual Membership Meeting.** An Annual Membership Meeting shall be held in November of each year. Elections for Directors take place at the November Annual Membership Meeting and shall be elected according to Sections 4.02.1 and 4.02.2. 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) Sustaining Members eligible to vote. An affirmative vote of more than fifty percent (50%) of the Sustaining Members present at the meeting shall be binding on the Association regarding any matter placed before the membership for a vote.

9.06 **Monthly Association Meetings.** Meetings of the Association shall be held each month, except July and December, of each year.

9.07 At every meeting of the members, the President, or, in the President's absence, a Vice President designated by the President, or, in the absence of such designation, any other person chosen by a majority of the members of the Association present in person eligible to vote, shall act as chairman of the members' meeting. The Secretary of the Association, or, in the Secretary's absence, an Assistant Secretary, shall act as Secretary of all meetings of the members. In the absence of the Secretary or Assistant Secretary, the chairman may appoint another person to act as Secretary of the meeting.

9.08 (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 incorporation, 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.

9.09 (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) Sustaining Members.

(2) Any person or persons entitled under Subparagraph (1) 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.

Adopted on the 16th day of November 2009.

Signed Copy on file with the Secretary of the Association.

Keith Head, President / Director

I, Keith Head, 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, 2009.

Signed Copy on file with the Secretary of the Association.

Keith Head, President/Director



Ryan Place Neighborhood Boundaries

Base Map Created by Andy Tait