

**BYLAWS
OF
OLD ENFIELD HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I.
NAME AND PURPOSE**

- 1.1 Name. OLD ENFIELD HOMEOWNERS ASSOCIATION, INC. (the “Association”), is a non-profit corporation organized under the laws of the State of Texas.
- 1.2 Purpose. The Association shall be a non-profit corporation open to all persons owning and residing in a residential structure located within the boundaries of a designated area within the City of Austin, Texas, (the “neighborhood”) who may, through the Association, consider and deal by all lawful means with common and shared concerns, goals and activities that affect the quality of life of its members. The Association shall be concerned with community development, ecology, safety, and other related matters that indirectly and directly affect the quality and character of the neighborhood and the City of Austin. The Association’s primary goal is to preserve the neighborhood and protect it from deterioration.

**ARTICLE II.
POWERS**

In furtherance of the purposes described above, the Association shall, through its Board of Directors and Officers, have power to take all lawful actions, including, without limitation, the power to collect and disseminate statistics and other information, conduct investigations, take public stands and publish or advertise its policy stands in any suitable and lawful manner.

ARTICLE III.
BOUNDARIES

The boundaries of the neighborhood for residence and membership purposes of the Association shall be reflected in Exhibit "A" attached hereto, on which the shaded portion designates the geographical boundaries and area within which an eligible residential household must be located.

ARTICLE IV.
FISCAL YEAR

The fiscal year of the Association shall begin September 1 of each year and continue through August 31 of the next year.

ARTICLE V.
MEMBERSHIP

5.1 Eligibility. Any person over the age of eighteen years, owning and residing in a residential structure located within the defined boundaries of the neighborhood, and who considers such residence as his or her principal residence, may apply for a family or household membership and include all other adult family members of the household, and shall become a Regular Member in good standing thirty days after receipt by the Association of his or her application accompanied by payment of the required annual dues.

5.2 Delinquency and Reinstatement. A member household delinquent in payment of dues for twelve or fewer months may be reinstated to voting rights and to the status of a member in good standing on payment of current dues with no waiting period. After twelve months delinquency, the member will be treated as a new applicant.

5.3 Application and Voting. The application for membership shall be submitted in writing addressed to the Board of Directors, listing such additional family members of the household, as desired, accompanied by a personal check of the applicant in payment of the annual dues. If payment

is tendered in cash, the application and cash payment shall be delivered directly and in person by the applicant to the Board of Directors. All adult members of the household receiving membership are eligible to attend meetings of the Association. However, only one vote per household shall be counted in any election or balloting of the membership on matters presented to the Association's membership for a vote.

5.4 Honorary Membership. The Board of Directors, at its discretion, may name people to be honorary members of the Association. Honorary members shall receive mailings and other communications from the Association but have no other privileges of membership, including voting. There shall be no charge for membership for such honorary members.

5.5 Resident Membership. Any person over the age of eighteen years, residing in a residential structure located within the defined boundaries of the neighborhood, and who considers such residence as his or her principal residence but does not own the residence, may apply for a resident membership and include all other adult family members of the household, and shall become a member in good standing thirty days after receipt by the Association of his or her application accompanied by payment of the required annual dues. Resident members of the Association shall receive mailing and other communications from the Association but have no other privileges of membership, including voting. The annual dues for Resident Members shall be the same as those of Regular Members.

ARTICLE VI
DUES

The annual dues required for membership in good standing in the Association, per household shall be determined by a vote of the membership at the annual meeting or at a special meeting called for the purpose of changing dues, provided that at least ten (10) days written notice is given, which notice shall specify that the agenda will include the proposed dues change. The present dues shall be Twenty Five Dollars (\$25.00) per year/ per household. Annual dues are payable in advance by the first Monday in July of each year. A member joining after May 1 in any year shall be accorded membership for the next membership year in addition to the remaining months of the current year ending December 31st.

ARTICLE VII.
MEETINGS

7.1 Membership Meetings. There shall be an annual meeting of the Association during the month of September unless otherwise ordered by the Board of Directors, for receiving reports and transacting other business. The election of the Board of Directors will be held every two years on even years. The annual meeting shall be open to all members. Notice of the meeting, issued by the Secretary, shall be mailed to the last recorded address of each household membership at least ten days before the time appointed for the meeting. Use of the Internet World Wide Web and electronic mail are also acceptable means of communication for this purpose. The Board of Directors may call and provide for additional general meetings of the Association by giving the membership at least ten days notice in the same manner as that provided for the annual meeting. A special meeting of the membership of the Association must be called by the President or Board of Directors on receipt by the Board of Directors of a petition requesting and stating the reason for such meeting and bearing the signatures of no fewer than ten voting members of the Association. Only business specified in the call may be transacted. The meeting must be called within thirty days, unless a regularly scheduled general meeting shall intervene, in which case the business of the special meeting shall be considered at the general meeting. A quorum for meetings shall be five percent (5%) of the Regular Memberships (as reflected by the membership roll of the Association) who are members in good standing, when present at any meeting. In case there is less than this number, the presiding officer may adjourn from time to time until a quorum is present.

7.2 Board of Directors Meetings. Regular meetings of the Board of Directors shall be held periodically during the year. Special meetings of the Board of Directors may be called by the President at any time, and a special meeting must be called on written request of any two members of the Board of Directors. At least two days notice by mail, telephone, electronic mail, or the Internet World Wide Web of such meetings must be given to the members of the Board of Directors, and the notice must state the object of the meeting. A quorum for the Board of Directors meetings shall be a majority of the members of the Board of Directors.

ARTICLE VIII.
BOARD OF DIRECTORS & OFFICERS

8.1 Governing Body. The Association shall be governed by a Board of Directors consisting of fourteen members elected every two years, who in turn shall be responsible for election of officers for the next two years. The Board of Directors and Officers are vested with the responsibility of preserving and enhancing the reputation of the Association for achieving the purposes and objectives of the Association.

8.2 Manner of Election and Nomination. Election to the Board of Directors shall be by ballot of members in good standing cast at the annual meeting *held on even years..* The *fourteen* individuals receiving the greatest number of votes cast shall be elected to the new Board of Directors. Only ballots cast by members present at the meeting will be counted. No absentee ballot or proxy will be recognized. By July 1 of each even numbered year, the Board of Directors shall select names of at least *fourteen* members as nominees for the Board of Directors to be elected at the next annual meeting. At least four weeks before the annual meeting, the Board of Directors shall advise the Secretary of its nominations, and the Secretary forthwith shall mail these nominations to the members. Other nominations may be made in writing if signed by at least five members and delivered to the Secretary at least two weeks before the annual meeting, and these nominations shall be presented to the membership at the annual meeting. No nominations from the floor will be accepted.

8.3 Selection of Officers. The Board of Directors shall elect officers from the members of the Association. The officers elected shall be a President, one or more Vice Presidents, Secretary and Treasurer.

8.4 Committees and Positions. The President, with the consent of the Board of Directors, shall appoint task force committees, delegates, representatives, and such other positions necessary for the execution of the purposes, objectives and policies of the Association.

8.5 Tenure, Vacancies & Removal of Directors & Officers. All elective positions are for a period of two years or until a successor is elected. Any member of the Board of Directors absent from three

consecutive meetings without a satisfactory excuse shall be deemed to have resigned as a member of the Board of Directors. He or she may be reinstated by a majority vote of the Board of Directors provided such a vacancy has not been filled. Vacancies occurring in the Board of Directors shall be filled by vote of the remaining members of the Board of Directors until the next annual meeting. Any officer elected by the Board of Directors, or anyone serving in any appointed position of trust, may be removed from office or position of trust for good cause by a two-thirds vote of the Board of Directors.

ARTICLE IX.
DUTIES OF OFFICERS & DIRECTORS

9.1 The President. The President, or in the absence of the President, a Vice President, shall preside over all meetings of the Association and of the Board of Directors. In the absence of both, a temporary presiding officer shall be elected from among the members of the Board of Directors present. The President, with the consent of a majority of the Board of Directors, shall appoint all committees, delegates or representatives to other organizations, task forces and any other position of trust necessary to carry out the purposes and objectives of the Association. The President shall exercise general supervision over all affairs of the Association unless otherwise ordered or provided.

9.2 The Secretary. The Secretary shall keep a complete record of all proceedings and correspondence of the Association and the Board of Directors. The Secretary shall send notices of meetings by mail, electronic mail, or the Internet World Wide Web to members of the Association of Board of Directors as required. The Secretary shall keep a roll of members of the Association, and shall perform all other duties usually appertaining to the office.

9.3 The Treasurer. The Treasurer shall keep the books and accounts of the Association, and shall perform any other duties usually assigned to this officer. He or she shall make payments only for bills authorized by the Board of Directors. In the absence or incapacity of the Treasurer, his or her power to sign checks may be delegated by the Board of Directors to one of its members.

9.4 Special Committees, Task Forces, Etc. These committees may be appointed from time to time by the President, with the consent of a majority of the Board of Directors, to consider and report to the Board of Directors on matters assigned to it requiring investigation. Committee members may be appointed by the President to hold office until relieved, or their tenure can be restricted and limited at the time the committee is created.

ARTICE X.
AMENDMENTS TO BY-LAWS

These By-Laws may be amended by the affirmative vote of two-thirds of the members casting a vote at an annual or special meeting of the Association, provided written notice of the amendment(s) shall have been given to the membership by mail, electronic mail, or the Internet World Wide Web at least thirty days prior to the meeting at which said amendment(s) are to be presented for consideration and adoption. Proposed amendment(s) obtaining fifteen or more household membership sponsors by petition must be submitted at the annual meeting for consideration, unless presented at an earlier special meeting of the Association by a majority vote of the Board of Directors.

ARTICLE XI.
ROBERT'S RULES OF ORDER

Unless otherwise provided herein, Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure.

