

**BYLAWS  
OF  
COCHRAN HEIGHTS NEIGHBORHOOD ASSOCIATION, INC.  
A Texas Non-Profit Corporation**

**Effective January 1, 2020**

**Article I.  
General**

**Section 1.01 Name.** The name of the corporation is COCHRAN HEIGHTS NEIGHBORHOOD ASSOCIATION, INC.

**Section 1.02 Principal Office.** The principal office of the Corporation shall be in such place as the Board may determine from time to time.

**Section 1.03 Registered Office and Registered Agent.** The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent as required by the Texas law. The registered office and a registered agent may be changed from time to time by the Board.

**Section 1.04 Charitable Purposes.** The general purposes of the Corporation are to provide education, protection, the promotion of good fellowship, neighborliness, and civic responsibility among the Members and the Neighborhood. Specifically, the purposes are to:

- (a) Protect the residential integrity of the Neighborhood;
- (b) Prevent unwanted commercial encroachment into the neighborhood;
- (c) Preserve and beautify public property of the Neighborhood in cooperation with local government;
- (d) Improve public facilities and streets in in the Neighborhood;
- (e) Promote public safety and crime prevention;
- (f) Distribute a newsletter and maintain a web site;
- (g) Sponsor public meetings for residents of the Neighborhood;
- (h) Sponsor holiday and/or special programs for residents of the Neighborhood;
- (i) Review public matters that affect the Neighborhood and present information related to such matters to residents of the Neighborhood;
- (j) Engage in any activities not inconsistent with these Bylaws or applicable law.

**Section 1.05 Activities.** The Corporation will remain non-partisan and non-political at all times. The Corporation will never participate or intervene, either directly, or indirectly, in any political campaign on behalf of or in support of any candidate for public office. The Corporation will be operated without regard to race, creed, religion, national origin, color, gender, or sexual orientation. The Corporation will not engage in activities directed to exterior maintenance of any specific private residences. However, this provision will not prohibit activities of the Corporation designed to encourage residents in the beautification of their private property.

**Section 1.06 Definitions.** For purposes of these Bylaws, the terms below shall be defined as follows:

- (a) "**Board**" shall mean the Corporation's board of directors, as more fully described in Article III.
- (b) "**Corporation**" shall mean Cochran Heights Neighborhood Association, Inc., a Texas non-profit corporation.
- (c) "**Director**" shall mean a member of the Board and "**Directorship**" shall refer to the office of a given Director.
- (d) "**IRC**" shall mean the Internal Revenue Code of 1986, as amended from time to time, as well as any successor provisions of applicable law.
- (e) "**Lot**" shall refer to the divided parcels of real property within the Neighborhood as recorded in the Deed Records of Dallas County. The Board shall have reasonable discretion to determine what constitutes a Lot for purposes of these Bylaws. Townhomes shall each constitute an individual Lot for purposes of these Bylaws.
- (f) "**Member**" shall mean any individual who has fulfilled the requirements for membership as described in Article II, either as an Owner (an "**Owner Member**", as a Resident (a "**Resident Member**"), or as both an Owner and a Resident (in which case the Member shall be both an Owner Member and a Resident Member). Individuals whose membership has terminated (without being renewed) or who are ineligible for membership as provided herein shall not be considered Members for purposes of these Bylaws. Except as explicitly provided otherwise herein, "**Members**" shall mean every Member at a given point in time.
- (g) "**Member Business**" shall mean, exclusively, any business of the Corporation on which a Member may, pursuant to these Bylaws and applicable law, cast a vote.
- (h) "**Member Meeting**" shall mean any Regular Meeting or Special Meeting, generally.
- (i) A "**Member Poll**" shall be as described in Section 2.13.
- (j) "**Membership Year**" shall have the meaning prescribed in Section 2.02.

- (k) "**Neighborhood**" shall mean the neighborhood of Cochran Heights in Dallas, Texas. The geographic area of the neighborhood of the Association shall be as illustrated in Attachment A, and contained within the following boundaries:
- The center of the northbound Central Expressway service road from Willis Avenue to Fitzhugh Avenue;
  - The center of Fitzhugh Avenue from the northbound Central Expressway service road to Alcott Street;
  - The center of Bennett Avenue from Alcott Street to Manett Street;
  - The Center of Manett Street, from Bennett Avenue to the center of Henderson Avenue;
  - The center of Henderson Avenue from Manett Street to Willis Avenue; and
  - The center of Willis Avenue from Henderson Avenue to the northbound Central Expressway service road.

A person, place, or thing shall be considered to be "**within the neighborhood**" if they or it are inside such geographical boundaries. If there is any meaningful discrepancy between the boundaries described above and the illustration found on Exhibit A, then the illustration shall be deemed correct and the description of the boundaries shall be amended to fit the illustration.

- (l) "**Officers**" shall mean the President, Vice President, Secretary, and Treasurer.
- (m) "**Owner**" shall refer to each individual with an ownership interest in a given Lot. If a Lot is held in trust, the individual trustee (or all of its individual co-trustees) of such trust shall be the Owner of such Lot; provided, however, if there is no individual trustee of a given trust, then its corporate trustee (or all of its corporate co-trustees) shall be the Owner of such Lot. Trustees of a given trust who would be Owners pursuant to the preceding sentence may, by unanimous written consent delivered to the Board, confer their rights as Owner hereunder to any beneficiary or beneficiaries of such trust on such terms as they shall reasonably prescribe in such written consent, in which case, such beneficiary or beneficiaries shall be considered the Owner of such Lot for purposes of this Agreement. The Owner of any Parcel owned by a business entity shall be the individual (or group of individuals) who exercise primary control over such entity. The Board shall have exclusive and absolute discretion to determine whether a particular person is an Owner of a particular Lot.
- (n) "**Regular Meeting**" shall mean a meeting of the Members as described in Section 2.06.

- (o) "**Representative**" shall have the meaning provided in Section 2.13.
- (p) "**Resident**" shall mean any individual who maintains their primary, fixed place of residence in a given Unit.
- (q) "**Special Meeting**" shall be a meeting of the Members as described in Section 2.07.
- (r) "**TBOC**" shall mean the Texas Business Organizations Code, as amended from time to time, as well as any successor provisions of applicable law.
- (s) "**Unit**" shall refer to a given Lot within the Neighborhood, unless such Lot is subdivided into apartments, units, or some similar designation, in which case Unit shall refer to each individually subdivided part thereof.
- (t) "**Votes Available**" shall refer to all of the votes held by all the Members (or such subdivision thereof as might be specifically indicated in these Bylaws) at a given point in time.
- (u) Except as specifically provided otherwise herein, the term "**year**" shall mean the fiscal year established for the Corporation as described in Section 8.02

Other terms may be defined elsewhere in these Bylaws.

## **Article II.**

### **Membership, Dues & Member Meetings**

**Section 2.01 Eligibility.** Membership shall be open to all Owners or Residents who are at least 18 years of age. No person who is neither an Owner nor a Resident shall be eligible to be a Member. Membership shall be granted to any eligible individual (or group) upon payment of all required dues for a given Membership Year. Any eligible individual (or group) may hold more than one membership for a given Membership Year, for example if such individual (or group) qualifies as both an Owner and a Resident or is such individual (or group) owns more than one Lot. There shall be only one class of Member.

**Section 2.02 Membership Year.** Each Membership Year shall begin on September 1<sup>st</sup> of a given calendar year and continue until August 31<sup>st</sup> of the next calendar year. Dues paid in the final quarter of a given Membership Year may be applied towards membership in the next Membership Year.

**Section 2.03 Termination of Membership.** The membership of each Member shall terminate when such Member becomes ineligible for membership, when such Member resigns, or at the conclusion of a given Membership Year, whichever occurs first; provided however, that a membership shall not terminate upon the conclusion of a given Membership Year if the Member at issue has prepaid all applicable dues for the subsequent Membership Year.

**Section 2.04 Lifetime & Honorary Members.** The Corporation shall not permit lifetime or honorary memberships.

**Section 2.05 Dues.** Dues for Resident Members shall be TEN DOLLARS (\$10.00) per Unit per Membership Year per. No individual may be a Resident Member with regard to more than one Unit at any time. Dues for Owner Members shall be TEN DOLLARS (\$10.00) per Lot per Membership Year. Individuals may be Owner Members with regard to as many Lots of which they are Owners; provided however, that dues must be paid in full with regard to each Lot of which an Owner Member claims membership. Dues must be paid for each membership claimed, even if the memberships relate to the same property. Continued membership in the Corporation is contingent upon being current on all dues. Dues shall not be prorated for any reason with regard to a given Membership Year.

**Section 2.06 Regular Meeting.** The Members shall meet quarterly at Regular Meetings held once each March, June, September, and December at such time and place as the Board shall determine; provided however, that the Board may postpone a Regular Meeting for good cause.

**Section 2.07 Special Meetings.** Special Meetings of the Members may be called by any two Directors or any group of Members holding at least ten percent (10%) of the Votes Available upon written notice to the President of at least ten (10) days. Special Meetings of the Members may be called by the President upon written notice to the Members of at least five (5) days.

**Section 2.08 Notice of Member Meetings.** At least ten (10) days prior to any Member Meeting (or at least five (5) days prior to a Special Meetings called by the President), the Board shall take reasonable steps to provide all the Members and all Residents notice of such Member Meeting. Such notice may, without limitation, be provided by any of the following methods: (i) signs prominently displayed in the Neighborhood, (ii) email, (iii) newsletters, (iv) social media postings, or (v) website postings. To be proper, notice of any Special Meeting must specify the purpose of such meeting.

**Section 2.09 Agenda Items.** Agenda items for any matter permissible under these Bylaws may be added to any Member Meeting by any Director or group of Members holding at least ten percent (10%) of the Votes Available (at the time such addition is requested) by submitting written notice to the President at least ten (10) days prior to such Member Meeting. No item of Member Business may be voted on unless it appeared on the agenda of a given Member Meeting. The agenda of each Member Meetings shall be submitted to the Members at least five (5) days before such Member Meeting.

**Section 2.10 Conduct of Member Business and Quorum.** Members may conduct Member Business at any Member Meeting under reasonable and customary procedures established by the Board which are not inconsistent with these Bylaws. In order to conduct any Member Business at a Member Meeting, a quorum of Members holding at least ten percent (10%) of the Votes Available must be present (exclusive of any Members present strictly for the purpose of protesting the manner in which the Member Meeting was organized). Except as specifically provided otherwise in these Bylaws (or as might be required by applicable law), all Member Business shall be conducted by majority vote of all votes held by Members (or their proxies) who are present at a Member Meeting.

**Section 2.11 Votes.** For transacting Member Business, votes shall be issued to Members by the Corporation, and Members shall hold votes in accordance with this Section. One or more votes shall be issued to a given Member upon the later of: (i) the first day of the calendar month following the calendar month in which such Member's dues were paid in full or (ii) the first day of the Membership Year for which the dues were paid in full. Once all conditions precedent have been met, the Owner Member of a given Lot shall receive one (1) vote, and the Resident Member of a given Unit shall receive one (1) vote. Members may hold multiple votes (alone or in conjunction with other Members) to the extent they qualify to do so. Votes must be cast entirely or not at all, on each matter of Member Business. If any vote is held by more than one Member, then such Members shall be responsible for determining how such vote is to be cast. Once an item is called to a vote, groups of Members holding a single vote shall have three (3) minutes to determine how it should be cast, and if they are unable to decide, the vote shall be deemed abstained. The Board may rely on the representations of any individual Member or group of Members present at a given Member Meeting with regard to how a particular vote is cast.

**Section 2.12 Proxies.** Any Member or group of Members (collectively, a "**Granting Member**") may, by written instrument and according to such policies and procedures as the Board may from time to time determine, appoint any individual to act as proxy for the conduct of any Member Business. Duly appointed proxies shall be entitled to cast all votes of their Granting Members until the termination of their appointment. A given proxy's appointment shall terminate upon the earlier of the following to occur: (i) the appointment is revoked by the Granting Member, (ii) the Granting Member ceases to be a Member, (iii) the proxy dies, resigns, or becomes incapacitated, (iv) the term of the appointment (as provided in the written instrument creating it) ends, or (v) the end of the Membership Year during which the appointment was made. Once a proxy's appointment has terminated, it can only be reinstated by a new written instrument.

**Section 2.13 Member Poll.** As part of its Member Business, the Corporation may conduct a "**Member Poll**" at any duly called Member Meeting with regard to public or civic matters and report the results thereof to appropriate third parties in accordance with this Section. A Member Poll shall never be taken in contravention of any other provisions of these Bylaws or applicable law. The purpose of a Member Poll shall be to gauge Members' interest in and/or support for a given item. In taking and reporting on a Member Poll, the Corporation shall merely act as agent, reporting the opinions of the Members so that they are not required to report do so on their own. The Corporation shall at all times remain neutral with regard to the subject of any Member Poll and it shall make reasonable efforts to provide Members all relevant information relating thereto. Member Polls may only be taken at a given Member Meeting if that meeting's agenda indicated that the Member Poll was going to be taken. To take a Member Poll at a given Member Meeting, the President shall direct that the Members, by show of hands, indicate whether each is for or against a given proposal. Member Polls shall be measured per capita and not by the number of votes each Member might hold. After a Member Poll is taken, the Corporation shall appoint one or more Representatives to report the results of the Member Poll, as appropriate; provided however, that if no Representative is appointed, the President shall be the Representative. When a representative reports a Member Poll, he or she shall always make clear to the third party (i) that the reported information does not reflect the views of the Corporation

and is merely presented as a convenience to the Corporation's Members; (ii) the number of Members present at the Member Meeting where the Member Poll was taken, (iii) the exact wording of the proposal presented for the Member Poll, and (iv) the percentage of such Members present who were for and against such proposal, as well as the percentage, if any, who abstained. The foregoing notwithstanding, no action shall be had under this Section which would violate these Bylaws (including, without limitation the provisions of Article V) or any applicable law.

### **Article III.** **BOARD OF DIRECTORS**

**Section 3.01 Powers.** Other than Member Business, the affairs of the Corporation shall be managed, governed, and controlled by the Board, which shall exercise all powers of the Corporation. Except as properly limited by these Bylaws, the Board shall have all the powers and authority of a non-profit, corporate board of directors as provided in the TBOC and other applicable law.

**Section 3.02 Eligibility.** Any Member in good standing shall be eligible for a Directorship and each Director must at all times be a Member in good standing. A Director who becomes ineligible to be a Member during the term of a Directorship shall be deemed to have resigned his or her Directorship. No individual may hold more than one Directorship at a time.

**Section 3.03 Number and Quorum.** The Board shall consist of at least eight (8) Directors, specifically, a President, a Vice President, a Secretary, a Treasurer, and four (4) Directors at Large. Except as specifically provided otherwise herein, a majority of the Directors then in office shall constitute a quorum for any meeting of the Board.

**Section 3.04 Election and Term.** Directors shall be elected at the September meeting for two-year terms, beginning January 1st of the following year. The President, Vice President, and two Directors at Large being elected in odd-numbered years, and the Secretary, Treasurer, and other two Directors at Large being elected in even-numbers years.

**Section 3.05 Vacancy.** Except as may be otherwise provided herein, if a vacancy occurs in any Directorship prior to the expiration of its term, the Board shall fill such vacant Directorship for the remainder of its term.

**Section 3.06 Meetings.** The Board may meet at such times as the Directors may determine. Unless waived by the President, the Board shall meet at least once in the 30-day period immediately preceding each Regular Meeting. The President shall provide all the Directors with at least two (2) days' notice of any meeting of the Board.

**Section 3.07 Board Meeting Procedures.** Except as otherwise provided herein, or as might be required by applicable law, meetings of the Board shall generally be conducted under such procedural rules as are reasonable and customary. The Directors shall each have equal voting power at any meeting of the Board. All actions of the Board shall be made by majority vote unless provided otherwise in these Bylaws or under applicable law with any tie vote decided by the President, pursuant to Section 4.02.

**Section 3.08 Action by Written Consent.** Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent, setting forth the action so taken, is agreed to in writing by all members of the Board, and such consent shall have the same force and effect as a unanimous vote at a meeting.

**Section 3.09 Proxies.** Any Director (a "**Granting Director**") may, by written instrument and according to such policies and procedures as the Board may from time to time determine, appoint any individual to act as proxy for the conduct of any business at a meeting of the Board. Duly appointed proxies shall be entitled cast all votes of their Granting Directors until the termination of their appointment. A given proxy's appointment shall terminate upon the earlier of the following to occur: (i) the appointment is revoked by the Granting Director, (ii) the Granting Director ceases to be a Director, (iii) the proxy dies, resigns, or becomes incapacitated, (iv) the term of the appointment (as provided in the written instrument creating it) ends, or (v) the end of the Membership Year during which the appointment was made. Once a proxy's appointment has terminated, it can only be reinstated by a new written instrument.

**Section 3.10 Meetings by Electronic Communications Equipment.** Meetings of the Board may be held (and any Director may appear at any meeting) by means of conference telephone or similar communications equipment, or another suitable electronic communications system (including, without limitation, video conferencing), or any combination of the foregoing, if (a) the chairperson of such meeting consents to the meeting being held by such system and (b) the telephone or other system permits each Director participating in the meeting to communicate with all other persons participating in the meeting simultaneously. Participation in such a meeting shall constitute presence in person at such meeting, except where a Director participates in the meeting for the sole and express purpose of objecting to the transaction of any business on the ground that the meeting is not properly called or convened.

**Section 3.11 Compensation and Expenses.** No member of the Board shall be entitled to receive compensation for serving as a Director, but, subject to the approval of the Treasurer, Directors shall be entitled to reimbursement for reasonable and necessary expenses they actually incur in carrying out the business of the Corporation.

**Section 3.12 Delegation of Authority.** To the extent allowed by law, the Board may delegate any authority, in whole or in part, granted to it by these Bylaws or by applicable law to such person or committee as it shall see fit in such manner as it reasonably determines; provided however that the Board shall maintain oversight over any party to whom such authority is delegated and maintain its fiduciary obligations to the Corporation.

**Section 3.13 Conflicts of Interest.** A conflict of interest exists for a Director whenever the Director (or any member of the Director's immediate family) holds a personal financial interest which will be impacted by any action or forbearance of the Corporation or the Board, other than in regard to such person's ownership of residential property within the Neighborhood. A personal financial interest includes an ownership interest in a business. When a Director determines that he or she has a conflict of interest relating to an item under discussion, the Director must inform the other Directors of the conflict and recuse him- or herself from any vote relating thereto.



**Section 3.14 Resignation and Removal.** Directors may resign at any time and for any reason. A Director may be removed by the Board at any meeting held in accordance with these Bylaws for any of the following reasons:

- (a) Failing to attend two or more consecutive regular meetings of the of the Board;
- (b) Acts of significant disloyalty to the Corporation;
- (c) Becoming, in the reasonable discretion of the Board, incapacitated or otherwise unable to fulfill their duties and obligations to the Corporation;
- (d) Violation of any fiduciary duty that a Director owes to the Corporation; and
- (e) Conduct that materially detracts from or conflicts with the charitable mission of the Corporation.

#### **Article IV.** **Officers**

**Section 4.01 Generally.** The Officers shall serve the Corporation as provided in this article. In addition to the powers and responsibilities granted below, each Officer shall have such rights and responsibilities as the Board might from time to time prescribe, or as should become customary in the ordinary course of business.

**Section 4.02 President.** The President shall be the principal executive officer of the Corporation and shall preside over all meetings. The President shall be the spokesperson for the Corporation and shall have authority to sign all (i) deeds and other instruments of conveyance, (ii) checks, drafts and other payments, and (iii) contracts and agreements. The President shall generally conduct any business of the Corporation with third parties, as approved by the Board. The President shall also perform such other duties as may be reasonably requested by the Board. The President may, at his or her pleasure, serve as a member ex-officio of any of the Corporation's committees.

**Section 4.03 Vice President.** The Vice President shall assume all duties of the President in the absence or disability of the President and assist the President in the general supervision of work, including being an ex-officio member of any Committee in the event that the President elects not to be.

**Section 4.04 Secretary.** The Secretary shall be responsible for keeping the minutes of all Member Meetings and all meetings of the Board. He or she shall keep and maintain the books and records of the Corporation in such manner as he or she reasonably deems fit, or if different, as prescribed by the Board. At any time when the President and Vice President are absent, the Secretary shall have the authority to act in their stead in all respects except that the Secretary shall not be empowered to sign any (i) deeds or other instruments of conveyance, (ii) checks, drafts and other payments, or (iii) contracts and agreements.

**Section 4.05 Treasurer.** The Treasurer shall receive, collect, and deposit all dues, and other funds paid to the Corporation in a bank or banks selected by him or her, or as directed by the Board. The Treasurer shall be authorized to sign the Corporation's checks and shall generally disburse funds of the Corporation, as appropriate. The Treasurer shall provide regular reports of the Corporation's finances at Member Meetings and meetings of the Board. The Treasurer shall send notices to members concerning dues.

**Article V.**  
**PROHIBITED ACTIVITIES**

**Section 5.01 General.** The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the IRC, or as a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the IRC.

**Section 5.02 Political Activities.** No substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE VI.**  
**CONTRACTS, CHECKS, DEPOSITS, FUNDS, ETC.**

**Section 6.01 Contracts.** In addition to the President, as provided in Section 4.03, the Board may authorize any Officer, agent or agents of the Corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 6.02 Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the Corporation, shall be signed by the President or Treasurer as provided in Section 4.02 and Section 4.04, respectively, in such manner as may from time to time be determined by resolution of the Board.

**Section 6.03 Gifts.** The Board or any Officer of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general or special purposes of the Corporation. The Board, by majority vote, may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Certificate of Formation, state law or any requirements for maintaining the Corporation's federal and state tax status.

**Section 6.04 Reserves.** The Board may create reserves for such purposes as it shall think beneficial to the Corporation, the form and purpose to be defined by terms that it shall establish, and may expend the reserves pursuant to the terms thereof. In the event that no terms exist for expending such reserve, the Board may create such terms by resolution.

**Section 6.05 Insurance.** The Corporation may, to protect itself and its assets, procure policies of insurance against hazards and risks to which the Corporation may be exposed.

**Section 6.06 Books and Records.** The Corporation shall keep correct and complete books and records of accounts in accordance with accounting principles consistently applied, shall keep minutes of the proceedings of the Board, and shall keep at the registered or principal office a record giving the names and addresses of all Members. All books and records of the Corporation may be inspected by any Member or Director, or his agent or attorney, for any proper purpose at any reasonable time and upon reasonable request.

**Article VII.**  
**U.S. INCOME TAX STATUS**

**Section 7.01 Tax Status.** The Corporation has been organized and shall at all times be operated exclusively as an organization described in Section 501(c)(3) of the IRC and as an organization to which contributions are deductible under Section 170(a) of the IRC.

**Article VIII.**  
**GENERAL PROVISIONS**

**Section 8.01 Amendments.** These Bylaws may be altered, amended, restated or repealed (any of which an "Amendment") may be adopted by majority vote of the Members present at any Regular Meeting; provided however that (i) any Amendment may only be presented for approval by the Board and (ii) the Board shall be required to provide notice of the proposed Amendment together with the text of the Amendment and a reasonable explanation of the rationale thereof to the Members no less than ten (10) days prior to the said meeting. Any alteration or amendment of these Bylaws shall, if required by law, be submitted to the Secretary of State at Austin for his/her approval, and filed in his/her office.

**Section 8.02 Fiscal Year.** The fiscal year of the Corporation shall be the calendar year, unless otherwise determined by the Board in accordance with applicable law and regulations.

**Section 8.03 Winding-Up and Termination.** In order to terminate the Corporation voluntarily, the Board must adopt a resolution to that effect by unanimous vote and the Members must thereafter affirm such resolution by a majority vote at a Regular Meeting. In the event of liquidation or termination of the Corporation (whether voluntary or involuntary), the Board shall, after paying or making adequate provision for the payment of all of the liabilities of the Corporation, distribute all of the net assets of the Corporation exclusively for the purposes of the Corporation to one or more organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at that time qualify as an organization or organizations described in Sections 501(c)(3), 170(c)(1) or 170(c)(2) of the IRC.

**Section 8.04 Facsimile Signatures.** A facsimile or similar reproduction of a signed writing shall be regarded as an original signature, unless otherwise required by law.

**Section 8.05 Headings.** The headings used in these Bylaws have been inserted for administrative convenience only and do not constitute a matter to be construed in interpretation.

**Section 8.06 Number; Gender.** Except where the context indicates otherwise, words in the singular number shall include the plural and vice versa; and pronouns of any gender shall be deemed to include and designate the masculine, feminine or neuter gender.

**Section 8.07 Writings.** With regard to any requirement herein that communication be in writing, such requirement may be satisfied by electronic mail.

**Section 8.08 Certificate of Formation.** In any instance where these Bylaws may conflict with the Corporation's Certificate of Formation (including any amendments to such Certificate), the Certificate of Formation (and any amendments thereto) shall prevail. In order to amend the Certificate of Formation, the Board must adopt a resolution specifying the proposed amendment and directing that the proposed amendment be submitted to a vote at a Regular Meeting.

**Section 8.09 Effective Date.** These Bylaws were adopted by the Members to be effective as of January 1, 2020.

**ATTACHMENT A**

**NEIGHBORHOOD BOUNDRIES**