

BYLAWS
Volente Neighborhood
Association
AS AMENDED APRIL 9, 2005

ARTICLE 1

NAME AND LOCATION

1.01 The name of this organization is the Volente Neighborhood Association ("VNA").

1.02 The Neighborhood represented includes all properties located along FM 2769, Bullick Hollow Road, Lime Creek Road, and properties located along all roadways that originate either directly, or as tributary from these roads.

1.03 The street address of the VNA is 15406 FM 2769, Volente, TX 78641.

ARTICLE 2

DEFINITIONS

2.01 Bylaws. "Bylaws" shall mean the Bylaws of VNA, which may be adopted by the Board and as from time to time amended.

2.02 Board. "Board" shall mean the Board of Directors of VNA.

2.03 Fiscal Year. The fiscal year of the VNA shall be from April 1 to March 31, and all current year memberships shall expire on March 31.

ARTICLE 3

PURPOSE

3.01 The purpose of the organization is to implement, promote, or coordinate with other agencies, programs for the protection, safety and enhancement of the Neighborhood community.

3.02 The Volente Neighborhood Association will not own real property.

3.03 The Volente Neighborhood Association shall be a non-profit corporation.

ARTICLE 4

MEMBERSHIP

4.01 All persons or legal entities that own real property or reside in the Volente area shall be eligible for Voting Membership in VNA.

4.02 VNA may accept, with the approval of the Board of Directors, Associate Membership of any person or legal entity that does not otherwise meet the qualifications of membership in Section 4.01. The Board of Directors may by resolution establish standing guidelines or qualifications for Associate Membership. Associate membership may be accepted under these guidelines without necessitating individual approval. Associate Members shall not have voting rights or be eligible to serve as an Officer or Director.

4.03 To be a Voting or Associate Member in good standing the eligible party must register their current mailing address and phone number with the Secretary of the VNA and pay annual dues for the current year. A Voting Member will be allowed a grace period up to and including the day on which the Annual Meeting is held in which to pay dues for the current year without loss of voting privileges.

4.04 No individual or legal entity shall be entitled to more than one Voting Membership by virtue of the ownership of, or any interest in, more than one parcel of real property. Joint ownership of any parcel of real property shall be entitled to only one Voting Membership. Couples, residing in the same household, shall ordinarily be considered as one membership for the purposes of dues and voting (joint membership). However, individuals residing in the same household in the Volente area may elect to purchase separate, individual memberships for the purpose of voting separately (individual membership). Voting members must be at least eighteen years of age. In the event the membership is joint and not individual, then those joint members must decide among themselves how their vote shall be cast. A vote thereof may be exercised by any one of the joint members then present, in the absence of protest by their respective joint members. In the event of protest by a joint member, the vote shall be divided by the number of joint members, and each joint member shall cast an equal fractional vote.

ARTICLE 5

MEETING OF MEMBERS

5.01 There shall be an annual meeting of the members of the VNA during the first month of the fiscal year for the purpose of electing Directors and for

transacting other business as may come before the meeting. Time, date and place of such meeting shall be set by the Board of Directors and notice thereof shall be posted publicly and/or mailed to the members at least two weeks prior to such date. The Board of Directors may call other meetings of the members as deemed necessary and notice thereof with a statement of the purpose of the called meeting shall be posted publicly and/or mailed to the members at least two weeks prior to such date. For the purposes of this paragraph, "posted publicly" shall include notices placed on the designated VNA web site and "mail" shall include e-mail and other forms of electronic communication.

5.02 At any meeting of the VNA, the members present in person shall constitute a quorum providing that a majority of the Board of Directors is present.

5.03 At least sixty days prior to the annual meeting, the President shall appoint a nominating committee of three or more members, who shall present nominees for Directors for all vacancies for which elections are being held. The nominating committee shall first secure the permission of the proposed nominee to place their name in nomination. Report of such nominees shall be included in the written notice of the annual meeting.

5.04 After presentation of the report of the nominating committee at the annual meeting, nominations may be made from the floor, providing that persons so nominated shall agree to accept nomination.

5.05 Directors shall be elected by a majority of those members voting at the annual meeting.

5.06 The rules contained in Robert's Rules of Order, Newly Revised shall govern all meetings of VNA and its Board of Directors. In cases of conflict with these Bylaws, the Bylaws shall prevail. Interpretation of Governing Rules at any meeting shall be made by the President or Vice-President or presiding officer.

ARTICLE 6

BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE

6.01 The Board of Directors shall consist of nine (9) Directors, all of whom shall be elected at large by a majority of those members voting at the annual meeting.

6.02 The term of office for each Director shall be one year.

6.03 The Board of Directors shall be responsible for the management of the affairs and activities of VNA, for implementing resolutions as passed by the

membership, and shall carry out actions that will further the purposes of the Volente Neighborhood Association.

6.04 The Board of Directors shall meet no less than monthly, at a time and place determined by the Board. The President, or in his/her absence the Vice-President, may call a special meeting of the Board of Directors. All Board meetings shall be open to any member of VNA.

6.05 Five members of the Board of Directors present and voting at any meeting of the Board of Directors shall constitute a quorum.

6.06 Directors shall be expected to attend all meetings to represent VNA. If any Director is absent from three consecutive meetings, that Director's term of office shall automatically terminate. Notwithstanding this paragraph, the balance of that Director's term may be reinstated by affirmative vote of the Board of Directors.

6.07 Meetings of the Board will be governed as outlined in 5.06.

6.08 Any vacancy on the Board of Directors may be filled by a majority vote of the remaining Directors.

ARTICLE 7

DUTIES OF THE BOARD OF DIRECTORS

7.01 The Officers of VNA shall be a President, Vice President, Treasurer and Secretary, all whom shall be selected from among the board members who are elected by the general membership. Each Officer shall be elected by a majority of the board members at the first Board meeting following the annual general membership meeting.

7.02 Officers shall hold office for a term of one year, or until the election of their successors. Officers may, however, be elected for unlimited successive terms. Any vacancy that occurs during the term of office shall be filled by a majority vote of the Board of Directors.

7.03 The President shall preside at all meetings of the members and at all meetings of the Board of Directors, and shall perform such duties as customarily pertain to the office of President, or as may be directed by the membership or the Board of Directors.

7.04 The Vice-President shall have and exercise the powers, authority and duties of the President during the absence or disability of the President, and shall have such responsibilities and duties as may be directed by the President of the Board of Directors.

7.05 The Treasurer shall have the custody of all funds of the VNA. The Treasurer shall sign all drafts of the VNA. The same shall be countersigned by the President or other Officer as may be designated by the Board of Directors if a draft amount exceeds \$100.00. The Treasurer shall prepare a written financial statement at the end of the fiscal year for presentation to the Board of Directors and membership at the annual meeting and shall prepare statements at such other times as deemed necessary by the Board of Directors, and shall have such other responsibilities and duties as may be directed by the President of the Board of Directors.

7.06 The Secretary shall prepare and maintain all records of VNA, including minutes of all meetings of the Board of Directors and meetings of the membership. The Secretary shall give appropriate notice of all meetings of the Board of Directors and membership and shall perform such other duties as may be directed by the President or the Board of Directors. The minutes and reports of all meetings, financial statements and other records of the Volente Neighborhood Association shall be passed on to the succeeding Secretary and shall be available to the Board of Directors at all times.

ARTICLE 8

DUES

8.01 The amount of annual dues for Voting or Associate membership shall be determined by a vote of the Board of Directors.

ARTICLE 9

AMENDMENTS

9.01 Amendment to these by-laws may be adopted by the affirmative vote of a two-thirds majority of those members voting at any meeting of the membership providing that a copy of the proposed amendment was included in notice of the meeting.

ARTICLE 10

DISSOLUTION

10.01 The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon the dissolution of the Association, the Board of Directors shall, after paying or

making provisions for the payment of all liabilities of the Association, dispose of all of the Association's assets exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for non-profit purposes as the Board of Directors shall determine.

ARTICLE 11

INCORPORATOR

The name and street address of the incorporator is

Name

Address

Ken Beck

15406 FM 2769, Volente, TX 78641

APPROVED: April 9, 2005