

**BYLAWS
OF THE
ORGANIZATION OF CENTRAL EAST AUSTIN NEIGHBORHOODS**

**ARTICLE I
NAME**

The name of this association shall be the Organization of Central East Austin Neighborhoods (hereinafter, "OCEAN").

**ARTICLE II
PURPOSES**

The principal purposes of OCEAN are:

- (1) to improve communication and support between and among Residents, Businesses and Property Owners in Central East Austin;
- (2) to serve as the Central East Austin Neighborhood Plan Contact Team and to review and make recommendations on all proposed amendments to the Central East Austin Neighborhood Plan, and when appropriate initiate amendments to the neighborhood plan;
- (3) to assist Residents, Businesses, Property Owners, Neighborhood Associations, and public entities with implementation of the Central East Austin Neighborhood Plan;
- (4) to cooperate with other individuals or entities interested in enhancing Central East Austin;
- (5) to advocate for the affordability of housing in Central East Austin;
- (6) to advocate for preserving the historic, ethnic, and cultural character of the neighborhoods of Central East Austin; and
- (7) to engage in any other activities in which associations may lawfully engage in under the Texas Business Organizations Code.

ARTICLE III DEFINITIONS

Section 3.01 Central East Austin. Central East Austin refers to the area covered by the Central East Austin Neighborhood Plan, bounded to the west by IH-35; to the north by Martin Luther King Jr. Boulevard; to the east by a line formed by Chicon Street and Rosewood and Northwestern Avenues; and to the south by a line formed by East Seventh Street, Chicon Street and the alley between East Sixth and East Seventh Street. OCEAN represents the culturally and economically diverse community of residences, businesses and public spaces that make up the neighborhoods lying in whole or in part within these boundaries, generally located east of downtown Austin, Texas.

Section 3.02 Resident. A Resident is any person, including both property owners and tenants, who lives within the boundaries defined above in Section 3.01.

Section 3.03 Business. A Business is any place of employment or commerce located within the boundaries of Central East Austin, or any non-profit organization headquartered in Central East Austin.

Section 3.04 Property Owner. A Property Owner is any person or organization that owns real property located within Central East Austin who does not live within the neighborhood.

Section 3.05 Neighborhood Area. A Neighborhood Area is one of the six areas located within Central East Austin, defined as follows:

Blackshear/Prospect Hill: Bounded to the south and east by the boundaries of Central East Austin as defined above, to the west by Comal Street, and to the north by Rosewood Avenue.

Davis-Thompson: Bounded to the north and east by the boundaries of Central East Austin as defined above, to the west by Comal Street, and to the south by 12th Street.

Guadalupe: Bounded to the south and west by the boundaries of Central East Austin as defined above, to the east by Comal Street, and to the north by East 11th Street.

Kealing: Bounded to the east by Chicon Street, the south by Rosewood Avenue, the north by 12th Street and the west by Angelina Street.

Robertson Hill: Bounded to the west by the boundaries of Central East Austin as defined above, to the north by East 12th Street, to the south by East 11th Street, and to the east by Angelina Street.

Swede Hill: Bounded to the north and west by the boundaries of Central East Austin as defined above, to the south by East 12th Street, and to the east by Comal Street.

Section 3.06 Business Area. A Business Area is one of the three areas located within Central East Austin, defined as follows:

East 7th Street: The portion of East 7th Street bound to the west by I-35 and to the east by Chicon Street.

East 11th Street: The portion of East 11th Street bound to the west by I-35 and to the east by Chicon Street.

East 12 th Street: The portion of East 12th Street bound to the west by I-35 and to the east by Comal or Chicon Street.

Section 3.07 Neighborhood or Business Association. A Neighborhood or Business Association is an association of residents, businesses and/or property owners that is 1) registered as such in the Community Registry of the City of Austin, 2) Has all or any portion of its registered boundaries located within the boundaries of Central East Austin and 3) Is recognized by the Board of Directors of OCEAN as most representative of the neighborhood or business community they claim to represent because of past activity, meeting minutes, membership records and other documentation or reasonable means of demonstrating authority. These organizations shall have the power to appoint in writing a representative to serve as a Director on the Board of OCEAN. Upon adoption of these bylaws, the following neighborhood and business associations, provided they are currently registered with the City of Austin, shall have the power to appoint representatives to serve as Directors on the Board of OCEAN:

- Blackshear and Prospect Hill Neighborhood Association
- East End Merchants Association (representing East 11th Street property owners)
- East 12th Street Business and Property Owners Association (representing East 12th Street property owners)
- Guadalupe Association for an Improved Neighborhood
- Robertson Hill Neighborhood Association

- Swede Hill Neighborhood Association

Directors may not be appointed by any entity other than a Neighborhood or Business Association serving a particular Neighborhood or Business Area as defined in this section. Director positions representing Neighborhood and Business Areas without such an association will remain vacant until an association is organized to elect or appoint Directors to those positions.

On each official opinion rendered, OCEAN will note any Neighborhood or Business Area that is not represented on the Board of Directors rendering the opinion or that has otherwise chosen to not participate in that decision.

Section 3.08 Director. A Director is a duly-appointed or elected person who represents a Neighborhood Area or Business Area on the board of OCEAN.

Of the fifteen (15) Directors of OCEAN, twelve (12) shall be representatives of Neighborhood Areas as defined in Section 3.05, two (2) representatives per area, and three (3) shall be representatives of Business Areas as defined in Section 3.06, one representative per area.

Section 3.09 Alternate Director. An Alternate Director is a duly appointed or elected person who represents a Neighborhood Area or Business Area on the Board of Directors of OCEAN when the Director is unable to do so. For each seat on the Board, the Neighborhood Association or Business Association appointing a Director to that seat must appoint in writing at least one alternate to serve in an official Director's absence.

Section 3.10 Board of Directors. The OCEAN Board of Directors shall consist of fifteen (15) Directors and is the chief governing and decision-making body of the organization and is authorized to take action representing and on behalf of the General Membership as outlined in these bylaws. The Board of Directors shall vote on neighborhood plan amendment cases, requests for variances, and other planning and land development issues affecting the Central East Austin Neighborhood Planning Area. The Board of Directors is charged with managing the day to day affairs of OCEAN, defending the Central East Austin Neighborhood Plan and ensuring that OCEAN provides responsive and timely leadership and action on all major issues of concern to the constituencies defined in Sections 3.05 and 3.06.

Section 3.11 Officer. An Officer is a Director holding the office of President, Vice-President, Secretary or Treasurer of OCEAN.

ARTICLE IV MEMBERSHIP

Section 4.01 Membership. Membership in OCEAN is open to persons over the age of 18 who are Residents, Businesses or Property Owners within the OCEAN boundaries. Individuals and entities that are Businesses and Property Owners are each entitled to a single membership in OCEAN and a single vote in matters presented for a vote of the Members of OCEAN. Non-voting membership is open to all over the age of 18.

Section 4.02 Statement of Eligibility for Membership. To become Members, persons or entities eligible for OCEAN membership must either: (a) Submit a written and signed statement of eligibility for membership under the criteria defined in Section 4.01; or (b) Be attested as eligible for membership, in writing or in person, by the duly authorized leadership of a Neighborhood Association or by a Director of OCEAN who represents the prospective Member's Neighborhood Area.

Section 4.03 Membership Roll. The OCEAN Board of Directors shall cause to be maintained a roll of all Members which shall be available for inspection by any Member at any regular or special meeting of the Board of Directors or annual or special meeting of the Members or at other times by private arrangement.

Section 4.04 Resignation of a Member. The resignation of a Member shall be presented in writing to the Board of Directors.

Section 4.05 Conflict of Interest. If a Director or any other Member has a Substantial Interest in a project considered by OCEAN in its role as the Central East Austin Neighborhood Planning Contact Team, the Member cannot participate in any decision concerning the project. The Member must disclose the interest at the time of application with the City of Austin for the action to be considered by OCEAN and at the time a recommendation is requested of OCEAN. A person has a Substantial Interest if a person either serves as a corporate officer or owns a part of or is invested in the property, or a family member owns a part of or is invested in the property, or a business or nonprofit developing or owning the property or has received funds or anything of value from such a person or entity during the previous 12 months, or the person owes money to anyone involved in the project. A Member with a Substantial Interest in a project to be considered by OCEAN in its role as the Central East Austin Neighborhood Planning Contact Team may not participate in discussion of that project except as authorized by the OCEAN Board of Directors, notwithstanding the provisions in Article V, "Duties, Rights and Responsibilities of Members," of these Bylaws.

Section 4.06 Member Liability. Members, Directors and Officers of OCEAN shall not be personally liable for the debts, liabilities or obligations of the association.

Section 4.07 Member Compliance. Members of OCEAN shall comply with these Bylaws, any conflict of interest policy adopted by the association, and any policies, rules or regulations duly adopted by the Members. Members of OCEAN shall comply with all applicable state and federal law or regulations.

ARTICLE V DUTIES, RIGHTS AND RESPONSIBILITIES OF MEMBERS

Section 5.01 General Duties, Rights and Responsibilities of Members. Members of OCEAN have the right to:

- (a) vote to install Directors at the annual meeting of Members as described in Section 6.01;
- (b) vote to break a tie of the Board of Directors as described in Section 5.04 (b);
- (c) request that an item be put on the agenda for discussion by the Board of Directors at a regular or special meeting of the Board as described in Section 6.15;
- (d) address the Board of Directors on any item on the agenda of a meeting of the Board of Directors or of the Members;
- (e) petition that an item be put on the agenda for *action* by the Board of Directors as described in Section 6.15;
- (f) serve on committees as described in Article VII of these by-laws;
- (g) inspect the records of the organization by prior arrangement with the Secretary.

Section 5.02 Annual Meeting of Members. The annual meeting of the Members of OCEAN shall be held in January of each year, or at such other time and place as may be fixed by the Board of Directors from time to time. The purpose of the annual meeting shall be to install Directors and Alternate Directors, elect Officers and to review, discuss and evaluate the accomplishments, activities, direction and policies of OCEAN and to engage in such other business as may properly come before the meeting.

Section 5.03 Special Meetings of Members. Special meetings of the Members may be called by the Board of Directors from time to time.

Section 5.04 Votes of the Members. In addition to the installation of Directors and other items presented at the Annual Meeting, the following items shall be put to a vote of the Members:

- (a) A petition for the Directors to take action on an item as described in Section 6.15.
- (b) A tie vote of the Board of Directors. A simple majority vote of the members present, excluding Directors, shall determine the vote cast to break the tie.

Section 5.05 Notice. Written or printed notice stating the place, day, and hour of a meeting of the Members of OCEAN; all items to be discussed and/or put to a vote of the Members at that meeting; and, in case of a special meeting, any other purpose or purposes for which the meeting is called, shall be distributed to Members not less than seven (7) nor more than fourteen (14) days before the date of the meeting, either personally, by regular mail, or by facsimile, email or other electronic means, by or at the direction of the person or persons calling the meeting. If sent by regular mail, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of OCEAN, with postage thereon paid. If transmitted by facsimile or email, notice shall be deemed to have been delivered upon successful transmission thereof.

Neighborhood and Business Associations are encouraged to schedule their monthly meetings during the first week of each month. OCEAN Directors shall ensure delivery of its agenda no later than the last Monday of every month so that OCEAN constituencies have two weeks to discuss and achieve consensus on items that OCEAN will take up on the second Monday of the following month.

Section 5.06 Voting Rights. Each Member who has been duly recorded on the Membership Roll shall be entitled to one vote on each matter submitted to a vote of the Members. Voting by proxy shall not be permitted.

Section 5.07 Methods of Voting. Votes of the Members on any item put to a vote of the Members shall be cast and counted using any method that allows for verification of a Member's presence on the Membership Roll before the vote is counted, including but not limited to roll-call votes at meetings, paper ballots, facsimile or email ballots, or electronic voting via the World Wide Web, as authorized by a vote of the OCEAN Board of Directors before notice is given of an annual or special meeting at which items will be put to the vote of the Members. Votes cast using methods of voting other than in person at an annual or special meeting of the members must be cast before the meeting and verified against the Membership Roll and counted at the meeting to be valid. Votes cast

by persons whose inclusion on the Membership Roll cannot be verified, or cast at a meeting by Members who have already voted on a particular item in advance of the meeting as described above, will be invalid. It shall be the responsibility of the Neighborhood Associations and Business Associations representing each Neighborhood Area and Business Area to distribute OCEAN membership forms to stakeholders and return completed forms to the Secretary of OCEAN. The Director(s) from each Neighborhood Area, Business Area shall make ballots available to constituents, and shall collect and deliver completed ballots to OCEAN at the time of an annual meeting or special meeting when there is a vote of the Members. Methods of voting for the Board of Directors are detailed in Section 6.15.

Section 5.08 Act of the Members. A simple majority of the votes cast by the Members shall be an act of the Members and of the organization. A tie vote will not constitute an act of the Members.

ARTICLE VI BOARD OF DIRECTORS and OFFICERS

Section 6.01 Board of Directors. The OCEAN Board of Directors shall consist of fifteen (15) Directors and fifteen (15) Alternate Directors as follows:

- (a) Two Directors and two Alternate Directors representing each of the six (6) Neighborhood Areas as defined in Section 3.05, appointed by the Neighborhood Association whose boundaries most closely correspond to that area, including the Associations identified in Section 3.07. In the event that no Neighborhood Association exists to represent a given Neighborhood Area, the seat shall remain vacant until such an association is organized. In the event that more than one Neighborhood Association claims to represent a given Neighborhood Area, each will nominate a Member to serve as Director from that area, and a vote of the Board of Directors will be taken to select one nominee to serve as Director.
- (b) One Director and one Alternate Director representing and appointed by East 7th Street property owners.
- (c) One Director and one Alternate Director representing and appointed by the East End Merchants Association (East 11th Street property owners).
- (d) One Director and one Alternate Director representing and appointed by the 12th Street Business and Property Owners.

The term of a Director shall be one (1) year as calculated from the date of one Annual Meeting of Members to the next, or until new Directors are installed. Directors will be installed at the Annual Meeting of Members upon ratification of the appointments of the Board of Directors, as a group, by a vote of the Members, which shall not be conducted until after the election of Officers at the same meeting. Appointments to vacancies created during the year shall be filled on an interim basis by vote of the Board of Directors.

Section 6.03 Duties of Directors. Directors shall represent the Neighborhood Area or Business Area which has elected or appointed them. Each Director is charged with reporting and voting in accordance with his/her appointing association's communal vote unless specifically allowed by his/her appointing association to vote otherwise. It is the responsibility of each Neighborhood Area and Business Area to instruct its representative(s) how they wish them to vote on all items up for action on the Board of Directors' agenda. Directors will not be allowed to vote on land-use items before the OCEAN Board of Directors unless and until their appointing association has considered the items in question.

Section 6.04 Duties of Alternate Directors. Alternate Directors shall represent their Neighborhood Areas or Business Areas at all meetings of the Board of Directors for OCEAN when Directors cannot be present.

Section 6.05 Election of Officers. Candidates for the Officer positions shall be nominated by the Board of Directors and the General membership before notice is given of the Annual Meeting, or the Board of Directors can instead choose to call for nominations from the floor of the Annual Meeting. Election shall be by majority vote of the Members present at the meeting, or who have cast votes prior to the meeting as authorized by the Board of Directors and as described in Section 5.07, with provision made for write-in votes. In the event of a tie vote, the decision shall be by lot in such a manner as may be determined by the Members. The offices of President and Vice President are to be filled by a Director; the offices of Secretary and Treasurer may be filled by either a Director or any other Member who is nominated and elected by the Board of Directors or the General Membership. Officers shall take office immediately upon ratification of the appointments of the Board of Directors by a vote of the membership at the Annual Meeting of Members. Vacant officer positions shall be filled on an interim basis by incumbent members of the Board of Directors as appointed by a

vote of the Board of Directors. An officer who is also a Director can choose to resign his or her office while remaining a Director.

Section 6.06 Duties of the President. The President shall preside at all meetings of the Members and of the Board of Directors and shall be an ex-officio member of all the committees of OCEAN. The President shall:

- (a) be responsible for the operation of OCEAN and its officers and Board pursuant to these by-laws;
- (b) set agendas for all meetings of Members or the Board of Directors;
- (c) represent OCEAN at official functions and ensure that all decisions made by the Board are accurately and completely conveyed to City entities as well as to the Members of OCEAN in a timely fashion;
- (d) appoint subcommittees;
- (e) oversee the general business of OCEAN; and
- (f) perform such other duties as may be designated from time to time by the Board of Directors or by a vote of the Members.

Section 6.07 Duties of the Vice President. The Vice President shall:

- (a) perform the duties of the President in the absence or disability of the President, and when so acting will have the powers of, and be subject to all restrictions on, the President;
- (b) assist the President in preparing meeting agendas and conducting meetings;
- (c) keep the attendance of each meeting of the Members or the Board of Directors;
- (d) assist the President in conveying the official decisions of OCEAN to City Entities and other interested parties; and
- (e) perform such other duties as may be designated from time to time by the Board of Directors or by a vote of the Members.

Section 6.08 Duties of the Secretary. The Secretary shall:

- (a) cause minutes of meetings of the Members to be kept in proper form;
- (b) attest to official papers of the association;
- (c) maintain the Membership Roll and other records of the association;
- (d) be responsible for preparing the agenda for meetings of the Members or the Board of Directors in consultation with the President and Vice President;
- (e) be responsible for giving proper notice of meetings of the Members or the Board of Directors as described in Section 5.05; and

(f) perform such other duties as may be designated from time to time by the Board of Directors or by a vote of the Members.

Section 6.09 Duties of the Treasurer. The Treasurer shall be responsible for the receipts and disbursements of all funds received by OCEAN. Such funds shall be kept on deposit in a financial institution approved by the Board of Directors and disbursements shall be subject to the approval of the Board of Directors from time to time or by a vote of the Members.

Section 6.10 Resignation of a Director. The resignation of a Director or Alternate Director shall be presented in writing to the Board of Directors. When a Director or Alternate representing a Neighborhood or Business Area resigns, the notice of resignation shall come from the Neighborhood or Business Association appointing that Director. When a Director representing a Neighborhood or Business Area has not attended two consecutive meetings or five meetings during a 12-month period, an Officer of OCEAN shall make reasonable attempts to contact the Director and the association that appointed the Director to determine the reason and to restore attendance. After the third consecutive absence, OCEAN shall request that the association replace the Director. When a Director representing a Neighborhood or Business Association attends less than half of the Regular and Special Meetings of the Board of Directors, OCEAN shall notify the association of the fact. OCEAN shall also give notice to the association that it may exercise an option at the next Annual Meeting to replace the association with another one that represents the same interests, should one exist.

Section 6.11 Removal of Officers or Directors. Any Officer or Director shall be considered to have resigned from office upon failing to attend three (3) consecutive meetings, or five (5) meetings during a 12-month term of office, except in cases of hardship as authorized by the Board of Directors. A Director representing a Neighborhood Area or Business Area can be removed at any time and replaced with another by duly authorized action of the Neighborhood Association or Business Association that appointed the Director. An Officer or Director may be removed for other reasons by the votes of 75% of the members of the full Board of Directors cast at two successive meetings of the Board of Directors. Members may not petition the Board of Directors to put the removal of a Director to the vote of the General Membership, as it may petition the Board for action on other items as described in Section 6.15.

Section 6.12 Term Limits. A Member may serve as a Director or an Officer for a maximum of three (3) consecutive terms, including interim appointments of longer than six months to unexpired terms, and may not then serve as a Director or Officer for two (2) years following unless the Neighborhood or Business Association appointing that director requests in writing that this limit be waived.

Section 6.13 Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held every second Monday of the month at a location that is centrally located within Central East Austin, accessible by public transportation, and generally open to the public. Notice of the meeting and an agenda of items posted for discussion or action shall be prepared and distributed to Members no earlier than ten (10) and no later than seven (7) days prior to the meeting, using the distribution methods described in Section 5.05.

Section 6.14 Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the President or by any five Directors or Officers from time to time as needed. Notice of the meeting and an agenda shall be prepared and distributed in advance, as for a regular meeting outlined in the preceding section, except in cases of emergency that make these requirements impossible to fulfill.

Section 6.15 Items Posted for Discussion or Action. The agenda for a regular or special meeting of the Board of Directors shall clearly indicate whether an item is posted for discussion, possible action or both. Items may be posted for discussion on the agenda by any Officer, Director or Member. At every monthly meeting of the Board of Directors, the President of OCEAN shall call for discussion items for the following month's agenda. Items may be posted for action by any Officer or Director or by a written petition of Members containing the signatures of ten (10) members from within a single Neighborhood, Business Area or special constituency, or of two (2) members from each of the five Neighborhood Areas, three (3) Business Areas and the Special Constituency. An item involving a formal recommendation by OCEAN, in its role as the Central East Austin Neighborhood Planning Contact Team, regarding land use, including but not limited to zoning change requests, variance requests, or amendments to the Central East Austin Neighborhood Plan, shall be posted for discussion at a meeting of the Board of Directors at least thirty (30) days in advance of the item being put to a vote of the Directors in accordance with Article V of these bylaws.

Section 6.16 Quorum, Procedures and Voting. A majority of the Directors and Officers, not including vacancies, shall be considered a quorum of the Board of Directors. All

meetings of the Board of Directors shall be chaired by the President, or the Vice President in the President's absence, in accordance with parliamentary procedure as outlined in the most current edition of *Robert's Rules of Order* or a similar reference. Action items shall be put to a vote of the Board of Directors by a motion properly seconded. All Members of OCEAN shall be entitled to speak to any posted item on the agenda of a meeting of the Board of Directors as recognized by the chair and according to such rules of procedure as may be determined by the Board of Directors from time to time. A majority vote of the Directors in attendance shall constitute an act of the Board of Directors and of the organization. All votes shall be recorded by the Secretary, published and distributed with meeting minutes. Votes of the Board of Directors shall only be conducted in person and in public at scheduled meetings unless there is an emergency that makes this requirement impossible to fulfill. In emergency situations, special meetings of the board may be conducted by telephone or via electronic mail, otherwise pursuant to the provisions of Section 6.14.

Section 6.17 Special Vote of the Members Present. When an item is posted on the agenda for action by the Board of Directors, the Members present at the meeting shall vote on the item in the following circumstances:

- (a) To break a tie of the Board. A simple majority vote of the members present—excluding Directors—shall determine the vote cast to break the tie.

Section 6.18 Land-Use Votes. When a question of land use falls 100% within the boundaries of one Neighborhood Area and the affected Neighborhood Association has achieved consensus from its members on the matter, the Board of Directors of OCEAN must officially affirm the affected Neighborhood Association's opinion to all relevant entities of the City of Austin.

In questions of land use that fall within two or more adjacent Neighborhood and/or Business Areas where the affected Neighborhood Associations, Business Associations or other groups represented on the Board cannot achieve consensus, a majority vote of Directors in attendance shall constitute an act of the Board of Directors and of the organization.

In area-wide matters, a majority vote of Directors in attendance shall constitute an act of the Board of Directors and of the organization.

Section 6.19 Dissent. In matters where the Directors in attendance do not vote unanimously on an item, both the majority and minority opinions, as well as the vote

tally, shall be recorded, published and distributed to relevant City entities via letter, and to Central East Austin stakeholders via the meeting minutes. The majority opinion shall be composed by a Director or Directors favoring the majority, and the minority opinion by a Director or Directors dissenting. Both opinions shall be reviewed for accuracy by all the Directors present who cast a vote and those Directors shall approve the opinions for distribution with a simple majority vote accomplished electronically. On each official opinion rendered, OCEAN will note any Neighborhood or Business Area that is not represented on the Board of Directors rendering the opinion or that has otherwise chosen to not participate in that decision. It is the duty of the President and Vice President of OCEAN to prepare and distribute these opinions as described in Sections 6.06-6.07.

ARTICLE VI COMMITTEES AND DIVISIONS

Section 7.01 Appointment and Authority. The Board of Directors shall appoint all committees and committee chairs, including any ad hoc committees and their chairs, deemed necessary, in the judgment of and upon a vote of the Board of Directors or of the Members, to further the purposes of OCEAN.

Section 7.02 Limitation of Authority. Except as otherwise provided by these bylaws, no action by any Member, committee, division, employee, or officer of OCEAN shall be binding upon, or constitute an expression of, the policy of OCEAN until it shall have been approved by the Board of Directors or by a vote of the Members. The Board of Directors may discharge committees when the Committee's work has been completed and its report(s) accepted, or prior thereto, if in the sole determination of the Board of Directors, such discharge is in the best interest of OCEAN.

Section 7.03 Removal. Any member of any committee may be removed by a two-thirds vote of the Board of Directors whenever in the judgment of the Board of Directors such removal is in the best interest of OCEAN.

Section 7.04 Vacancies. Vacancies on any committee may be filled by appointment made in the same manner as provided in the case of the original appointment.

Section 7.05 Quorum. Unless otherwise provided in the resolution of the Board or of the Members designating a committee, a majority of the whole committee shall constitute a quorum and the vote of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII FINANCES

Section 8.01 Funds. All money paid to OCEAN shall be placed in a general operating fund or such other fund as may be designated and approved by the Board of Directors from time to time.

Section 8.02 Application of Funds. OCEAN shall use its funds only to accomplish its objectives and purposes, and no part of said funds shall inure, or be distributed, to the Members of the association. Upon dissolution of OCEAN, any funds remaining shall be distributed only for tax exempt purposes to one or more organizations exempt under Section 501(c)(3) of the Internal Revenue Code or described in Section 170(c)(1) or (c)(2) of the Internal Revenue Code, such organizations to be selected by the Members.

Section 8.03 Disbursements. All disbursement of OCEAN funds shall require approval of the Board of Directors.

Section 8.04 Annual Audit. The accounts of OCEAN may be audited annually at the close of business on the last day of OCEAN's fiscal year by a certified public accountant. The retiring Treasurer shall be responsible for the reporting of this annual audit, if any, to the Members at the Annual Meeting.

Section 8.05 Bonding. Such officers and staff as the Board of Directors may designate may be bonded by a fidelity bond in an amount set by the Board of Directors and paid by OCEAN.

ARTICLE IX INDEMNIFICATION

To the full extent permitted by the Texas Business Organizations Code or any other applicable laws as presently or hereafter in effect, OCEAN shall indemnify its officers, directors and members against any asserted liability or incurred expense arising out of his or her capacity as an Officer, Director or Member of the association.

ARTICLE X AMENDMENT

These bylaws may be amended by a majority vote of the Board of Directors or of the Members, provided however that amendment to the boundaries of Central East Austin or of a Neighborhood Area must be approved by a two-thirds vote of the Members.

Notice of proposed changes must be distributed at two prior meetings before a vote may be held.

ARTICLE XI MISCELLANEOUS

Section 11.01 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code or these bylaws, a waiver thereof, in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 11.02 Books and Records. OCEAN shall keep correct and complete books and records of account and minutes of the proceedings of its Members and shall keep at its registered or principal office a Membership Roll that includes the names and addresses of Members.

Section 11.03 Fiscal Year. The fiscal year of OCEAN shall be the calendar year, unless otherwise determined by a vote of the Members.

Section 11.04 Prohibition Against Sharing OCEAN Profits and Assets. No Member, Director, Officer, employee or agent of OCEAN or any private individual shall receive at any time any of the net earnings or pecuniary profit from the operation of OCEAN, provided however that this provision shall not prevent payment of any such person reasonable compensation for services performed to OCEAN in effecting any of the public or charitable purposes, provided further that such compensation is otherwise permitted by the Bylaws and is fixed by resolution of the Members or the Board of Directors and that no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the association assets on dissolution of OCEAN. On such dissolution, or winding up of the affairs of OCEAN, whether voluntarily or involuntarily, the assets of OCEAN, after all the debts have been satisfied, shall be distributed to a charitable organization approved by the Members.

Section 11.05 Political Activities. OCEAN shall strictly comply with all state and federal laws regarding campaign finances and reporting, and in particular shall not engage in lobbying activities in violation of state or federal law. OCEAN shall not expend funds

which could be deemed to be in support of or in opposition to a public officer or candidate for political office and shall not undertake any act or expenditure that would require OCEAN to report political contributions under state or federal law.

THESE BYLAWS were adopted by the Members of OCEAN to be effective as of March 9, 2009.

Mike Clark-Madison, Interim President
Organization of Central East Austin Neighborhoods

WITNESSED:
