

AMENDED AND RESTATED BY-LAWS
OF
MUSEUM PARK NEIGHBORHOOD ASSOCIATION

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ARTICLE I - NAME

The name of this organization shall be the MUSEUM PARK NEIGHBORHOOD ASSOCIATION, hereafter referred to as MPNA. It shall be a nonprofit organization incorporated under the laws of the State of Texas.

ARTICLE II - PURPOSE

This corporation is organized for charitable purposes set forth in IRS Section 501(c)(3), as now enacted or hereafter amended, including but not limited to: 1) maintaining public buildings or monuments, 2) lessening the burden on local governmental agencies, 3) lessening neighborhood tensions, and 4) improving quality of life and environment and combating community deterioration. All funds, whether income or principal, shall be devoted to said charitable purposes.

ARTICLE III - THE NEIGHBORHOOD

Within the context of these Bylaws, and the activities of the MPNA, the Museum District Neighborhood is located in an area generally between Alabama St. to the north, SH 288 to the east, Hermann Park to the south, and Main Street to the west. These boundaries are graphical but due to the nature of the area and a desire to be inclusive, these boundaries are also permeable to proximal properties.

ARTICLE IV - OFFICES

The official registered office and mailing address of the Corporation for means of conducting business shall be PO Box 8101, Houston, TX 77288. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office as required by the Texas Non-Profit Corporation Act. The registered office may be, but does not need to be, identical with the principal office in the State of Texas, and the address of the principal office and the registered office may be changed from time to time by the Board of Directors.

ARTICLE V - MEMBERS

SECTION 1: ELIGIBILITY FOR MEMBERSHIP

Any current resident or owner of residential property in the Neighborhood, as defined in Article III, is eligible for Residential Membership in the MPNA upon completion of the Application for Membership form, and full payment of the current annual dues. Once made members, Residential Members shall maintain their membership in the MPNA so long as they shall have paid the current annual dues and have not had their membership suspended or revoked by the Board of Directors.

SECTION 2: ELECTION OF AFFILIATE MEMBERS

The MPNA may also elect to offer Affiliate Memberships to other parties who are not eligible to be Residential Members, but whose interests are deemed by the Board to be aligned with the interests of the MPNA in its stated purpose. Such parties may include, but are not limited to past residents, other social groups, and professionals doing business in the neighborhood. Affiliated Membership entitles the party receipt of official MPNA communications to the Membership, attendance at regular MPNA meetings, and

participation in neighborhood events organized or sponsored by the MPNA. Affiliate Membership is not an endorsement of the MPNA of any business, organization, political or social cause. Affiliate Membership does not include voting rights.

SECTION 3: VOTING RIGHTS

Each member may cast only one vote with respect to any MPNA matter. No individual may cast more than one vote no matter the number of properties owned by that individual.

SECTION 4: TERMINATION OF MEMBERSHIP

Membership in the MPNA is automatically terminated whenever the Member is in default of payment of the annual MPNA Dues. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member. In the event of membership suspension by Board action, the amount of the suspended member's annual dues, prorated from the date of suspension to the member's next anniversary date, will be credited toward their continued membership dues once full membership privileges are reinstated. In the event of membership termination by the Board, the amount of the terminated member's annual dues, prorated from the date of termination to the member's next anniversary date, will be refunded to the terminated member.

Notice of suspension or termination of membership must be provided to the affected member in writing from the President describing the reason for such action of the Board, the date of the action's effectiveness, and terms for membership reinstatement, if applicable and appropriate

SECTION 5: RESIGNATION

Any member may resign by filing a written resignation with the Secretary, however, no refund of dues paid will be provided.

SECTION 6: REINSTATEMENT

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate a suspended or terminated member upon such terms as the Board of Directors may deem appropriate. If membership has lapsed due to nonpayment of dues, dues payment suffices for reinstatement.

SECTION 7: TRANSFER OF MEMBERSHIP

In general terms, membership in the MPNA is not transferable or assignable. However, as a gesture of goodwill and welcoming for those moving into the Neighborhood, if any current member sells their property in the Neighborhood, and subsequently moves out of the Neighborhood, the outgoing member's unexpired membership may be transferred to the new property owner. Service in any special position (i.e. - Board Director, Officers, Committees, etc.) in the MPNA, whether appointed or elected, is not transferable.

As in all circumstances, membership in the MPNA is voluntary. For such transfer to occur, a Transfer of Membership request must be made in writing and submitted to the Secretary. After expiration of the transferred membership, the new member must continue to renew their membership by paying the then current dues going forward.

ARTICLE VI - MEETINGS OF MEMBERS

SECTION 1: REGULAR MEETINGS

Regular meetings of the members shall generally be held on the 1st Wednesday of every month in a year, unless otherwise determined by the Board. If an alternate date is selected, the general membership will be

notified 30 days in advance. The Secretary shall prepare an agenda for each meeting that shall be distributed to the membership at least one (1) week before the meeting. All members are invited to make suggestions for agenda items for the next regular meeting by submitting such suggestions in writing to the Secretary no later than two (2) weeks before the meeting. Such suggestion must include the member's name, address, phone number or email, and a short but detailed description of the issue for consideration. The final agenda shall be approved by a majority of the Board

Should time and circumstance permit, the Board, at its discretion, may allow members in attendance at any regular meeting of the membership, to propose the addition of off-agenda items or issues to be brought before the membership.

SECTION 2: GENERAL ELECTIONS AND ANNUAL MEETINGS

A General Election and Annual Meeting of the members shall be held on the **1st Wednesday of November** in each year, at **6:00 p.m.**, or another day as noticed by the Board, for the purpose of electing Officers of the Association and Directors of the Board and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be arranged.

SECTION 3: SPECIAL MEETINGS

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

SECTION 4: PLACE OF MEETING

The Board of Directors may designate any place, within the Greater Houston Metropolitan Area, as the place of meeting for any regular meeting, annual meeting, or special meeting called by the Board of Directors. However, the place of meeting must be reasonably convenient for the majority of the membership. If all of the members shall meet at any time and place, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 5: NOTICE OF MEETINGS

Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, or by electronic means to each member entitled to vote at such meeting, not less than five nor more than ten days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member at his/her address as it appears on the records of the MPNA, which postage thereon is prepaid. If delivery is through electronic media, the date and time of transmittal or posting shall be deemed the delivery date.

SECTION 6: INFORMAL ACTION BY MEMBERS

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 7: QUORUM

A quorum at any meeting of the members (not to include a meeting of the Board of Directors) shall be constituted by the greater of either 10 members or one-tenth (1/10) the members holding votes. If a quorum

is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 8: PROXIES

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Proxy vote shall be due by the time of the Executive Board vote or general membership vote, whichever is applicable, on any particular issue, unless otherwise provided in the proxy.

SECTION 9: MANNER OF ACTING

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws.

SECTION 10: ALTERNATIVE MEANS OF VOTING

Where Directors or Officers are to be elected by members or any class or classes of members, such election may be conducted by mail, telephone, or through electronic media, in such manner as the Board of Directors shall determine. In such cases where a member casts a vote via alternative means as described herein when not physically present at a meeting in which an election is being conducted, the member must provide their name and address to verify their eligibility to vote. The Secretary may delay or deny the counting of a vote of any member whose identity and membership eligibility cannot be immediately verified at the time of voting. Any vote cast by alternative means is due no later than the time of voting by the Executive Board or general membership, whichever is applicable.

ARTICLE VII - BOARD OF DIRECTORS

SECTION 1: GENERAL POWERS

The affairs of the MPNA shall be managed by its Board of Directors. Directors need not be residents of the State of Texas, but must be members of the MPNA.

SECTION 2: NUMBER, TENURE AND QUALIFICATIONS

2.1 THE NUMBER OF DIRECTORS shall be a minimum of 4 (four). If elected, each Director shall hold office for one (1) year or until the next annual meeting of members. In the event that any Director cannot be succeeded at the general election during the next annual meeting of the members, the sitting Board, by majority vote, shall appoint an interim Director (which may be the sitting Director) to serve until a successor is resolutely chosen by vote of the Membership. The Directors will be comprised of the four (4) Officers of the Association - The President (who shall also serve as the Chairman of the Board of Directors), Vice President, Secretary, and Treasurer, additionally, there may be Chairpersons of the five (5) Standing Committees, one (1) Parliamentarian, and one Director seat for the previous year's President (if confirmed by vote of the Membership).

2.2 ALL DIRECTORS OF THE BOARD SHALL BE ACTIVE MEMBERS of the MPNA for at least one (1) year, and shall have been elected by the Membership, except when filling a vacancy of an outgoing Director as described in Section 9 of this article.

2.3 EACH DIRECTOR SHALL ASSERT that he or she is reasonably experienced, competent, knowledgeable, capable and willing to carry out the duties and responsibilities of the Directorship they hold. The duties and responsibility of the Officers are described in Article VIII. The duties and responsibilities of the other Directors are described in Article IX.

2.4 WHILE MEDIA ADVOCACY IS IMPORTANT to MPNA, no Board member shall talk to the press without first discussing the issue with the President. The goal of the discussion is to be clear on the MPNA position, coordinate all MPNA messaging, and to ensure that no laws regarding non-profits and political lobbying are violated.

SECTION 3: REGULAR MEETINGS

A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of Members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

If any Director is not able to be physically present at any meeting of the Board of Directors, the Director may be present and in attendance by alternative means - including but not limited to telephone and video conference - so long as the Director(s) attending the meeting by alternative means is able to:

- a) Communicate to all other attending Directors at the same time, and
- b) Actively participate in the meeting in real time.

SECTION 4: SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board called by them. However, the place of meeting must be reasonably convenient for the majority of the Board to travel to.

SECTION 5: NOTICE OF SPECIAL MEETINGS

Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally, by mail, or by electronic means to each Director at his address as shown by the records of the MPNA. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with the postage thereon prepaid. If delivery is through electronic media, the date and time of transmittal or posting shall be the deemed the delivery date. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6: QUORUM

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 7: VOTING

Each Director or Committee Chairperson shall cast only one vote during any vote of the Board of Directors (no matter the number of Board positions held), with the exception of the Parliamentarian. The Parliamentarian shall only vote when there is either a deadlock among voting Directors, or when the Parliamentarian's vote is necessary to establish a quorum. Each member may cast only one vote with respect to any MPNA matter.

SECTION 8: MANNER OF ACTING

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

SECTION 9: VACANCIES

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 10: COMPENSATION

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum for expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the MPNA in any other capacity and receiving compensation.

SECTION 11: CONFLICT OF INTEREST

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the Board shall ensure that:

- a) The interest of such officer or director is fully disclosed to the Board of Directors.
- b) No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
- c) Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the Board of Directors not so interested or connected as being in the best interests of the organization.
- d) Any expenses reimbursed to the interested officer or director shall be reasonable and shall not exceed fair market value.
- e) The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

SECTION 12: INFORMAL ACTION BY DIRECTORS

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed (whether physically or electronically) by all of the Directors.

SECTION 13: ADVISORY BOARD

At the discretion of the Board, a non-voting Advisory Board may be created either for specific tasks or overall operations and/or strategy. Nomination to the Advisory Board shall be made by and voted on by current Board Members.

ARTICLE VIII - OFFICERS

SECTION 1: DUTIES AND RESPONSIBILITIES OF THE OFFICERS

The Officers of the Association are permanent members of the Board of Directors, as provided for in Article VII, Section 2.1, and are responsible for the day-to-day management of the Association. The officers and committee chairs shall perform their duties according to the MPNA Standing Rules and Operating Guidelines. Operating Guidelines shall be developed and maintained by the pertinent officer and/or Committee Chair.

In general, the duties and responsibilities of each officer are as follows:

SECTION 2: PRESIDENT

The President shall be the principal executive officer of the Association and shall, in general, supervise and

control all of the business and affairs of the Association. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases there the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Association; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 3: VICE PRESIDENT

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 4: TREASURER

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Association, shall perform all financial duties, and in general perform all the duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

The Treasurer shall operate within the guidelines of the Financial Procedures Document as administered by the Board of Directors and following GAAP guidelines and IRS regulations.

SECTION 5: SECRETARY

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose, or by electronic means; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. General communication to the membership shall be facilitated by the secretary.

SECTION 6: PARLIAMENTARIAN -- The Parliamentarian of MPNA shall be an elected Director of the Board, and shall serve as the official advisor to the President and the Board on the interpretation of these Bylaws and the establishment and implementation of parliamentary procedure. For any situation wherein a procedure for management thereof has not been established in these Bylaws, the Parliamentarian may recommend to the President or Board the establishment of a procedure that is consistent with Robert's Rules of Order and the spirit of these Bylaws, to address the issue(s) at hand.

The MPNA Parliamentarian advice or opinions shall not be considered legal advice or opinion unless given by a licensed and qualified attorney.

ARTICLE IX - COMMITTEES

SECTION 1: STANDING COMMITTEES

There are six Standing Committees of the MPNA, which are defined as Membership, Infrastructure and Quality of Life, Community Engagement, Preservation, Safety and Security, and Website Administration. The Chairs of each Standing Committee shall meet at the discretion of the President.

SECTION 2: DUTIES AND RESPONSIBILITIES OF COMMITTEES

The Committee Chairs shall perform their duties according to the MPNA Standing Rules and Operating

Guidelines. Operating Guidelines shall be developed and maintained by the pertinent Committee Chair, approved by the Board; and institutionally held by the Secretary.

In general, the duties and responsibilities of each officer are as follows:

- 2.1 MEMBERSHIP COMMITTEE CHAIR - The Chair of the Membership Committee shall be an elected Director of the Board, and shall lead and organize the efforts of the Membership Committee and its Sub-Committees to:
 - a) Recruit new and retain existing Residential Members from the residents in the neighborhood,
 - b) If appropriate, recruit, for Affiliate Membership, non-resident parties with interests that directly impact the Neighborhood and compliment the MPNA's purpose.
 - c) Track all memberships in the membership program and ensure that information is accurate and renewal notices are sent in a timely manner.
- 2.2 COMMUNITY ENGAGEMENT CHAIR(amended from Social Committee Chair 1/12/13) - The Chair of the Community Engagement Committee shall be an elected Director of the Board, and shall lead and organize the efforts of the Committee to develop and promote community-oriented social and recreational activities for the Membership and the Neighborhood.
- 2.3 INFRASTRUCTURE AND QUALITY OF LIFE CHAIR (amended from Beautification and Capital Improvement Committee Chair (1/12/13)- The Chair of the Infrastructure and Quality of Life Committee shall be an elected Director of the Board, and shall lead and organize the efforts of the Committee to promote aesthetic and capital improvement investment within the Neighborhood.
- 2.4 PRESERVATION COMMITTEE CHAIR - The Chair of the Preservation Committee shall be an elected Director of the Board, and shall lead and organize the efforts of the Committee to support the preservation of architecturally and historically significant properties in Neighborhood.
- 2.5 SAFETY AND SECURITY COMMITTEE CHAIR – The Chair of the Safety and Security Committee shall be an elected Director of the Board and shall lead and organize the efforts of the Committee to promote the safety, security, and well- being of the residents, visitors, and property within the Neighborhood.
- 2.6 WEBSITE ADMINISTRATION CHAIR - The Chair of Website Administration Committee shall be an appointed Director of the Board, shall be the designated website administrator, and through the MPNA website shall facilitate communications to the MPNA Membership as directed by the Board.

SECTION 3: SPECIAL COMMITTEES

The President may appoint special committees composed of Board members and/or non-Board members for purposes deemed appropriate by the President (i.e., special fundraising events, etc.). The terms of Special Committees shall be for any period deemed appropriate by the President.

SECTION 4: TERM OF OFFICE

Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

SECTION 5: QUALIFICATION

All those serving on any Committee of the MPNA shall be members in good standing of the MPNA.

SECTION 6: POWERS

The Committees shall not act independently, nor in any way commit the MPNA to any legal or financial obligations. Rather the Committees shall advise the Board on matters that pertain to their respective purposes as described above.

SECTION 7: RULES

Each committee shall adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE X - BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI - FISCAL YEAR AND DISSOLUTION

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each calendar year.

Upon dissolution of MPNA, any remaining assets will be distributed, as required by law, only for tax exempt purposes to one or more organizations that are exempt under IRS 501(c)(3).

ARTICLE XII - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the By-Laws of the corporation, 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.

ARTICLE XIII - AMENDMENTS TO BY-LAWS

These by-laws may be amended by a majority vote of Board members present at any meeting; provided a quorum is present and provided a copy of the proposed amendment(s) has been provided to each association member at least 10 days prior to said meeting to allow for membership comments and input.

ARTICLE XIV MUSEUM PARK SUPERNEIGHBORHOOD

THE MPNA shall have full voting Members on the Museum Park Super Neighborhood Council (MPSN), per Museum Park Super Neighborhood Council bylaws.

Museum Park Neighborhood Association shall on an annual basis organize a meeting open to all residents whether a member of the MPNA or not, to nominate and elect representatives for the Museum Park Super Neighborhood Council seats, as defined by MPSN bylaws.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of the Museum Park Neighborhood Association at its meeting held on _____.

Secretary

Printed Name