



TANGLEWOOD RESIDENTS' ASSOCIATION

**A Non-Profit Corporation**  
 P.O. Box 690962 • San Antonio, Texas

**SUMMARY OF BYLAWS**

Revisions	Approvals	
	Board	Membership
Proposed Revision of Bylaws	Sept 9, 1993	Sept 28, 1993
7.03 Checks and Drafts	Sept 18, 1994	Sept 29, 1994
3.06 Voting Requirements, 9.01 ARTICLE 9 - FISCAL YEAR, 10.02 Payment of Dues, 10.03 Default and Termination of Membership		Sept 18, 1995
2.01, 2.02, 2.06 Change in wording, 2.06 Deletion, 3.01, 4.03 Change of Month, 5.01b Omit and replace with new wording, 5.06 Omission, 6.01 Move to 4.02b, 7.03 Revision, 8.02, 8.03 Change Dates, 12.01 Change in wording.	Aug 19, 1996	Sept 16, 1996
Retyped and corrected clerical errors.	Feb 1, 2000	
2.02, 2.05 Change In Wording		Oct 17, 2005
3.02, 3.05 Combined Change in Wording, 4.02a, 4.06 Number of Directors Changed		Oct 23, 2006
Updated, corrected spelling, punctuation, sentence structure, omissions, wording, eliminated repetition, and justified format throughout Articles 1 through 15		Oct 18, 2010
8.03 Increased amount to \$1,000 14.01 Revised wording in the Article to meet IRS requirements		Oct 16, 2014

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TANGLEWOOD RESIDENTS' ASSOCIATION  
A NON PROFIT CORPORATION  
BYLAWS– As of October 16, 2014

ARTICLE 1 - GENERAL

Principal Office

§1.01 The principal office of the Tanglewood Residents' Association, ("Corporation") or ("TRA"), in the State of Texas shall be located in the City of San Antonio, County of Bexar, Texas. The Corporation may have other offices as the Board of Directors, ("Board") may determine, or as the affairs of the Corporation may require from time to time outside of the Tanglewood subdivisions.

Registered Office and Registered Agent

§1.02 The Corporation shall have, and continuously maintain a registered office, and a registered Agent in the State of Texas whose office is identical with such registered office, as required by the Texas Non-profit Corporation Act. The registered office may be, but need not be, identical with the principle office of the Corporation in the State of Texas. The address of the registered office may be changed from time to time by the Board,

ARTICLE 2 – MEMBERSHIP

Regular Membership

§2.01 Qualifications for Regular Membership shall be as follows:

1. Owner-occupied residential lots – Any Owner of record is eligible for full membership rights.
2. Any adult living in the same Tanglewood residence as the Owner of record, shall be eligible for full membership rights.
3. Owners of record, albeit non-resident, are eligible to one membership vote per Tanglewood residence.
4. Any adult Tenant living in a Tanglewood residence is eligible for full membership rights.

Associate Membership

§2.02 Qualifications for Associate Membership shall be as follows:

1. An Owner of record of a commercial lot within or adjacent to the Tanglewood Subdivisions is eligible and limited to one membership regardless of the number of commercial lots he/she owns.

2. Each Tenant of a commercial business within or adjacent to the Tanglewood Subdivisions is eligible and limited to one membership regardless of the number of businesses he/she manages.

#### Membership Responsibilities

§2.03 To qualify for membership in TRA prospective members must pay annual dues as described in Article 10 of these Bylaws.

#### Voting Rights

§2.04a Each Regular Member shall be entitled to one vote on each matter submitted to the General Membership.

§2.04b Associate Members shall exercise no voting rights, but may be eligible for special rights as approved by the Board.

#### Termination of Membership

§2.05 Membership shall be terminated upon the failure of a Member to pay the annual dues as established by Article 10 of these Bylaws.

#### Resignation

§2.06 Any Member may resign by filing a written resignation with the Secretary.

#### Transfer of Membership

§2.07 Membership in TRA is not transferable or assignable.

### ARTICLE 3 – MEMBERSHIP MEETINGS

#### Annual Meetings

§3.01 An annual meeting of the members shall be held in October each year, beginning with the year 1997, at a date, hour, and place to be determined. The purpose of the meeting shall be to elect Directors, approve a budget, and for the transaction of other business as may come before the meeting. If the election of Directors, and/or approval of the budget, shall not be held on the day designated herein at any annual meeting, or adjournment thereof, the Board shall cause the election to be held at a Special Meeting of the Members as soon thereafter as possible, but not later than December 15<sup>th</sup> of the same year. Other meetings of members may be held throughout the year in accordance with 3.01a.

#### Special Meetings

§3.01a Special Membership meetings may be called by the President, with Board approval and proper notice in accordance with these Bylaws.

## Quorum

§3.02 Members in good standing attending a scheduled General or Special Membership Meeting shall constitute a quorum.

## Place of Meetings

§3.03 The Board shall designate a location within Bexar County, Texas as the place for all Annual or Special Membership Meetings.

## Notice of Meetings

§3.04 Notice stating the place, date and hour of any meeting of members shall be delivered personally, by regular mail, e-mail, or newsletter to each member entitled to vote at such meeting. Notice shall be not less than ten, nor more than fifty days before the meeting, by or at the direction of the President, Secretary, Officers, or persons calling for the meeting. In case of a Special Meeting, or when required by these Bylaws, the purpose for which the meeting is called, shall be stated in the notice. If mailed, notice of the meeting shall be deemed to be delivered, when deposited in the United States mail, addressed to the Member at his/her mailing, or e-mail address, as it appears on the records of the Corporation.

## Voting Requirements

§3.05 At any meeting of members called in accordance with these Bylaws, a Member shall be entitled to vote on all known issues by absentee ballot. It shall be the responsibility of the Board to provide the membership with an absentee ballot in a timely manner to provide the members with an opportunity to vote on all matters and issues the Board plans to present.

§3.06 No absentee ballot shall be valid unless submitted in a manner, and to a place, to be determined by the Board. The absentee ballot shall consist of the following as a minimum. It shall include the Member's name and address, date, time, and location of the meeting applicable to this ballot, a list of the issues to be voted on, a place for the Member to indicate a yes or no vote, and to sign and date the ballot.

§3.07 Other issues than those included on the ballot may be introduced on the floor for a vote by any Member in good standing at any official TRA meeting. However, all votes, whether on the ballot or introduced at the meeting, are subject to the Quorum requirements as specified in Section 3.02 of these Bylaws.

## ARTICLE 4 – BOARD OF DIRECTORS

### General Powers

§4.01 The affairs of the Corporation shall be managed by the Board.

### Number, Tenure, and Qualifications

§4.02a The number of elected Directors shall be seven, and each must be a General Member of TRA. Elected Directors shall hold office for two years. Seven members shall be elected every odd numbered year at the annual General or a Special Membership meeting.

§4.02b A slate of Directors shall be presented to the General Membership at the annual October meeting for election by the membership. Nominations from the floor will be accepted as long as the member nominated agrees and is in good standing. The slate of Directors shall be made available to the Membership thirty days prior to the General Membership meeting in October.

#### Regular Meetings

§4.03 The Board may provide, by resolution, the time and place within Bexar County, Texas, for the holding of regular meetings of the Board without other notice than such resolution. The annual Board meeting shall be held less than forty-five days after the October annual membership meeting, thus allowing the newly elected Board members to assume their roles along with the remaining Board members.

#### Special Meetings

§4.04 Special meetings of the Board may be called at the request of the President, any two Directors, or by a Member acting as a spokesperson claiming to represent more than fifty-one percent of the members. Such a claim must be validated at the Special Board meeting, and shall include the signatures, addresses, and the date of the required number of members. The person or persons authorized to call special meetings of the Board may fix any place, within Bexar County, Texas, as the place for holding special meetings of the Board.

#### Notice

§4.05 Notice of any special meeting of the Board shall be given at least five days previously thereto by written notice delivered personally, by e-mail, conventional mail, or telephone to each Director at his/her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail. If given by telephone or e-mail, such notice shall be delivered when the call, or message, is acknowledged by the Board Member. 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 the business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor any regular or special meeting of the Board needs to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws

#### Quorum

§4.06 A majority of Members in good standing attending all Regular or Special Board Meetings shall constitute a quorum.

#### Manner of Acting

§4.07 The act of a majority of the Directors present at a meeting where a quorum is present, shall be act of the Board.

#### Vacancies

§4.08 Any vacancy occurring on the Board shall be filled by the Board. A Director appointed to fill a vacancy shall be appointed for the un-expired term of his/her predecessor in office. Upon official notification or resignation, a Board meeting to elect a new member shall be held no less than forty-five days after receipt of notification. Replacement Board members shall be elected by majority of members of the Board. From the time of notification of resignation, a written notice, by newsletter or otherwise, shall be presented to the General Membership stating that a Board vacancy exists. Anyone interested in serving the remaining term, can submit his/her name to the President or Vice President for consideration by the Board prior to the election of the new member. If a Board member resigns within the last four months of his/her term, a replacement member shall not be elected by the Board. Instead, the normal Board election shall take place at the October annual Membership meeting.

#### Compensation

§4.09 No Director shall receive compensation for any services he/she may render to TRA. Any Director may, however, be reimbursed for his/her actual expenses incurred in the performance of the Director's duties.

#### Informal Action by Directors

§4.10 Any action required by law, or these Bylaws to 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 by all of the Directors.

#### Governing Rules

§4.11 Robert's Rules of Order, Newly Revised shall govern all proceedings of the Corporation.

#### Removal

§4.12a Any Member of TRA may begin the removal process of any member of the Board. The process shall consist of a written request, signed and dated by the requestor, to be presented to any

Board member. It shall include the name of the person being considered for removal, and the charge thereof. The Board member receiving this written request shall notify all other Board members including the person in question, not later than two days prior to the next Board meeting. A Special Board meeting may be held to consider the reasons for such a decision, but not later than the next regularly scheduled Board meeting.

§4.12b Any Director or Officer of TRA may be removed for cause by a roll call vote of the sitting Board, excluding the Director or Officer in question, with not less than two-thirds majority voting for removal.

§4.12c A Board member may resign by written notice, signed and dated, to the Board. Such notice shall be accepted at the next Regular or Special Board meeting.

§4.12d A member of the Board shall be removed by disqualification should that Member become ineligible in accordance with Sections 2.01 or 2.03.

#### Executive Sessions

§4.13 An executive session of the Board may be called at the request of the President, or any two Directors, concerning actions of a Board member.

### ARTICLE 5 – OFFICERS

#### Officers

§5.01a The Officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be filled by the same person by a majority vote of the Board. The Board may elect or appoint other Officers as it deems appropriate. Such Officers shall have authority to perform duties only as delegated by the Board.

§5.01b All Officers of the Corporation must be members of the Board.

#### Election and Term of Office

§5.02 The Officers of the Corporation shall be elected by the Board at the regular annual meeting thereof. If the election of officers shall not be held at such meeting, election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board. Each Officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

## Removal

§5.03 Any Officer elected or appointed by the Board, may be removed from office by the Board; whenever in it's judgment the best interest of the Corporation would be served thereby. However, such removal shall be without prejudice to the contractual rights, if any, of the Officer so removed.

## Vacancies

§5.04 Vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board for the un-expired portion of the term, as provided in Section 4.08.

## President

§5.05 The President shall be the principal operating officer of the Corporation and shall, in general, with Board approval, supervise and control all of the business affairs of the Corporation. He/she shall preside at all meetings of the Membership and the Board. He/she may sign, with the Secretary, or any other proper Officer of the Corporation, authorized by the Board, contracts, or other instruments the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, these Bylaws, or by statute, to some other Officer or Agent of the Corporation. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

## Vice President

§5.06 In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President. When so acting, he/she shall have all the powers of, and be subject to, all restrictions upon the President.

## Treasurer

§5.07 If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum, and with such surety or sureties as the Board shall determine. The Treasurer is responsible for all funds and securities of TRA. He/she shall receive and give receipts for monies due and payable to TRA from any source whatsoever. The Treasurer shall deposit all such monies in the name of the Corporation in banks, trust companies, or other depositories authorized by Article 7 of these Bylaws and the Board. The Treasurer shall maintain a master list of all TRA assets and personal property, and a current list of all paid memberships. In addition he/she shall perform all duties incident to the office of Treasurer and other duties as may be assigned to him/her by the Board.

## Secretary

§5.08a The Secretary is responsible for taking and maintaining minutes of all Regular and Special Board meetings, and other meetings as authorized by the Board. He/she shall issue all notices in accordance with the provisions of these Bylaws or as required by law. The Secretary shall be custodian of the TRA Corporate non-financial records. In general, he/she shall perform all duties incident to the office, and other duties as assigned by the Board.

§5.08b If TRA should require a Corporate Seal for future business transactions, the Seal shall be kept and used by the Secretary to affix it to all legal Corporate documents. The execution of the Seal on behalf of the Corporation is duly authorized in accordance with the provisions of these Bylaws, resolution of the Board, and responsibilities imposed on it, or him/her, by law.

## ARTICLE 6 - COMMITTEES

### Committee of Directors

§6.01 The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees. However, no such committee shall have the authority of the Board. The designation and appointment of any such committee shall not operate to relieve the Board, or any individual Director, of any responsibility imposed on it, or him/her, by law.

### Appointed Committee Membership

§6.02 Other committees not having the authority of the Board in the management of the Corporation may be designated by a resolution adopted by a majority of a quorum of Directors. Except, as otherwise provided in such resolution, members of each committee shall be Members of the Corporation, including at least one Board member. The President shall appoint the members thereof in accordance with a resolution of the Board. Any members thereof may be removed by resolution of the Board, whenever in its judgment, the best interest of the Corporation shall be served by such removal.

### Term of Office

§6.03 Each member of a committee shall continue as such, until the next annual meeting of the Board or until his/her successor is appointed, unless the committee is terminated, a member is removed from the committee, or the member shall cease to qualify as a member thereof.

### Chairperson

§6.04 One Member of each Committee shall be elected Chairperson by the members thereof.

## Vacancies

§6.05 Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

## Quorum

§6.06 Unless otherwise provided in a resolution of the Board designating the Committee, a majority of the whole committee, including at least one Board member shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present, shall be the act of the Committee.

## Rules

§6.07 Each Committee may adopt rules for its own conduct not inconsistent with these Bylaws or with rules adopted by the Board.

## ARTICLE 7 - CONTRACTS, ASSETS, AND FUNDS

### Contracts

§7.01 The Board may authorize any Officers of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract, or execute and deliver any instrument in the name of, and on behalf of the Corporation. Such authority shall be confined to specific instances.

### Assets

§7.02a All assets purchased with monies from the Corporation belong to TRA and are subject to use by its committees, or members, on a contractual arrangement with the Board.

§7.02b The Treasurer shall be given the original bill of sale, maintenance agreement, receipt, or any other legal indication of purchase.

§7.02c All TRA assets shall be stored and maintained by members in accordance with written or verbal agreements between the Chairperson of the various committees and the Board.

§7.02d If rents are to be charged for the use of any TRA asset, the Board shall determine the rate, duration, and specifics of said rental.

### Checks and Drafts

§7.03 All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. Said instruments shall be signed by the Treasurer and countersigned by a designated Board

member. No two related officers can sign checks. In the event two family members are Officers, the Secretary shall be the second signer unless the Secretary is also the second family member.

#### Deposits

§7.04 All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

#### Gifts

§7.05 On behalf of the Corporation, the Board may accept any gift, contribution, bequest, or devise for the general or special purposes of the Corporation.

### ARTICLE 8 – BOOKS AND RECORDS

#### General

§8.01 The Corporation shall keep complete books and records of account. It shall also keep minutes of the proceedings of its Members, Board, and Committees having any of the authority of the Board. It shall keep, at the registered or principal office, a record giving the names and address of the Members entitled to vote.

#### Audit

§8.02 All books and records will be audited annually by a person or persons not serving as Officers or Directors of the Association. The Directors are responsible for the selection of the Auditor, with the audit report presented to the Membership at the annual October General Membership meeting. All books and records of the Corporation may be inspected by any Member, his/her Agent, or Attorney for any proper purpose at any reasonable time.

#### Budget

§8.03 A budget approved by the Board shall be presented to the Membership for ratification at the annual General Membership meeting held each October. Expenditures above the approved budget in excess of one thousand (\$1,000) dollars must be approved by a majority of a quorum as described in ARTICLE 3, Section 3.02 at a General or Special Membership meeting. Those amounts less than one thousand (\$1,000) dollars must be approved by a majority of the Board.

### ARTICLE 9 – FISCAL YEAR

§9.01 The fiscal year of TRA shall begin on the first day of January and end on the last day of December in each year.

## ARTICLE 10 - DUES

### Annual Dues

§10.01 The Board may determine, from time to time, the amount of annual dues payable to the Corporation by Regular and Associate Members

### Payment of Dues

§10.02 Annual dues for the current year shall fall due on January 1<sup>st</sup> of each year and must be paid on, or before, the TRA Annual General Membership Meeting for the period of January 1<sup>st</sup> to December 31<sup>st</sup> of that same year to participate in the TRA current year activities and business.

### Default and Termination of Membership

§10.03 When any Member shall not make payment of dues for the current year, that Member shall be declared not in good standing and all rights of membership shall be suspended until the current year's dues are paid in full. If a resident has not paid his or her dues for the current year, before, or at the Annual General Membership Meeting, he/she cannot vote for new Board members or other issues presented during that meeting. Membership is open and dues are accepted throughout the year for all membership categories

## ARTICLE 11 –WAIVER OF NOTICE

§11.01 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, the Articles of Incorporation, or the Bylaws of the Corporation; a waiver thereof in writing signed by the person or persons entitled to such notice, before the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE 12 - AMENDMENTS TO BYLAWS

§12.01 These Bylaws may be altered, amended or repealed, and new Bylaws may be proposed by a majority of the Board at any regular or special Board meeting. Written notice, including the exact proposed wording, must be provided by the Bylaws Committee Chairperson to each Board member at least two weeks prior to said meeting at which the proposal will be reviewed. Proposed additions/changes adopted by the Board will be presented to the General Membership for ratification at the Annual meeting of Members or at any Special Membership meeting.

## ARTICLE 13 - TRA INDEMNITY AGREEMENT

§13.01 Regardless of claims, whether separate, several, joint or concurrent may be imposed upon TRA, individuals shall indemnify and hold harmless TRA from and against all damages, claims and liability arising from, or connected with an individual's control or use of TRA assets, or the individual's personal property, including,

without limitation, any damage or injury to person or property. This indemnification shall not include any matter for which TRA is effectively protected against by insurance. If TRA shall, without fault, become a party to litigation commenced by or against individuals, then the individuals shall indemnify and hold TRA harmless. The indemnification provided in this Article shall include TRA legal cost and fees in connection with any such claim, action or proceeding. Individuals hereby release TRA from all liability for any accident, damage or injury to person or property in or out of the Tanglewood Subdivisions, whether due to negligence on the part of TRA individuals and notwithstanding whether such acts or omissions be active or passive. TRA and individuals do each hereby release the other from all liability for any accident, damage or injury caused to person or property, provided, this release shall be effective only to the extent that the injured or damaged party is insured against such injury or damage, and only if this release shall not adversely affect the right of the injured or damaged party to recover under such insurance policy.

#### ARTICLE 14 – DISSOLUTION

§14.01 Upon the dissolution of the Corporation the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE 15 – RATIFICATION

§15.01 These Bylaws shall be binding on all Members upon acceptance as determined by vote of the General Membership.