

AMENDED CONSTITUTION AND BYLAWS OF THE
NORTHERN HILLS SWIMMING POOL ASSOCIATION

ARTICLE I: NAME, OFFICE and PURPOSE

- Section 1: Name: The Association name shall be Northern Hills Neighborhood Swimming Pool Association, and is an unincorporated nonprofit association.
- Section 2: Location: The domicile and place of business of the Association shall be in San Antonio, Bexar County, Texas. The street address of the initial registered office of the association is P.O. Box 7C, San Antonio, Texas, 78217 and the name of the initial registered agent at such address is Stephen D. Foster.
- Section 3: Purpose: Said Association is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the receiving of funds and contributions from the Members of the Northern Hills Neighborhood Swim Club and the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code., or the corresponding section of any future federal tax code.
- Section 3: Revenues: No part of the net earnings of the association shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Five hereof. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal code, or (b) by an association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- Section 4: Duration and the Administrative Year: The period of duration of the association is perpetual. The Administrative Year of the Association is from January 1 through December 31 of each year. The Administrative Year of the Association shall be its fiscal year.

ARTICLE II: MEMBERSHIP

The Association shall have no members.

ARTICLE III: AMENDING BYLAWS

The bylaws may be amended by 2/3 of the directors of the Association at any regular or special meeting of the Board of Directors. Notice in writing of any proposed amendment of the bylaws shall be given to each director either in person or by mail at least thirty (30) days before such amendment is acted upon, however.

ARTICLE IV: MEETINGS

- Section 1: Annual Membership Meeting: The annual meeting shall be scheduled during that last week of January, or at any other time designated by the Board of Directors. If the day of the annual meeting is a legal holiday, the meeting shall be held the same hour on the first day following which is not a legal holiday, or at any other time designated by the Board of Directors. Matters of the meeting will be posted at the Association facilities at least one week in advance of scheduled meeting.
- Section 2: Annual and Monthly Board Meeting: The Board of Directors shall have the sole discretion to determine the time and place for the annual and all monthly meetings. The new Board of Directors shall receive reports of operation of the Association for the preceding year from the officers and retiring members of the Board of directors.
- Section 3: Special Meeting of the Board of Directors: Special meetings of the Board of Directors will be held at the call of the president or the call of two members of the Board of Directors. Notice of regularly scheduled meetings need not be given; notice of special meetings shall be given in writing to each member of the Board of directors stating the time, place and purpose of such a meeting.
- Section 4: Emergency Action Taken without a Board Meeting: directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining written approval of a majority of the directors. Any action so approved shall have the same effect as those taken at a meeting of the directors provided that all other requirements of law to make such written consent effective to take action are met. Verbal approval properly documented may be used if the action and approval are documented in the minutes of the next monthly Board of Director's meeting.
- Section 5: Quorum at the Board Meeting: The majority of the directors fixed by these bylaws shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, or these Bylaws. Voting by proxy is expressly prohibited.

ARTICLE V: BOARD OF DIRECTORS

Section 1: Number and Tenure: The Association shall have such number of Directors as shall be serving as the Directors at any given time of the Northern Hills Neighborhood Swim Club. The persons serving as the directors of the Association at any given time shall always be those same persons then serving as the directors of the Northern Hills Neighborhood Swim Club. The Directors of the Association as of the date of the adoption of these Bylaws and their addresses are as follows:

Mary Dewlen	14115 Fairway Oaks,	San Antonio, TX 78217
Deborah Dickson	4446 Briardale,	San Antonio, TX 78217
Stephen D. Foster	12920 Scarsdale,	San Antonio, TX 78217
Michael Gallagher	4302 Hilton Head,	San Antonio, TX 78217
Margaret Hockaday	3950 Heritage Hill,	San Antonio, TX 78247
Milton McFarland	4209 Hilton Head,	San Antonio, TX 78217
Norma Pechi	13911 Briar Meadow,	San Antonio, TX 78217
Robert Peche	13911 Briar Meadow,	San Antonio, TX 78217
Catherine Zane	113930 Winding Hill,	San Antonio, TX 78217

Section 2: Removal: Removal of a person as a Director of the Northern Hills Neighborhood Swim Club shall be deemed to be and shall immediately effect a removal of such person as a Director of the Association. Removal of a Director who is also an officer shall constitute and result in removal of such person from such office.

ARTICLE VI: BOARD OF DIRECTORS' POWERS AND RESPONSIBILITIES

Section 1: Powers: The Board of Directors shall have power to: Cause to be kept complete records of all its actions and Association affairs. Supervise all officers, agents, and employees of the Association and see that their duties are properly performed. Procure and maintain adequate liability and hazard insurance on any property owned or leased by the Association and adequate liability insurance for officers and directors of the Association. Cause all officers and employees having fiscal responsibility to be bonded as may be appropriate.

ARTICLE VII: OFFICERS

Section 1: Officers: The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer, and such other offices as may be deemed necessary by the Board of Directors. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. The other officers shall exercise such power and perform such duties as may be delegated to them by the Board of Directors. Responsibilities important to the Association operation include maintenance, membership, legal, operation and newsletter.

- Section 2: Election of Officers: The officers of the Association shall be those same persons who hold the same titles of office at any given time for the Northern Hills Neighborhood Swim Club. Removal of a person as an officer of the Northern Hills Neighborhood Swim Club shall immediately be deemed to be and shall result in the removal of such person as an officer of the Association. Vacancies in the offices of the Association shall be filled for the unexpired portion of the term of such vacant office by the same persons as are holding the same office with the Northern Hills Neighborhood Swim Club.
- Section 3: President's Duties: The president shall be the chief executive officer of the Association. The president shall execute any such instruments and documents in the name of the Association as may be necessary and proper in the management of its affairs. The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments and be responsible for the relocation and availability; and shall co-sign all checks and promissory notes.
- Section 4: Vice President's Duties: The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president. The vice-president shall also perform such other duties and have such other powers the Board of Directors may, from time to time, prescribe.
- Section 5: Secretary's Duties: The secretary shall record the notes and keep the minutes and proceedings of the Board and of the members, he or she shall service notice of meetings of the Board; keep appropriate current records; and to perform such other duties as required by the Board.
- Section 6: Treasures Duties: The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall dispense such funds as directed by resolutions of the Board of Directors. He or she shall sign all checks and promissory notes of the Association; keep proper books of accounts; cause an annual audit of Association books to be made by a committee of three, at least one being a director, one a member of the Northern Hills Neighborhood Swim Club at large, excluding the President and Treasurer within 90 days of the completion of each fiscal year; and shall prepare an annual budget and a statement of expenditures and income to be presented to the Board of Directors at its regular annual meeting, and delivery a copy to each of the Directors.

ARTICLE VIII: COMMITTEES

The President shall annually appoint all standing committees and any special committees during the year as maybe necessary in order to conduct the business of the Association. The members of any such committee shall continue to function for the duration of the committee's purpose but not to exceed the current Administrative Year. Any committees performing a function which will last longer than the current Administrative Year must nevertheless be reappointed by

the President. In the absence of action by the President, the Board of Directors may designate and appoint other standing and special committees in the same manner and with the same limitations as provided above for the President. The Board of Directors may remove, at any time, with or without cause, any member of any Committee whether appointed by the President or by the Board of Directors.

ARTICLE IX: NOTICE AND WAIVERS

Sufficient notice is given by depositing the notice in the United States Mail in sealed, postage paid envelop, and addressed to the person entitled at his or her last known address according to the records of the Association. Such notice is considered to have been given on the day of such mailing. Any required notice may be waived by getting the entitled person's signature.

ARTICLE X: INDEMNIFICATION

Every director/officer or employee of the Association shall be indemnified by the Association against all expenses and liabilities including counseling and fees reasonably incurred or imposed upon the person in connection with any proceedings to which he or she may be made a party or in which he or she may become involved by reason of being associated with the Association. Indemnification applies for any settlement whether or not the person is a director, officer, or employee at the time such expenses are incurred, except in such cases where the director/officer/employee is judged guilty by a court of competent jurisdiction of willful misfeasance or malfeasance in the performance of his or her duties. The right of indemnification shall be in addition to and not exclusive of all the rights to which such director, officer, or employee maybe entitled.

ARTICLE XI: Dissolution

Upon the dissolution of the Association, all of the remaining assets and property of the Association shall, after paying or making provision for the payment of all of the liabilities and obligations of the Association and for necessary expenses thereof, be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or the a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

These Bylaws of the Northern Hills Swimming Pool Association shall become effective December, 2003.

I, STEPHEN D. FOSTER, certify that I am the President of the Northern Hills Swimming Pool Association, a Texas non-profit association, and that the foregoing Bylaws of the Northern Hills Swimming Pool Association are a true and correct copy of the Bylaws of the Association as unanimously adopted by the Board of Directors of the Association on the 11th day of December at which a quorum was present.

IN WITNESS WHEREOF, I have hereunto set my hand this 11th day of December, 2003.

Stephen D. Foster

President

Deborah Dickson

Secretary