

**AMENDED AND RESTATED BYLAWS  
FOR  
BENT TREE WEST SWIM & TENNIS CENTER,  
a Texas Nonprofit Corporation**

**ARTICLE I**

These bylaws constitute the code of rules adopted by the Bent Tree West Swim & Tennis Center (the "Corporation") for the regulation and management of its affairs.

**ARTICLE II**

Purpose

The purposes for which the Corporation is organized are exclusively charitable within the meaning of the Internal Revenue Service Code, Section 501(c)(3), and the Texas Tax Code, Section 11.18. In particular, the Corporation is dedicated to: (i) providing a community pool to improve the health and fitness of the general public; and (ii) providing the general public with swim safety education while providing swimming instruction to children and adults; and (iii) raising public awareness of the need for supervised swimming when young children are in and around water in both neighborhood settings and public parks.

**ARTICLE III**

Board of Directors

**(1) Powers**

The Board of Directors (Directors) of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Business Organizations Code ("TBOC"), the Certificate of Formation, and these bylaws.

**(2) Qualifications**

Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Directors need not be residents of the State of Texas. At least one-third of the Board of Directors shall be composed of residents of the Collin County, Texas. At no time shall more than one-third of the Board of Directors be composed of public officials or public employees. No governmental body shall have any power to appoint any member of the Board of Directors. No board member who is a public official or employee shall have the power to appoint any other member of the Board of Directors other than through the individual vote of that board member as a director.

**(3) Number of Directors**

The Board of Directors will consist of 3 Directors. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director or decreasing the total number of Directors to less than three Directors. Until the first meeting for

electing the Directors occurs, the initial Board of Directors shall consist of the persons listed in the Certificate of Formation as constituting the initial Board.

**(4) Term of Directors**

Directors shall serve terms of 2 years. A Director may serve consecutive terms without limitation.

**(5) Election of Directors**

Elections for Directors filling expired terms shall be held at the last meeting of the fiscal year. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Board members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen.

**(6) Resignation**

Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

**(7) Removal**

Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

**(8) Vacancies**

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

**(9) Compensation**

Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Board of Directors approve the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

**ARTICLE IV**  
**Committees**

**(1) Committees**

The Board of Directors may from time to time designate and appoint standing or temporary committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws.

**ARTICLE V**  
Code of Ethics

The corporation and its Directors and Employees will comply with the Corporation's Code of Ethics, as promulgated by the Board of Directors.

**ARTICLE VI**  
Board Meetings

**(1) Place of Board Meetings**

Regular and Special Meetings of the Board of Directors will be held at 18018 Voss Rd, Dallas, TX 75287 or at any other place that the President may designate within the limits of Collin County, Texas.

**(2) Regular and Special Meetings**

Regular meetings of the Board of Directors shall be held each month, or more frequently as deemed necessary by the Board of Directors. Special Meetings may be called by the President or any three Directors. An orientation meeting will be held each year for the new members of the Board of Directors.

**(3) Notice of Board Meetings**

Notice of the date, time, and place of Regular Meetings shall be given to each board member by regular mail, telephone (including voice mail), facsimile, or email no less than Ten (10) calendar days' notice prior to the meeting. Notice of the date, time, and place of special meetings shall be given to each board member using the same methods, but with no less than Ten (10) calendar days' notice prior to the meeting, with the exception of special meetings held to amend the Certificate of Formation or bylaws, for which a Twenty (20) calendar day written notice by mail or facsimile shall be required specifying the proposed amendment.

**(4) Waiver of Notice**

Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director

objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

**(5) Quorum**

A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.

**(6) Actions without a Meeting**

Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the Certificate of Formation, and these bylaws may be taken without a meeting, if a majority of Directors individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

**(7) Proxy Voting Prohibited**

Proxy voting is not permitted.

**ARTICLE VII**

**Officers**

**(1) Roster of Officers**

The Corporation shall have a President, Vice President, Secretary, and Treasurer. The Corporation may have at the discretion of the Board of Directors, such other officers as may be appointed by the Directors. One person may hold two or more offices, except those serving as President or Secretary.

**(2) Election and Removal of Officers**

All officers shall serve one-year terms. The election shall be conducted at the Board of Directors' first meeting of the fiscal year and following the election of the new Board of Directors filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit. The election of officers shall be by majority vote of the Board of Directors attending the meeting.

**(3) Vacancies**

If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Directors present.

**(4) President**

The President shall preside at all meetings of the Board of Directors, shall perform all duties customary to that office, and shall supervise and control all of the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors.

**(5) Vice President**

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and shall have all of the powers of and be subject to all restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by resolution or as the President may from time to time provide, subject to the powers and supervision of the Board of Directors.

**(6) Secretary**

The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws. The Secretary shall attest to and keep the bylaws and other legal records of the Corporation, or copies thereof, at the principal office of the Corporation. The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors and shall keep copies of all minutes at the principal office of the Corporation. The Secretary shall keep a record of the names and addresses of the Directors at the principal office of the Corporation. The Secretary shall, with the approval of the Board of Directors, set up procedures for any elections held by the Corporation. The Secretary shall keep a record of all votes cast in such elections. The Secretary shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors at the principal office of the Corporation during regular business hours. The Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law. The Secretary shall see that all books, reports, statements, certificates, and other documents and records of the Corporation are properly kept and filed. In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary.

**(7) Treasurer**

The Treasurer will have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the Corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws, or which may be assigned from time to time by the Board of Directors. The Treasurer shall give to the Corporation a bond with one or more sureties for the faithful performance of the duties of the office and for the restoration to the Corporation--in the case of his or her death, resignation, retirement, or removal from office--all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his control belonging to the Corporation. The amount of the bond shall be determined by the Board of Directors. The Treasurer and the staff of the Corporation shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation which shall be approved by the Board of Directors. The Treasurer, with the approval of the Board of Directors, shall set up all checking, savings, and investment accounts of the Corporation and deposit all such funds in the name of the Corporation in such accounts. The Treasurer's signature shall be the authorized

signature for all checking, savings, and investment accounts of the Corporation unless the Treasurer, with the approval of the Board of Directors, designates another member of the Board of Directors or employee of the Corporation as the authorized signatory for a particular type of disbursement. The Treasurer shall prepare a monthly report for the Board of Directors, providing an accounting of all transactions and of the financial conditions of the Corporation. The Treasurer shall keep all financing records, books, and annual reports of the financial activities of the Corporation at the principal office of the Corporation and make them available at the request of any Director or member of the public during regular business hours for inspection and copying.

## **ARTICLE VIII**

### **Members**

#### **(1) Eligibility**

All residents of the Collin County, Texas who are eighteen years of age or older are eligible for membership in the Corporation.

#### **(2) Rights of Members**

Each member of the Corporation shall be entitled to one vote on each matter submitted by the Board of Directors to a vote at a Regular or Special Membership meeting, except to the extent that the voting rights are limited or denied by the Certificate of Formation. No member shall be entitled to any dividend or any part of the income of the Corporation or to share in the distribution of the corporate assets upon dissolution. The Board of Directors has the discretion to decide which, if any, matters shall be submitted to the members for a vote, except that the following decisions will always be submitted to the membership for a vote: dissolution of the corporation, merger or consolidation with another corporation, sale of substantially all the corporation's assets, and most amendments to the corporation's certificate of formation.

#### **(3) How the Membership can Legally Act**

The membership may act only at a properly called meeting of the membership where a quorum is present. At such a meeting, a vote of a majority of the members in attendance shall be an act of the membership, except that a two-thirds majority of the members in attendance shall be required for the following: dissolution of the corporation, merger or consolidation with another corporation, sale of substantially all the corporation's assets, and most amendments to the corporation's certificate of formation. The attendance of two-thirds of the active members shall constitute a quorum for the conduct of business at either a Regular or Special Membership Meeting.

#### **(4) Regular Membership Meetings**

The Membership shall meet at least once a year during the month of October at a time designated by the Board of Directors, for the purpose of transacting any business that the Board of Directors may submit to the members. Regular Membership Meetings shall take place at meetings must be held at the registered office of the corporation.

**(5) Notice of Regular Membership Meetings**

Written notice of the Regular Membership Meeting shall be given not less than 10 calendar days nor more than 60 calendar days before the date that such a meeting is to be held. Such written notice shall be delivered by mail, in person, or by facsimile, and shall state the place, day, and time of the meeting. The Board of Directors, in the alternative, may provide notice through other means such as by posting notice in a conspicuous place at the principal office of the Corporation, newsletter, newspaper, church bulletins, or such additional means as the Board of Directors shall deem effective.

**(6) Special Membership Meetings**

Special Membership Meetings may be called at any time by the President, by a majority of the Board of Directors, or on written request of two-thirds of the active members.

**(7) Notice of Special Meetings**

Notice of Special Membership Meetings shall be given in the exact same manner as notice for the Annual Membership Meeting as provided for above, except that the notice shall contain the purpose for which the meeting is called.

**(8) Enrollment of Members**

The Board of Directors shall adopt a membership application form. The application form shall require the name, address, and telephone number of each applicant. There shall be a space for the secretary to sign certifying that the secretary believes the applicant to be eligible for membership. The applicant becomes a member upon the secretary's signature of the application form. The secretary shall keep an up-to-date membership list.

**ARTICLE IX**

**Rules of Procedure**

The proceedings and business of the Board of Directors shall be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein.

**ARTICLE X**

**Executive Director**

The Board of Directors may, upon resolution, appoint an Executive Director to serve at the board's discretion and to carry out whatever tasks the board from time-to-time resolves. The Executive Director shall be paid an annual salary set by the Board of Directors. Subject to such supervisory powers as are vested in the Board of Directors, the Executive Director shall

supervise, direct, and control the business of the Corporation and actively manage its business, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these bylaws.

The Executive Director may engage in negotiations involving commitments of the resources of the Corporation or the acceptance of money or resources by the Corporation in furtherance of the purposes of the Corporation as set out in the Articles of Incorporation and these bylaws. The Executive Director shall generally be expected to attend all meetings of the Board of Directors and meetings of the general membership.

## **ARTICLE XI**

### **Indemnification**

#### **(1) Insurance**

The Corporation will provide indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy.

#### **(2) Indemnification**

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

#### **(3) Limits on Indemnification**

Notwithstanding the above, the corporation will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

## **ARTICLE XII**

### **Operations**

#### **(1) Execution of Documents**

Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the Executive Director and the President (or such other person designated by the Board of Directors), pursuant



to the general authorization of the Board. All conveyances of land by deed shall be signed by the President or two other members of Executive Committee and must be approved by a resolution of the Board of Directors.

**(2) Disbursement of Funds**

Financial Transactions which have a value of \$5,000 or more shall require majority approval of the Board of Directors or Executive Committee if a majority of the Board of Directors is not immediately available to vote on the transaction. In all other transactions, the Executive Director may dispense with the funds of the Corporation in accordance with the annual budget approved by the Board of Directors and the purposes of the Corporation as set out in the Certificate of Formation and these bylaws. Notwithstanding the above, all checks of more than \$5,000 disbursing funds from any of the Corporation's accounts shall require the signatures of at least two of the following: the Executive Director, President, Vice President, Secretary, or Treasurer.

**(3) Procurement Policy**

The Corporation shall abide by its procurement policy, set forth in Exhibit "B".

**(4) Records**

The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Corporation will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation and a membership roster giving the names and addresses of members.

**(5) Inspection of Books and Records**

All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

**(6) Loans to Management**

The Corporation will make no loans to any of its Directors or Officers.

**(7) Amendments**

The Board of Directors may adopt amendments to the Certificate of Formation by a vote of two-thirds of Directors present at a meeting where a quorum is present (Members must vote on most amendments to the Certificate of Formation). The bylaws may be amended at any time by a vote of the majority of Directors at a meeting where a quorum is present.

**(8) Fiscal Year**

The fiscal year for the Corporation will be from "January 1 to December 31".

**(9) Audit**

The Corporation shall have an annual audit to be completed by March 30 of each year for the previous fiscal year. The Corporation shall also produce an annual report (the "Report"). The Report shall be fully compliant with Section 22.353 of the TBOC.

**CERTIFICATION**

I hereby certify that these Amended and Restated Bylaws were adopted by the Board of Directors of the Bent Tree West Swim & Tennis Center at its meeting held on October 12, 2021

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Secretary