

BYLAWS OF THE AUSTIN APARTMENT ASSOCIATION

Adopted: April 1965, Revised:

December 1991
April 1992
August 1994
November 1994
September 1995
July 1996
August 1997
June 1999

January 2001
November 2001
April 2002
April 2003
March 2004
January 2006
May 2007
September 2007

April 2008
March 2009
May 2009
February 2010
January 2011
September 2011
February 2014
June 2015

Sept 2015
Nov 2015
Jan 2017
Aug 2020
Nov 2021
July 2022
January 2023

TABLE OF CONTENTS

- ARTICLE I NAME AND LOCATIONpg. 3
- ARTICLE II PURPOSESpg. 3
- ARTICLE III MEMBERSHIPpg.4
 - A Classificationpg. 4
 - 1 Voting Members
 - a Industry
 - b Products and Services
 - c Associate
 - d Past Presidents
 - 2 Non-Voting Members
 - a Honorary Lifetime Member
 - b Affiliate
 - c Nonprofit
 - 3 Benefits
 - 4 Limitation
 - B Suspension and Removalpg. 5
 - C Duespg. 5
 - 1 Authority
 - 2 Privileges
 - 3 Schedule
 - D Resignationpg. 6
 - E Meetingspg. 6
- ARTICLE IV BOARD OF DIRECTORSpg. 6
 - A Membershippg. 6
 - 1 Composition
 - 2 Election
 - 3 Terms
 - 4 Duties
 - a Director Fiduciary Duties
 - 5 Meetings

	6	Quorum	
	7	Voting	
	8	Attendance	
	9	Vacancies	
	10	Removal of Board Members for Cause	
B		Officers	pg. 8
	1	Election	
	2	Terms	
	3	Duties	
	4	Vacancies	
	5	Compensation	
C		Executive Committee	pg. 10
	1	Composition	
	2	Meetings	
	3	Voting	
	4	Duties	
ARTICLE V		Committees and Councils	pg. 10
A		Councils	
B		Standing Committees	
C		Ad Hoc	
ARTICLE VI		NOTICE	pg. 11
ARTICLE VII		RULES	pg. 11-12
ARTICLE VII		ELECTRONIC MEETINGS	pg. 12
ARTICLE IX		DISCLAIMER	pg. 12
ARTICLE X		AMENDMENTS	pg. 12
ARTICLE XI		INDEMNIFICATION OF OFFICERS, DIRECTORS AND EMPLOYEES	pg.12
ARTICLE XII		CONFLICT OF INTEREST	pg. 13
ARTICLE XIII		DISSOLUTION	pg. 13
ARTICLE XIV		BOOKS AND RECORDS	pg. 13
ARTICLE XV		EXECUTIVE VICE PRESIDENT	pg. 13-14

ARTICLE I
NAME AND LOCATION

The name of the Association shall be the Austin Apartment Association, a nonprofit corporation incorporated in Texas and qualified under Internal Revenue Code Section 501(c)(6). The principal office of the Association is located in Austin, Texas, or elsewhere as determined by the Board of Directors.

ARTICLE II
PURPOSES

The Austin Apartment Association is a nonprofit corporation and shall have all the powers, duties, authorizations and responsibilities as provided in the Texas Business Organizations Code, as amended (“TBOC”), including:

Operating a not-for-profit corporation as an Affiliated Local Association of the National Apartment Association (“NAA”) and the Texas Apartment Association (“TAA”) within the jurisdictional area assigned by the Texas Apartment Association;

Serving as an Affiliated Local Association as that term is used in the bylaws of TAA. The Corporation has become an Affiliated Local Association pursuant to NAA’s vote to grant a charter to the Corporation and TAA’s acceptance of the Corporation as an Affiliated Local Association. As a condition to NAA’s grant of a charter and TAA’s acceptance as an Affiliated Local Association, the Corporation will comply with NAA and TAA bylaws, policies and procedures. The Corporation must be and continue to be affiliated with TAA and NAA;

Serving the geographic boundaries established by TAA in accordance with NAA bylaws, policies and procedures upon the Association’s acceptance as an Affiliated Local Association as those boundaries exist and as they may be revised from time to time.

Promoting mutual advantage and cooperation between owners, builders, managers, residents, and suppliers of services to the rental housing industry, in the discipline of professionalism, to encourage an ever-improving standard of service to the residents of our communities;

Promoting high professional standards and sound business practices among its members in the best interests of the industry and the public;

Providing a forum for all its members and their expressions concerning our industry and its professional conduct of business;

Providing and presenting meetings, seminars, workshops, and exhibitions as well as publishing such information about our industry as will benefit all its members;

Providing an open, informative, and responsive line of communication to those in official capacities in local, state, and national government in order that our industry

may effectively participate in the enactment of laws, ordinances, regulations, and policies for the betterment of the apartment industry and its residents.

ARTICLE III MEMBERSHIP

Membership in the Austin Apartment Association shall be open to any person or legal entity registered with the Texas Secretary of State to transact business in Texas, which shall: 1) agree to abide by the provisions of the Association's local, state, and national Bylaws; 2) fulfill the requirements of at least one classification for membership as set forth in these Bylaws; and 3) have completed and signed the membership application form provided by the Association and submit the application with the first year annual dues to the principal office of the Association.

A. CLASSIFICATION

1. VOTING MEMBERS

- a. **INDUSTRY:** An individual, or a legal entity that owns, builds, develops, operates, or manages residential rental housing properties. Those seeking membership in the "Industry" classification must also provide to the Association a list of all residential rental properties which are, at any given time as determined by the Association, owned, operated, built, developed, and/or managed by Industry member within the eleven-county jurisdiction of the Association and dues shall be paid based upon such list. This list will be maintained for administrative purposes only.
- b. **PRODUCTS AND SERVICES:** An individual, partnership, or corporation that is a vendor of goods and/or services to the members of the Association. A Real Estate Broker, not qualified under the Industry category, shall be included in this category.
- c. **ASSOCIATE:** Those members of firms or employees of firms in the voting categories who wish to participate in all activities of the Association, hold office, and receive all mailings and publications. Associate Membership must be approved in writing by the voting representative of the employer member. This membership must be approved by the Governance committee.
- d. **PAST PRESIDENTS:** Past Presidents are automatically awarded Life Membership and shall be exempted from paying any minimum dues of the Association.

2. NON-VOTING MEMBERS:

- a. HONORARY LIFETIME MEMBER: Those whom the Association may wish to recognize for contributions to the Association and its activities.
 - b. AFFILIATE: Those individuals with an interest in the multi-family housing industry who wish to participate in Association activities but who otherwise do not satisfy any other membership category.
 - c. NONPROFIT: 501(c)(3) charitable organizations with an interest in the Association and its activities but who otherwise do not satisfy any other membership category.
3. BENEFITS: Benefits of each membership category shall be established by Board policy. Members in good standing are automatically members of NAA and TAA.
 4. LIMITATION: Each voting member shall be entitled to only one vote.
- B. SUSPENSION AND REMOVAL: The power and responsibility to suspend, remove or in any other way discipline members shall be vested in the Board. Any member proposed for removal for cause shall be given advance written notice including the reason for the proposed removal, an opportunity to contest the proposed removal in writing or in person before the Board of Directors at the Board's discretion, and final written notice of the Board's decision. Any member may be removed for adequate reason by a two-thirds vote of the Board of Directors. A majority vote of the entire Board of Directors shall be required to reinstate any member who has been removed or suspended pursuant to the provisions of this Section. Any member whose dues are unpaid after 90 days shall be automatically removed without any vote.
- C. DUES:
1. AUTHORITY: The Board shall have the authority to set or amend dues for all membership categories. This shall be accomplished by a two-thirds vote of the Board at a duly called meeting at which a quorum is present.
 2. PRIVILEGES: Only those members whose dues are current shall be eligible to vote or participate in any action and/or services specifically reserved for members in good standing.
 3. SCHEDULE: The dues schedule prescribed by the Association shall be in effect for the entire fiscal year. Dues will renew on January 1 for all members.

- D. RESIGNATION: A member may resign upon written notification to the Executive Vice President. Resignation shall not relieve the member so resigning from the obligation to pay any dues or other charges accrued and unpaid prior to the written resignation date. Nor shall the resignation entitle the person resigning to a refund of any dues previously paid.
- E. MEETINGS: The Association shall hold an Annual Meeting at a place and time approved by the Board of Directors, and notice shall be provided to the membership. At the discretion of the President, or in accordance with TBOC 22.155, additional meetings may be called. A quorum for membership business meetings, including the Annual Meeting, shall consist of members of this Corporation holding one-tenth of the votes entitled to be cast, in person or by proxy. Any vote conducted in conjunction with a meeting of the membership may be cast in person or electronically, at the discretion of the Board and in accordance with these Bylaws and Board Policy.

ARTICLE IV BOARD OF DIRECTORS

A. MEMBERSHIP

1. COMPOSITION: The voting Board consists of the seven officers defined below, and up to sixteen directors, two past presidents, and a President-appointed position. The Board of Directors shall not exceed twenty-six members. Directors shall be elected from and by the general membership according to the procedures and qualifications set out in policy. Up to two past presidents and the appointed position shall be selected in accordance with policy, except as otherwise herein provided. Two-thirds of the Directors shall be elected from the Industry Company category and one-third shall be elected from the Products and Services category.
2. ELECTION: Prior to or at each Annual Meeting of voting members of the Association an election is held to choose the number of indicated vacant Board seats. In addition to and in accordance with these Bylaws, the Board of Directors shall establish policies governing the conduct of elections. Elections may be conducted electronically. The Governance Committee shall oversee the election process in accordance with Board Policy. The ballots shall include a blank to allow for write-in candidates.
3. TERMS: Directors shall be elected and serve for a term of three years. Terms shall be staggered by thirds. A Director may not succeed himself after serving two consecutive three-year terms. If during a board of directors' term, he/she becomes unaffiliated with a member, the

director shall be removed from office unless he/she becomes affiliated with another member. He/she shall be granted a grace period not to exceed six (6) months. In the event that a Board member changes employment during their term and in so doing, he/she changes their classification from Industry Company to Products and Services supplier and vice versa, he/she shall be allowed to serve on the Board for the balance of that fiscal year. The remainder of the unexpired term shall be filled at the next election.

4. **DUTIES:** The Association shall be governed by a Board of Directors which shall have all of the rights, powers, privileges, and limitations of liability of directors of a nonprofit corporation organized under the Texas Nonprofit Corporation Act. The Board shall establish policies and directives governing the business and programs of the Association and shall delegate to the Executive Vice President and Association staff, subject to these Bylaws, the authority, and responsibility to ensure that the policies and directives are appropriately followed.
 - a. **Director Fiduciary Duties.** Members of the Board of Directors shall discharge their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Association. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on members of the Board of Directors, they may in good faith rely on information, opinions, reports, or other statements, including financial statements and other financial data, concerning the Association or another person that was prepared or presented by officers and employees of the Association, professional advisors or experts, or accountants or legal counsel. A member of the Board of Directors is not relying in good faith if the member has knowledge concerning a matter in question that renders reliance unwarranted. The Board of Directors shall be responsible for performing duties as necessary to ensure the efficient operation of the Association consistent with its stated goals and objectives. The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Association.
5. **MEETINGS:** The Board shall meet no less than six times each year and may meet more as needed at the call of the President or ten percent of the total Board members, to conduct the affairs of the Association. Each member of the Board shall be notified in advance of all regular meetings and special called meetings.

6. **QUORUM:** A quorum of the Board shall consist of a simple majority of the Board, as defined as 50% plus one.
7. **VOTING:** A simple majority vote of the Board, at a meeting in which a quorum is present, shall be sufficient to conduct business, except as otherwise herein provided. Each member of the Board shall have one vote. The President may vote only to make or break a tie vote.
8. **ATTENDANCE:** Members of the Board of Directors who are absent from one-fourth of consecutive regularly scheduled and called meetings or one-third of meetings in a 12-month period may be subject to removal from the Board after an appropriate hearing before the Board and by a majority vote of the remaining Board members in attendance at a meeting in which a quorum is present.
9. **VACANCIES:** The President shall appoint members in good standing to fill vacancies created by resignation, loss of membership standing or any other reason. That appointment shall be only until the next regular election.
10. **REMOVAL OF BOARD MEMBERS FOR CAUSE:** A member of the Board may be removed from office for cause, including neglect of duties, abuse of authority or engaging in other misconduct that calls into question their fitness for office, after an appropriate hearing before the Board and by a two-thirds vote of the remaining Board members in attendance at a meeting in which a quorum is present.

B. OFFICERS:

The Officers of the Board shall consist of a President, President-elect, Secretary/Treasurer, Vice President, and three Vice Presidents of Councils. The positions of President, President-elect, and Secretary/Treasurer shall be occupied by an Industry Company, or their Associate members. The position of Vice President shall be occupied by a Products and Services Member.

1. **ELECTION:** Officers shall be elected by a majority vote of the current Board each year. Those considered for election shall have served as an elected member of the Board for no less than one year prior to taking office, with exception of the Vice President who shall be exempt from the qualification. Board members may be elected to office and receive extended terms to serve, and additional Board seats shall be created as necessary.
2. **TERMS:** All officers' terms are for one year, with the exception of the President-elect, who shall automatically advance to the Presidency at the end of the President's term of office. In the event that the President-elect is unable to advance, a new President shall be elected, together with the other officers, pursuant to Article IV.B.1. Any officer

who changes employment during his/her term of office shall be allowed to complete his/her elected term unless removed from office by a three-fourths vote of the Board. All officers, with the exception of the President, may succeed themselves.

3. DUTIES

- a. The President shall supervise and control all the business and affairs of the Association subject to direction by the Board of Directors, including presiding at all scheduled or called meetings. The president may sign, with 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 where the signing and execution shall be expressly delegated by the Board or by these Bylaws or statute to some other officer or agent. In general, the President shall perform all duties incident to the office of President and such other duties as may be designated by the Board from time to time. The President shall affirm all committee Chairs and Co-Chairs, except as otherwise herein provided, whose appointed terms shall coincide with the term of the President, and shall serve as an ex officio member of all committees and councils.
- b. The President-elect shall be available to preside in the place of the President in all necessary occasions. In the event that the President is unable to fulfill his/her obligations, the President-elect shall automatically assume the title of Acting President and the Acting President shall be allowed to succeed him or herself in office as the President the following year.
- c. The Secretary/Treasurer shall perform those normal duties as pertaining to the office including supervision of records and minutes of the Association; and shall have charge of all funds of the Association and of their disbursements, subject to the policies established by the Board. The secretary/treasurer shall serve as the Vice President of the Financial Growth and Sustainability Council.
- d. In the absence of the President, other officers shall preside in the following order: President-elect; Secretary/Treasurer; and the most recent Past President.

4. VACANCIES: Vacancies shall be filled by a majority vote of the Board at the first practicable meeting after such vacancy is made known to the Board.

5. COMPENSATION: The officers shall receive no compensation for their services as officers of the Association, but shall be entitled to reimbursement for their reasonable expenses for attendance at official meetings of and functions for the Association.

C. EXECUTIVE COMMITTEE

1. COMPOSITION: The Executive Committee shall consist of the President as Chairperson, the Officers, the immediate Past President, and the Executive Vice President.
2. MEETINGS: The Executive Committee may meet between meetings of the Board and at special meetings as may be called by the President. All minutes from such sessions must be sent to the Board of Directors.
2. VOTING: All matters shall be decided by a majority vote of the Executive Committee, except as otherwise herein provided. The President shall vote only to make or break a tie. The Executive Vice President is a non-voting member.
3. DUTIES: The Executive Committee shall recommend the policies of the Association and be the Steering Committee and maintain a manual of Association policies approved by the Executive committee and the Board.
 - a. The Executive Committee shall set the agenda of the Board.
 - b. The Executive Committee may act in the capacity of the Board of Directors when the President deems such action an emergency and when a meeting of the Board of Directors is impractical.
 - c. The Executive Committee shall select and direct the activities of the Executive Vice President, who shall direct the day-to-day operations of the Association office and its staff.

ARTICLE V
COMMITTEES AND COUNCILS

- A. COUNCILS: The Association shall organize Committee chairs and other identified individuals to participate in the following Councils in support of the work of the committees.
 - Industry Intelligence and Influence Council
 - Marketing and Brand Strategy Council
 - Membership Experience and Expansion Council
 - Financial Growth and Sustainability Council

Appointments of Council members are to be made in accordance with each Council Charter, which shall be approved by the Board of Directors. Each Council shall be chaired by a Board Vice President elected to that position at the Annual Meeting.

B. **STANDING COMMITTEES:** The Board has established the following Standing Committees:

- Advocacy Committee
- Brand Creation
- Brand Integration Committee
- Budget & Investment Committee
- Community Services
- Emerging Industry Insights & Opportunities Committee
- Events & Services Committee
- Governance Committee
- Membership Growth Committee
- Membership Development Committee
- Resource Development Committee
- Political Action Committee

Appointments of Standing Committee members shall be made in accordance with Board policy.

B. **AD HOC:** The President may appoint, with the approval of the Executive Committee, such Ad Hoc Committees (or Working Groups) as he/she deems necessary, and such committees will end concurrently with the President appointing the Ad Hoc Committee or Working Group.

**ARTICLE VI
NOTICE**

Sufficient notice of all regular and special meetings shall be given in accordance with the TBOC. Whenever any notice is required to be given under the provisions of the TBOC, or under the provisions of the Certificate of Formation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent to the giving of such notice. Any notice or other writing as contemplated or called for in the TBOC, the certificate of formation of the Corporation or these Bylaws may be provided by electronic transmission, as defined in and in the manner provided for by the TBOC.

**ARTICLE VII
RULES**

The most recent version of Robert's Rules of Order, revised, shall be the governing authority for the conduct of all meetings of the Association and its committees.

ARTICLE VIII ELECTRONIC MEETINGS

Subject to the TBOC, members, directors, councils or committees may hold meetings by using a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. The quorum and vote requirements are the same as those applicable to meetings in person.

With the exception of Board of Director and Officer elections, if voting is to take place at the meeting, the Association will implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified and keep a record of any vote or other action taken.

ARTICLE IX DISCLAIMER

This revision in total shall supersede any and all previous documents, revisions, and amendments to the Bylaws of the Austin Apartment Association.

ARTICLE X AMENDMENTS

The Bylaws of this Association may be amended, repealed, or altered by a two-thirds vote of the Board providing, however, that the Board Members be given the notice and wording of such change thirty days prior to the meeting at which the vote is to be taken. The Association shall promptly, but in no event, more than thirty days following the adoption of any amendment to the Bylaws or Articles of Incorporation, submit a copy of such amendment to TAA.

ARTICLE XI INDEMNIFICATION OF OFFICERS, DIRECTORS AND EMPLOYEES

Every Officer, Director, and Employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved by reason of being or having been in such position at the time the expense was incurred. Such indemnification shall apply except in such cases wherein the Officer, Director or Employee commits a breach of

duty of loyalty to the Association or its Members; an act or omission not in good faith or that which involves intentional misconduct or a knowing violation of the law; a transaction from which is received an improper benefit, whether or not the benefit resulted from an action taken within the scope of their office or position; an act or omission for which liability is expressly provided for by statute; or an act related to an unlawful payment of a dividend; or is finally adjudged liable, by due legal process, of willful misfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such position may be entitled.

ARTICLE XII CONFLICT OF INTEREST

All directors, officers, and employees of the Association shall disclose and be disqualified from voting or acting on any matter in which such person has a direct financial interest or a conflict of interest. The Board shall adopt a formal conflict of interest policy consistent with the standards required of nonprofit corporations which shall be reviewed periodically and implemented by the Executive Vice President.

ARTICLE XIII DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure or be distributed to the members of the Association. On dissolution of the Association, after payment of or provision for all liabilities of the Association, any funds and assets remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XIV BOOKS AND RECORDS

The Association shall keep correct and complete books and records and shall also keep minutes of the proceedings of its members at its annual business meeting and the Board of Directors and shall keep at the registered or principal office a record containing the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member's agent or attorney for any proper purpose at any reasonable time.

ARTICLE XV EXECUTIVE VICE PRESIDENT

The Board shall be responsible for hiring an Executive Vice President for such period of time and upon such terms and conditions as the Board may determine.

The Executive Vice President shall have the authority and shall cause the Association to carry out all policies established by the Board of Directors.

The Executive Vice President shall formulate and submit to the Board of Directors or the Executive Committee matters of general policy for the Association and shall see that all orders, policies, and resolutions of the Board of Directors or the Executive Committee are carried into effect.

The Executive Vice President shall perform such other duties as usually appertain to the office or as may be prescribed by the Board of Directors or the Executive Committee. The Executive Vice President shall have general charge and supervision of the administration of the day-to-day activities and affairs of the Association.

The Executive Vice President shall sign and execute all legal documents and instruments in the name of the Association when authorized to do so by the Board of Directors or the Executive Committee.

The Executive Vice President shall prepare an annual budget for consideration by the Board of Directors showing expected receipts and expenditures.

The Executive Vice President shall have full authority over the selection, dismissal, employment compensation within the approved budget, and direction of the Association's staff.

The Executive Vice President shall submit to the Board of Directors or the Executive Committee plans and suggestions for the activities of the Association, shall direct its general correspondence, and shall present recommendations to the Board of Directors or the Executive Committee for decision.

The Executive Vice President shall submit a report of the activities and affairs of the Association at each annual meeting of the Board of Directors and at other times when called upon to do so by the Board of Directors or the Executive Committee.

The Executive Vice President serves as a non-voting ex officio member of the Board and has the right to attend and participate in all meetings of the Board, except when the Board enters executive session unless invited by the Board.

The Executive Vice President is employed at-will, and serves at the discretion of the Board, and a contract reflecting the terms of such employment may be executed by the Board.

###