

BY-LAWS OF HILLCREST RESIDENTS ASSOCIATION

Amended and Restated, May 13, 2019

ARTICLE I

Name and Purpose

Section 1.01. Name of Association. The name of the organization is the Hillcrest Residents Association ("the Association"). The Association is an Arkansas non-profit corporation and has elected to be governed under the provisions of Arkansas Nonprofit Corporation Act of 1993, Ark. Code Ann. Sections 4-33-101 *et seq.* (the "Act"). The affairs of the Association shall be governed in accordance with these amended and restated By-Laws, which were adopted by a vote of the membership at the annual meeting on May 13, 2019.

Section 1.02. Purpose of Association. The purposes for which the Association is organized are to:

- (a) encourage a sense of community among the residents of the Hillcrest neighborhood of the City of Little Rock, Arkansas ("Hillcrest");
- (b) preserve the historic character of Hillcrest;
- (c) promote safety in Hillcrest;
- (d) protect Hillcrest parks and schools; and
- (e) support the commercial district within Hillcrest.

Section 1.03. Tax-Exempt Status. The Association was originally formed as a "civic league" or "social welfare organization" as such terms are used in Section 501(c)(4) of the Internal Revenue Code (the "Code") and intends to operate as an organization that will qualify as tax-exempt under Section 501(c)(4). For state law purposes, the Association is a "mutual benefit corporation" as such term is used in the Act.

Section 1.04. Specific Tax Covenants.

(a) *Limitation on Activities.* No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code) and as may be allowed for organizations of the type described in Section 501(c)(4), 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 provisions of these By-Laws, the Association shall

not carry on any activities not permitted to be carried on by a corporation described as a social welfare organization under Section 501(c)(4) of the Code.

(b) *Prohibition Against Private Inurement.* No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, or trustees, 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 of the Association.

(c) *Distribution of Assets Upon Dissolution.* Upon the dissolution of the Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association shall be distributed for one or more exempt purposes as set forth in Article VI of the Amended and Restated Articles of the Association.

ARTICLE II

Membership

Section 2.01. Eligibility for Voting Membership. The Association shall have members. The voting membership of the Association shall be open to all persons, 18 years of age or older, whose principal place of residence is within the boundaries of the Association as defined in Article IX of these By-Laws and whose dues are current.

Section 2.02. Procedure for Becoming Member. Any person eligible for membership may become a member of the Association upon the payment of annual dues as set forth below.

Section 2.03. Annual Dues. Annual dues shall be paid during each calendar year, at a time and in an amount to be determined by the Board of Directors of the Association (the “Board of Directors”). Any person otherwise eligible for voting membership under Section 1 but whose dues are in default shall not be eligible to vote until such time as the person's dues are paid and brought current

Section 2.04. Voting Rights. Any person eligible for membership and whose dues are current shall be entitled to one vote. The Board may, in its discretion, provide for “single” memberships, “couples” memberships, or other such levels of dues as may be appropriate; and the Board may provide that if a certain level of dues is paid by one person, one other person residing at the same residence will also be entitled to vote as a member. The intent of this

provision is to give voting rights to spouses, partners, and couples who are covered under one membership, but to allow the Board flexibility in setting the level of dues.

Section 2.05. Eligibility for Non-Voting Membership. Membership in the Association shall also be open to other persons who do not qualify for voting membership under Section 1. Such persons shall have all the rights of membership except the right to vote, subject to the restrictions of these By-Laws. They shall pay the same dues as voting members, in the same amount and at the same time.

Section 2.06. Disqualification. Any voting member who ceases to be a resident within the boundaries of the Association shall automatically be dropped from the voting membership roster. Such persons shall then automatically become non-voting members for the remainder of the period for which they have paid dues.

Section 2.07. Membership List. Pursuant to the Act, the Association shall maintain a list of all members, indicating whether they are voting or non-voting members, and shall update the list preceding each annual meeting of the members.

ARTICLE III

Membership Meetings

Section 3.01. Annual Meeting. The Association shall conduct an annual meeting of the members, which shall be held once a year at a time and place determined by the Board of Directors. At the annual meeting the members shall elect Directors and shall consider such other matters as may properly be brought before the membership. Notice for the time, date, and place for the Annual Meeting shall be given at least twenty (20) days in advance. Notice shall be given by any reasonable means designed to communicate to all members of the Association. Notice of the meeting shall set forth the matters to be considered at the meeting that are known at the time of the notice.

Section 3.02. Special Meetings. Special meetings of the membership may be called by the Board of Directors as deemed necessary. Notice of the time, date, place, and purpose of a special meeting shall be given at least seven (7) days in advance by any reasonable means designed to communicate to all members of the Association.

Section 3.03. Agenda and Decisions. Subject to the approval of the Board of Directors, the President of the Association shall prepare the agenda for annual and special meetings of the membership. Any member of the Association eligible to vote under these By-Laws may make a motion at the meeting to add an item to the agenda. All matters placed before the membership shall be decided by a majority vote of those members present and eligible to vote.

Section 3.04. Quorum. Ten percent (10%) of the voting members present in person at any annual or special meeting shall constitute a quorum. Provided that if at least 25 persons are in attendance at an annual meeting, the President may declare a quorum to be present, absent objection from any voting member. If a quorum is not established or has been objected to at three consecutive meetings (no more than one of which may be held in a single day), then, by a three-fourths majority vote, those persons present at the third meeting and eligible to vote under these By-Laws may waive the requirement for a quorum.

Section 3.05. Procedure. All meetings of the membership and of the Board of Directors shall be governed by Robert's Rules of Order, as revised.

ARTICLE IV

Board of Directors

Section 4.01. Powers and Duties of the Board of Directors. All corporate powers shall be exercised by or under the authority of the Board of Directors (the "Board"), and the affairs of the Association shall be managed under the direction of the Board. In addition, the Board shall have the following specific powers and duties:

- (a) To establish the policies of and manage the affairs of the Association.
- (b) To establish committees and approve and confirm nominations of the President of the Association for appointment of committee chairs and committee members.
- (c) To collect and spend Association funds in the discharge of its powers and to enter into such contracts and obligations as it deems necessary.
- (d) To appoint interim members to the Board to fill any vacancy until the next annual membership meeting.

(e) To keep a complete record of all its acts and make them available for inspection by the members; and

(f) To maintain complete and accurate financial records.

Section 4.02. Number, Term, and Qualifications. The number of directors constituting the Board of Directors shall consist of such number (not less than five (5) nor more than seventeen (17)) as the Board of Directors shall determine from time to time. Except as provided in Section 4.03, each director shall hold office for a period of three (3) years, or until such director's death, resignation, removal or disqualification, or until such director's successor is elected and qualifies. No director may be elected to serve for more than two (2) successive three (3) year terms; provided, however, that a Director elected to the office of President shall continue in office as a Director until his or her term as President shall have ended. All directors shall be members of the Association eligible to vote pursuant to Article II hereof.

Section 4.03. Staggered Terms. In order to provide for staggered terms, upon the adoption of these Amended and Restated Bylaws, the then sitting members of the Board of Directors, using such method as they deem reasonable, shall designate that one-third of the then sitting directors shall have terms expiring in one year, one-third shall have terms expiring in two years, and one-third shall have terms expiring in three years. In making such designation, the Board shall come as close as possible to the "one-third" standard. If the Board cannot come to agreement on how to designate terms, the Board shall draw lots to determine which members will serve one-, two-, or three-year terms. After the initial staggered terms, each newly elected Director shall serve for a term of three (3) years.

Section 4.04. Election of Directors. Open positions on the Board shall be filled by election at the annual meeting of the membership. The Nominations Committee (described in Section 7.03) shall prepare a slate of nominees for presentation to the members. To the extent feasible, the full slate of nominees shall be disclosed to the members in connection with notice of the annual meeting. The slate of nominees shall be presented as a whole, unless there is a motion from the floor, approved by vote of the members, to consider the candidates severally. Nominations also may be made from the floor at the annual meeting. If a nomination is made from the floor, the nominees automatically shall be considered severally, and the nominees receiving the most votes shall be seated as directors. In the absence of a motion to consider severally or a nomination from the floor, the vote for directors may be a voice vote. In all other cases, the vote shall be by a show of hands, or, upon a motion from the floor, approved by vote of the members, a written ballot may be conducted.

Section 4.05. Ex-Officio Director. The President of the Hillcrest Merchants Association, or his or her designee, shall be an ex-officio director of the Association. Such ex-officio director

shall have the same powers with respect to voting as any other director, shall be eligible to serve as an officer, and shall be counted when determining the number needed for a quorum and for determining if a quorum is present.

Section 4.06. Resignation of Directors. A director may resign by delivering written notice to the Board of Directors or the President of the Association. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

Section 4.07. Removal of Directors. A director may be removed without cause by the vote of two-thirds (2/3) of the members voting at the annual or any special meeting of the members. In addition, a director may be removed for cause by the affirmative vote of a majority of the members, or, in the absence of a meeting of the members, by a majority of the directors then in office.

Section 4.08. Vacancies. A vacancy occurring on the Board of Directors may be filled on an interim basis by the affirmative vote of the majority of all the directors remaining in office. The term of a director elected on an interim basis shall be the same as the director being replaced. Any person selected to fill an interim vacancy may subsequently be elected to the board of directors as provided in Section 4.04, and his or her service as an interim director shall not count for purposes of determining the term limitations set forth in Section 4.02.

Section 4.09. Chairperson and Vice Chairperson. The President shall serve as the Chair of the Board of Directors and shall preside at all meetings of the Board of Directors and perform such other duties as may be prescribed from time to time by the Board. The Vice President, in the absence of the President, or in the event of the death, inability or refusal to act of the President, shall preside at all meetings of the Board.

Section 4.10. No Compensation. The Board of Directors shall not permit compensation of directors for their services as such, provided they may receive such reimbursement for expenses as may be fixed or determined by the Board of Directors

ARTICLE V MEETINGS OF DIRECTORS

Section 5.01. Place of Meetings. All meetings of the Board of Directors shall be held at such place as the Board of Directors may determine.

Section 5.02. Regular Meetings. Regular meetings of the Board of Directors shall be held at such places and times as the Board of Directors may determine. Initially, regular meetings of the board shall be held on the second Monday evening of each month, at least eleven months in each calendar year.

Section 5.03. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or twenty percent (20%) of the directors then in office and shall be held within the City of Little Rock, Arkansas.

Section 5.04. Notice of Meetings. (a) Regular meetings of the Board of Directors may be held without notice if date, time and place of the meeting previously has been fixed by the Board and published by any reasonable means designed to communicate to all members of the association; otherwise, regular meetings must be preceded by at least seven (7) days' notice to each director of the date, time, and place of the meeting. Special meetings of the Board of Directors must be preceded by at least two (2) days' notice to each director of the date, time, place and purpose of the meeting. In all cases, notice of meetings of the Board shall be made public on the Association's website and through any other additional means reasonably designed to give notice to all of the members of the association.

(b) Notice required by the foregoing provisions may be given by any reasonable means of communication designed to communicate with the directors or the members of the association, as applicable.

(c) Oral notice is effective when communicated, if communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest of the following; (i) when received; or (ii) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed. Written notice is correctly addressed to a director if addressed to the director's physical address or electronic mail address shown in the Association's current list of directors.

Section 5.06. Waiver of Notice. A director may at any time waive any notice required by law or these By-Laws. Except as hereinafter provided in this Section, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with law or these By-Laws objects to lack of notice and does not thereafter vote for or assent to the objected to action.

Section 5.07. Distribution of Agenda. The president shall make a good faith effort to distribute a preliminary agenda for each regular meeting of the board at least seven (7) days in advance of the meeting. The agenda shall be distributed by publication on the website of the Association, by electronic mail, or by any other reasonable means designed to communicate to all members of the Association. The preliminary agenda shall include all items known to the president at the time. For good cause, items may be added or deleted from the agenda, and, to the extent feasible, an amended agenda

shall be distributed as set forth above. This requirement is for a good faith effort, and any failure to adhere to the standard set forth in this Section 5.07 shall not be grounds for objection to the holding of the regular board meeting or to the consideration of any item by the Board of Directors.

Section 5.08. Quorum. A quorum of the Board of Directors consists of a majority of the directors in office immediately before a meeting begins; provided that in no event shall a quorum consist of fewer than three (3) directors.

Section 5.09. Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors, unless the vote of a greater number of directors is required by law or these By-Laws.

Section 5.10. Presumption of Assent. A director of the Association who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless: (a) such director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or, (b) such director's dissent or abstention from the action taken is entered in the minutes of the meeting; or, (c) such director delivers written notice of dissent or abstention to the presiding officer of the meeting before adjournment or to the Association immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 5.11. Meeting Via Communications Equipment. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors can be identified and participate.

Section 5.12. Action Without a Meeting. Action required or permitted by law or these By-Laws to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all of the duly elected and qualified directors of the Association. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

ARTICLE VI OFFICERS

Section 6.01. Number. The officers of the Association shall consist of a President, Vice-President, Secretary, Treasurer (the principal offices), and such other offices as are appointed by the

Board of Directors from time to time. No more than one (1) of the four (4) principal offices may be held by the same person, except that the offices of Secretary and Treasurer may be held by one person.

Section 6.02. Appointment and Term. The principal officers of the Association shall be elected by the Board of Directors at the annual meeting of the members. All nominees for the four (4) principal offices must be members of the Board of Directors. The President shall hold office for a term of two (2) years, and each other officer shall hold office for a period of one (1) year, or until such officer's death, resignation, or removal, or until such officer's successor is elected and qualifies. No person may be elected to serve for more than three (3) successive terms in the same office; provided that no person shall be elected to serve for more than two (2) successive terms as President. The Board of Directors may appoint other officers at such time or times as the need may arise. A vacancy occurring in a position of officer of the Association may be filled at any time by the Board of Directors. The term of an officer elected to fill a vacancy shall expire at the end of the unexpired term that such officer is filling.

Section 6.03. Resignation and Removal. An officer may resign at any time by delivering notice to the Board of Directors. A resignation is effective when the notice is received unless the notice specifies a future effective date. If a resignation is made effective at a future date and the Board of Directors accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. The Board of Directors may remove any officer any time with or without cause.

Section 6.04. President. The President shall be the chief executive officer of the Association and, subject to the control of the Board of Directors, shall supervise and control the management of the Association in accordance with these By-Laws. The President may sign, with the Secretary or any other proper officer of the Association so authorized by the Board of Directors, any deeds, leases, mortgages, bonds, contracts, or other instruments which lawfully may be executed on behalf of the Association, except where the signing and execution thereof expressly shall be delegated by the Board of Directors to some other officer or agent of the corporation, or where required by law to be otherwise signed and executed. The President shall preside at all meetings of the Board of Directors. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors. The President shall be an ex-officio member of all committees.

Section 6.05. Vice-President. In the absence of the President, or in the event of the death, inability or refusal to act of the President, the Vice-President, unless otherwise determined by the Board of Directors, shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President, in the absence of the President, shall preside at all meetings of the Board. The Vice-President shall perform such other duties as may be assigned from time to time by the President or the Board of Directors.

Section 6.06. Secretary. The Secretary shall ensure the safety and accuracy of all board records, prepare board minutes for approval, assume responsibilities of the President in the absence of the President and Vice-President, provide notice of meetings of the Board when such notice is required, and perform any other duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or the Board of Directors.

Section 6.07. Treasurer. The Treasurer shall manage the Board's review of and action related to the Board's financial responsibilities, present appropriate financial reports to the Board on a timely basis, review the annual tax returns and other periodic reports required of the Association, and perform any other duties incident to the office of Treasurer and has such other authority and power as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

Section 6.08. No Compensation. The officers of the Association described in the foregoing sections shall not be compensated for their services as such.

Section 6.09. Executive Director. The Board of Directors may appoint an Executive Director, who shall be the chief operating officer of the Association and, subject to the control of the Board of Directors, have overall responsibility for the routine management of the affairs of the Association. The Executive Director shall report to the Board of Directors and shall work closely with the President of the Association. Duties of the Executive Director shall include: (a) coordinating outreach in the community; (b) representing the Association in the community; (c) overseeing the projects of the Association; (d) supervising the administrative functions of the Association; and, (e) in general, performing such other duties as may be assigned from time to time by the President or the Board of Directors. The Board of Directors may approve compensation and benefits for the Executive Director. The Executive Director may not be selected to serve on the Board of Directors but shall serve as an ex-officio member of the Board of Directors and may serve as an ex-officio member of any committee of the Board of Directors.

ARTICLE VII

COMMITTEES

Section 7.01. Committees in General. The President, with the approval of the Board of Directors, may create one or more committees. Such committees may be comprised of directors, members, or a combination of directors and members; provided, however, that "board committees" must have at least one member of the Board of Directors, unless otherwise provided. The creation of a committee and appointment of members to it by the President must be approved by a majority of all the directors in office when the action is taken. The provisions of Article V of these By-Laws, which govern meetings of the Board of Directors, shall apply to committees of the Board and their members as well,

except that no committee of the Board shall be required to have an annual meeting or scheduled regular meetings.

Section 7.02. Initial Board Committees. Initially, the Board Committees shall be: Communications, Membership, Nominating, Newsletter, Parks, Preservation and Planning, Schools, and Safety. Unless set forth in the By-Laws, each committee shall have the mission and purposes assigned to it at the time of formation, which mission and purposes may change from time to time.

Section 7.03. Nominating Committee. (a) The Nominating Committee shall consist of at least five members of the Board of Directors. The purpose of the Nominating Committee shall be to identify, recruit, and nominate candidates for the Board of Directors.

(b) The Nominating Committee shall seek input from members of the Association in an attempt to recruit diverse candidates for the Board of Directors. The nominating committee shall make a good faith effort to (i) publicize openings on the Board of Directors by publication on the website of the Association, by electronic mail, or by any other reasonable means designed to communicate to all members of the Association, and (ii) publicize such openings at least two months in advance of the annual meeting.

(c) The requirement in Section 7.03(b) is for a good faith effort, and any failure to adhere to the standard set forth in Section 7.03(b) shall not be grounds for objection to a slate of nominees or any election of any nominee to the Board of Directors.

ARTICLE VIII GENERAL PROVISIONS

Section 8.01. Director Conflict of Interest Statement. The Association has adopted a Conflict of Interest Statement attached hereto as Schedule 8.01. Each member of the Board of Directors shall sign the Conflict of Interest Statement upon election. In addition, officers, committee members, and any staff members of the Association shall abide by the Conflict of Interest Statement as it may be modified from time to time.

Section 8.02. No Corporate Seal. The Association has elected not to have a corporate seal.

Section 8.03. Amendments. These By-Laws may be amended or repealed and new by-laws may be adopted by a majority vote of the members at an annual meeting or at a special meeting of the members called for such purpose. The Association shall provide at least twenty (20) days' written notice of any membership meeting at which an amendment to the By-Laws is to be considered. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the By-Laws and contain or be accompanied by a copy or summary of the amendment or state the general

nature of the amendment. Any amendment must be approved by a majority of the members present and voting at such membership meeting.

Section 8.04. Fiscal Year. The fiscal year of the Association shall be the calendar year, beginning on January 1 and ending on December 31 of each year

Section 8.05. Financial Reports. The books of the Association shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the Board of Directors. In the discretion of the Board of Directors, the Association may engage an independent certified public accountant to audit or review the financial statements.

Section 8.06. Tax Matters. The Board of Directors shall take such action as is needed, in its discretion, to obtain recognition of its tax-exempt status or to maintain recognition of its tax-exempt status under state and federal tax laws. To this end, the Board may employ accountants, lawyers, or other professionals. To the extent required, the Board shall file, or direct the filing of, tax returns.

Section 8.07. Corporate Minutes and Records. The Association shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the directors without a meeting, and a record of all actions taken by any committees of the Board of Directors. The Association shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The Association shall keep a copy of the following records at its principal office: (a) its Articles of Incorporation or restated articles of incorporation and all amendments to them currently in effect; (b) its By-Laws or restated by-laws and all amendments to them currently in effect; (c) a list of the names and business or home addresses of its current directors and officers; and (d) a list of all members of the Association. The minutes and records described above shall be made available for inspection by current members of the Association during normal business hours. In addition, to the extent required by applicable law, the Association shall make available for inspection during regular business hours, by any individual, copies of: (i) any application filed with and any letter or other document issued by the Internal Revenue Service with respect to the tax exempt status of the corporation; and, (ii) the annual returns filed with the Internal Revenue Service for the three most recent years (to the extent the Association is required to file such returns); provided, that the names and addresses of any donors to the Association may be kept confidential.

Section 8.08. Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8.09. No Loan to or Guaranties for Directors. The Association may not lend money to or guaranty the obligation of a director or officer of the Association, but the fact that a loan or guaranty is made in violation of this section does not affect the borrower's liability on the loan.

Section 8.10. Indemnification. Each director, officer, agent, and committee member of the Association, now or hereafter serving as such, shall be indemnified by the Association against any and all claims and liabilities to which he or she has or shall become subject by reason of any action alleged to have been taken, omitted, or neglected by him or her as such director, officer, or agent; and the Association shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expenses incurred in connection with, any claims arising out of his or her own willful conduct, gross negligence, criminal acts, or other acts disqualifying him or her from indemnification under the laws of the State of Arkansas. The amount paid to any director, officer, or agent by way of indemnification shall not exceed his or her actual reasonable and necessary expenses incurred in connection with the matter involved. The right of indemnification herein provided shall not be exclusive of any rights to which any director or officer of the Association may otherwise be entitled by law.

ARTICLE IX BOUNDARIES

Section 9.01. Boundaries. The boundaries of the Association are defined as follows:

The area bounded by Markham Street on the south; University Avenue to Evergreen on the west; Evergreen to Fillmore, then Fillmore to “L” Street, then through the Allsopp Park North Ravine to Cantrell Road to Coolwood Road around Knoop Park on the north; and the Blind School property on the east.

ARTICLE X
APPROVAL

Section 10.01. Approval of By-Laws. The foregoing Amended and Restated Bylaws of Hillcrest Residents Association were adopted at the annual meeting of the Association held May 13, 2019, by the members of the association, with a quorum of 10% of the members present, by a two-thirds majority of those voting, and amend, restate and supersede all foregoing versions of the Bylaws

APPROVED:

Eric McDaniel, President

ATTEST:

Karen Konarski-Hart, Secretary

SCHEDULE 8.01

CONFLICT OF INTEREST STATEMENT

Hillcrest Residents Association - Conflict of Interest Statement

For Officers, Directors, Committee Members, and Staff Members

No member of the Board of Directors, or any of its committees, or staff shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the Hillcrest Residents Association. Each individual shall disclose to the Hillcrest Residents Association Board any personal interest which he or she may have in any matter pending before the Board and shall refrain from participation in any decision on such matter.

I hereby certify that I, except as described below, am not now nor at any time during the past year have been:

1) A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party; doing business with the Board of the Hillcrest Residents Association which has resulted or could result in personal benefit to me.

2) A recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with the Hillcrest Residents Association.

Any exceptions to 1 or 2 above are stated below with a full description of the transactions and of the interest, whether direct or indirect, which I have (or have had during the past year) in the persons or organizations having transactions with the Hillcrest Residents Association.

Signature: _____

Date: _____

Printed name: _____

Term: _____