

# BIG COUNTRY APARTMENT ASSOCIATION BYLAWS

## ARTICLE I NAME

The name of this organization shall be the BIG COUNTRY APARTMENT ASSOCIATION, INC., hereinafter referred to as the Association, a Texas non-profit corporation exempt from federal taxation under Code Section 501(c)(6). BCAA is an affiliate of the Texas apartment association, referred to as TAA, and the National Apartment Association, referred to as NAA, and will from time to time, in a manner consistent in all respects with NAA bylaws, policies and procedures, establish appropriate geographic boundaries defining the service area to be covered by the Big Country Apartment Association.

## ARTICLE II PURPOSE

The purpose of this organization shall be:

1. To advance the general welfare of the housing industry through the association of those involved in ownership, management, and suppliers of products and services to the industry.
2. To function cooperatively with the National Apartment Association and its affiliated associations.
3. To participate for the purpose of mutual benefit in an interchange of information and experience with all state and local affiliated associations of the National Apartment Association.
4. To encourage within the housing industry a high appreciation of the objectives and responsibilities of owners, agents, and operators in providing adequate housing and services for the public.
5. To promote the enactment and enforcement of local, state, and federal laws beneficial to the housing industry and free enterprise.
6. To disseminate useful information to all members and inspire them to further educate themselves in the practical features of rental management.

## ARTICLE III MEMBERSHIP

1. There shall be two types of membership in the Association as follows:
  - A. Owner member and Owner's Representative member:
    1. Owner member: Shall be those individuals, firms or corporations that have actual ownership in rental housing or other residential rental units.
    2. Owner's Representative member: Shall be those individuals, firms or corporations who act as direct agency or registered representatives of owners of rental housing or other residential rental units.
  - B. Associate member: Shall be those business entities, whether individual, firm or corporation that supply products and/or services to the multi-housing industry.
2. Qualifications for Membership:
  - A. Membership in this Association shall be open to any business entity, be it individual, partnership, corporation, or other form of entity that shall agree to abide by the bylaws and meets the qualifying factors of membership.
  - B. Membership is limited to those conducting business within the geographical area listed in Article I.
3. Membership Dues or Fees:
  - A. The annual dues and other fees shall be set by the Board of Directors as they deem necessary. The Board of Directors shall set the due date of the annual dues and fees.
  - B. The annual dues shall be paid on or before the membership anniversary date, without grace period. Dues shall be paid annually. Any member whose dues are in arrears as of one day past the membership anniversary date shall be automatically suspended. Any member whose dues remain unpaid 31 days past the membership anniversary date will be automatically dropped from membership.
  - C. An owner member shall pay, or cause to be paid, dues for all units owned, fee managed, or controlled by the member.
  - D. Dues are not refundable.

#### 4. Rights and Benefits of Membership:

##### A. Voting Rights:

1. Owner members and Owner Representative Members shall have one vote per separate membership and have full rights and privileges.
2. Associate members shall have one vote per separate membership and have full rights and privileges.
3. Honorary members cannot hold office in the Association, vote on Association business or use any TAA forms.
4. Each single membership shall be allowed to have a maximum of four representatives serving in an appropriate position of the Board of Directors or Executive Committee, if elected by the membership.

##### B. Benefits of Membership:

1. Members in good standing shall be entitled to the membership benefits set by the Board of Directors from time to time. Such benefits may include the right to attend meetings and seminars of the Association, or to receive publications of the Association, and the right to use forms created by the Association and TAA. The Association and TAA forms, however, may only be used by units which have been reported to the Association and related dues have been paid to the Association in full.

#### 5. Transfer of Membership:

- A. If there is a transfer in the ownership interest of a member of 50% or more by sale, assignment, bequest or otherwise, such as membership terminates unless the member reapplies for membership.
- B. No application or transfer fee for such re-applicant will be assessed.
- C. Re-applicant assumes liability for any fees or charges due to the Association under the former membership name.

#### 6. Resignation of Membership:

- A. Any member may resign by filing a written resignation with the President or Secretary whereby all prepaid dues, if any, shall be forfeited. Resignation shall not

relieve the member of their obligation to pay dues up to the date of resignation or any other fees due to the association.

- B. All TAA and Association forms shall be returned to the Association without compensation.

#### 7. Termination of Membership by Suspension or Expulsion:

- A. Members in good standing shall be entitled to the membership benefits set by the Board of Directors from time to time. Such benefits may include the right to attend meetings and seminars of the Association, or to receive publications of the Association, and the right to use forms created by the Association and TAA. The Association and TAA forms, however, may only be used by units which have been reported to the Association and related dues have been paid to the Association in full.

## ARTICLE IV OFFICERS AND BOARD OF DIRECTORS

- 1. The administration of the affairs of the Association shall be vested in a Board of Directors composed of:

- a) President
- b) President-Elect
- c) Secretary
- d) Treasurer
- e) The most recent past President able and willing to serve. This ex-officio person may also hold an appropriate State or National Board position concurrently, if elected.
- f) Six Local Directors
  - 1. Owner/Owners Representative Positions 1 thru 6. Owner/Owner Representative Positions 1, 3, and 5 are elected in odd numbered years and Owner/Owner Representative Positions 2, 4, and 6 are elected in even numbered years.
  - 2. Associate Positions 1 thru 4. Associate Positions 1 and 3 are elected in odd numbered years and Associate Positions 2 and 4 are elected in even numbered years.
- g) Any local Representatives to the National Apartment Association (may also hold any of the above positions, currently, if elected). The holding of two positions, concurrently, shall not be allowed unless specified above. The TAA Board of Directors will be appointed by the current Board.

## 2. Terms of Office

### A. Officers:

President shall serve a term of one (1) year, President Elect shall serve one (1) term, followed by one (1) term as President. Secretary and Treasurer shall serve a term of one year, unless sooner terminated as provided herein, and shall be eligible to succeed themselves, if duly nominated and elected for one additional term.

### B. Directors:

Directors shall serve a term of two (2) years, unless sooner terminated as provided herein, and shall be eligible to succeed themselves up to 2 times, if duly nominated and elected.

### C. Alternating Terms:

The Board of Directors shall set rules so that, as nearly as possible, one-half of the Local and State Directors shall be elected each year.

### D. Qualifications:

1. A maximum of four persons may be elected to hold an elected position from a single membership.
2. Any Officer or Director whose dues are in arrears as of 31 days past their membership anniversary date will be considered to have resigned their position.
3. Any Officer or Local Director who, during the term of office, is no longer a member or employed by a member will be automatically terminated from such office or directorship unless, within sixty (60) days, such Director becomes a member or is employed by a member of the same membership classification held by such Director or Director's employer at the time the Director was elected. The sixty (60) day grace period applies only if the above-mentioned person remains in residence in the Big Country Apartment Association geographical boundaries.
4. Should an Officer or Local Director have three (3) consecutive absences, or a total of five (5) absences during a fiscal year, from regular meetings of the Board of Directors, his/her office or Directorship shall automatically terminate.
5. Since the number of Representatives to the TAA Board of Directors increases, and/or decreases according to the BCAA membership count, the Board of Directors by two-thirds majority vote shall be empowered to make appropriate adjustments to these positions.

6. To serve as President or President-Elect, a member shall have served as least one previous term on the Executive Committee or Board of Directors of the Big Country Apartment Association.
7. To serve as Treasurer, a member should have general working knowledge of income/expense entities and ledger accounts.

E. Vacancy:

1. Any vacancy occurring on the Board of Directors or within the Executive Committee (by death, resignation or removal) shall be filled by the President by recommending a successor to be ratified by a majority vote of the remaining members of the Board of Directors. A Director or Officer appointed to fill a vacancy shall serve the unexpired term of his/her predecessor in office.

F. Continuity:

1. When these bylaws are approved, any member serving in an elected position established by the previous bylaws, shall continue to serve in that position until the next election or until otherwise properly replaced.

3. Duties of Officers and Directors:

- A. President: The President shall preside at all general meetings of the BCAA, the BCAA Board of Directors and BCAA Executive Committee and shall perform all duties usual to that office. The President may cast the deciding vote in the case of a tie. The President shall recommend appointments or eliminations of committee chairpersons, with the Board of Directors approval. The President shall be an ex-officio member of all committees and shall perform all other duties usual to such office. The President shall represent the BCAA and act in its name, subject to the policies set by the Board of Directors.
- B. President Elect: Presides in absence of President, serves as the primary assistant to the President and assumes office of President if office is vacated. The President elect would finish current term and the following term as President.
- C. Secretary: Keeps minutes of meetings; has custody of documents; keeps lists of officers and their terms of office. Keeps roll at Board Meetings and notifies the President of Bylaws violations due to absences.
- D. Treasurer: Has custody of funds and other valuables; supervises deposits; disburses funds as directed; keeps accounts; prepares financial reports; assists in budget preparation; prepares for audit.
- E. Local Directors: Shall be responsible for approving plans and policies formulated by the Executive Committee; for representing the interests of the Association at appropriate State and National Directors meetings.

4. Powers of the Board of Directors:

- A. To review and terminate membership for cause, after an appropriate hearing by two-thirds vote of the Board of Directors.
- B. To establish membership dues and other fees.
- C. To approve appropriate expenditures for the Association. (The Board may delegate Authority for necessary expenditures to appropriate Executive Officers or Committee Chairpersons).
- D. To hire, supervise, contract and/or discharge the Association Executive and/or Independent Contractors of the Association.
- E. To establish general policies.
- F. To establish or eliminate standing and special committees.
- G. Upon recommendation of the President or any Board member, fill vacancies on the Board until the next general election of Officers.
- H. To enter into contracts to do the following:
  - a. Commit the resources of the Association to fulfill contracts,
  - b. Purchase, sell or lease property,
  - c. Represent the Association in dealing with the public, with the government agencies and with related organizations.
- I. The Board of Directors may employ or contract with an Association Executive whose term and conditions of employment or contract shall be specified by the Board. The Executive Committee shall recommend the ongoing compensation and other financial arrangements of the Association Executive for Board approval. The Association Executive shall act under the direction of the Board of Directors and Executive committee.
- J. To designate the office of the Association.
- K. May secure fidelity bonds on the Association Executive and such other Officers and persons as the Directors shall deem necessary.
- L. May retain the services of an outside accountant who shall audit or review the records or finances of the Association.
- M. May retain an attorney to advise the Officers and Directors in legal matters
- N. A Board member shall not vote on any matter that is a personal conflict of interest.

5. Executive Committee shall be composed of:

- 1. President
- 2. President Elect

3. Secretary
4. Treasurer
5. The most recent past President willing and able to serve.

6. Duties and Powers of the Executive Committee:

- A. The Executive Committee shall be responsible for the formulation of plans and policies of the Association and implementation, direction, and supervision of those plans and policies which have been approved by the Board of Directors. The Executive Committee shall be responsible to the Board of Directors. The Executive Committee shall be responsible to the Board of Directors for conducting daily business of the Association.

7. Nomination of Officers and Directors:

- A. The President shall appoint a Nominating Committee consisting of five (5) members of the Association.
  1. The Past Chair from the previous Nominating Committee.
  2. Two Owner/Owner Representatives not currently Board Members
  3. One Owner/Owner Representative currently a Board Member
  4. One Associate Member
  5. The committee shall select a chairperson from within the committee

8. Election of Officers and Directors:

- A. Officers and Directors of the Association shall be elected at the April general membership meeting and installed at the May general membership meeting. Officers shall assume their responsibilities on June 1.
- B. Absentee balloting shall be allowed to take place during the five (5) working days immediately preceding the election of Officer and Directors at the April general membership meeting.
  1. The member must vote in person or electronically.
    - a. No mail in ballots will be allowed.

9. Recall of an Officer or Director:

- A. All elected positions are subject to recall vote without the necessity of a formal trial.
- B. A vote of two-thirds of the members present at a special or regular general meeting, after due notification of the purpose, shall be required to recall and Officer or Director.

10. Indemnification of Officers, Directors or Employees:



- A. Every Officer, Director or employee of BCAA shall be indemnified by BCAA against all expenses and liabilities including counsel 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, or any settlement thereof whether the person is in such position at the time such expenses are incurred.
- B. 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 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 the statute; or an act related to an unlawful process, of willful misfeasance or malfeasance in the performance of duties.
- C. 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 V MEETINGS

- 1. The annual meeting of members shall be held in May.
- 2. Regular monthly general meetings of the Association shall be held at the time and place designated by the Board of Directors.
- 3. Special general meetings of the Association may be called by the President and must be called by the President upon petition of 10 percent or more of the membership.
  - A. Any call for a special general meeting shall state the purpose, time, and place of the meeting.
  - B. Notice of the special general meeting shall be issued, in writing, at least ten (10) days in advance of such meeting.
- 4. The Board of Directors shall meet as needed, but at least quarterly.
  - A. Special called meetings of the Board of Directors may be called by the President or one-fourth of the Directors.
    - i. Notice may be given by telephone, facsimile, email, mail, or in person.
- 5. The Executive Committee shall meet as needed.
- 6. Quorum for Meetings:
  - A. General Meetings –
  - B. Board of Directors – At any regular or special called meeting of the Board of Directors, a majority (one-half, plus one) of the Directors shall constitute a quorum.
  - C. Executive Committee – At any meeting of the Executive Committee a majority shall constitute a quorum.
- 7. Voting at Meetings:

- A. Unless specified elsewhere in these bylaws, at any meeting when a quorum is present, a majority (one-half plus one) of the members voting shall decide any matter properly brought before the meeting.
8. Open Meetings:
- A. All meetings of the Board of Directorss, Executive Committee, and standing committees shall be open to any of the Association member in good standing.
    - 1. The Chairperson at any meeting may limit a non-committee or non-board member's time to speak on a matter before that committee or board.
    - 2. Any non-committee or non-board member wishing to have a specific issue, relevant to that committee or Board , brought before a committee or the Board shall submit the request, in writing at least two days prior to the meeting, to the committee Chair or the President requesting that the issue be placed on the agenda. The request must be placed on the agenda of the next meeting.
  - B. Special or Ad Hoc committee meetings may be closed by the chairperson.

## ARTICLE VI COMMITTEES, COUNCILS, AND APPOINTEES

- 1. Standing committees shall be formed or deleted upon recommendation by the President or any Board member and approval the Board of Directors.
- 2. Special or Ad Hoc committees shall be formed or deleted upon recommendation by the President or any Board member and approval the Board of Directors.
- 3. All committees shall report to the Board of Directors. The President shall have prior notification of the report contents.

## ARTICLE VII PARLIAMENTARY AUTHORITY

- 1. The rules contained in the current edition of Robert's Rule (Order (latest edition) shall govern this Association in all cases to which they are applicable and in which they are not Inconsistent with these bylaws and any special rules of order that the Association may adopt.

## ARTICLE VIII DISSOLUTION CLAUSE

2. 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 any funds 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 IX AMENDMENT

3. The Bylaws may be amended upon recommendation of the Board of Directors to the Membership at any regular meeting.
4. A two-thirds vote of the members present is required for approval after at least ten (10) days prior notice has been given, in writing, to the membership.

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President

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Date