

BY-LAWS

OF

THE

AVENIDA GUADALUPE ASSOCIATION

A NON-PROFIT CORPORATION

SAN ANTONIO, TEXAS

REVISED AS OF MAY 23, 2016

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ARTICLE 1

NAME

1.01. The name of the corporation is Avenida Guadalupe Association.

ARTICLE 2

PRINCIPAL OFFICES AND REGISTERED AGENT

Principal Offices

2.01. The principal office of the corporation in the State of Texas shall be located in the City of San Antonio, County of Bexar. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Registered Office and Registered Agent

2.02. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Business Organization Code, Chapter 22. Non-Profit Corporations. The Registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 3
PURPOSES AND ACTIVITIES

3.01. a) General Purpose. The Corporation is organized exclusively for charitable, benevolent, scientific and educational purposes that will provide support, educational programs and services to: 1) improve the standard of living and general welfare of residents in the Avenida Guadalupe Project area especially through Housing programs and support services; 2) improve the economic viability of the Avenida Guadalupe project area commercial corridors through neighborhood commercial revitalization strategies; and 3) attract new businesses and light industry, create jobs, and improve traffic flow; and 4) reinforce the positive influence of Mexican-Americans through concepts and strategies that promote cultural knowledge, leadership, self-determination, and self-sufficiency in the Avenida Guadalupe project area, citywide, and nationally. The Corporation shall not engage in any purposes expressly prohibited under Chapter 2, Section 2.002 or Chapter 22 of the Texas Business Organizations Code.

b) These bylaws contain provisions for the regulation and management of the affairs of the Corporation that are consistent with law and the certificate of information.

Restrictions

3.02. The Corporations may exercise all powers conferred upon Corporations formed under the Texas Business Organization Code, subject to the following:

Qualifications

3.03. The Corporation will not possess or exercise any power or authority which expressly, by interpretation, or by operation of law would prevent it from continuously qualifying as a Corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or in corresponding provisions of subsequently enacted federal income tax laws. The Corporation will not engage, directly or indirectly, in any activity which would cause the loss of such qualification.

Unauthorized Purposes

3.04. No part of the net assets or the net earnings of the Corporation will be used for purposes that are not charitable, benevolent, scientific or educational. The Corporation will not be organized or operated for any unauthorized purposes.

Political Activities

3.05. No substantial part of the activities of the Corporation will consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation will not participate or intervene in any manner or to an extent, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office whether by publishing or distributing statements or otherwise.

Contributions

3.06. No solicitation of contributions to the Corporation will be made and no gift, bequest or devise to the Corporation will be accepted upon any condition or limitation which in the opinion of the officers may cause the Corporation to lose its exemption from federal income tax or cause contributions to be nondeductible.

Dividends Prohibited

3.07. A dividend shall not be paid to, and no part of the income of a Corporation shall be distributed to, the Corporation's members, directors, or officers.

Authorized Benefits

3.08. The Corporation shall be authorized to: a) pay compensation in a reasonable amount to the Directors or Officers of the Corporation for services provided, to the extent authorized by Chapter 22, Section 22.054 of the Texas Business Organization Code.

Inconsistency Between Certificate of Formation and By-Laws

3.09. A Provision of the certificate of Formation that is inconsistent with the bylaws controls over the bylaws, except that a change in the number of directors by amendment to the bylaws shall control over the number stated in the certificate of information, unless the certificate of information provides that a change in the number of directors may be made only by amendments to the certificate of formation.

Power to Assist to Employee or Officer

3.10. The Corporation may lend money to or otherwise assist an employee or officer of the Corporation, but not a director, if the loan or assistance may reasonably be expected to directly or indirectly benefit the Corporation, as described in Chapter 22, Section 22.055 of the Texas Business Organization Code. The Corporation may not make a loan to a Director.

ARTICLE 4
BOARD OF DIRECTORS

General Powers

4.01. a) The affairs of the corporation shall be managed by its Board of Directors. b) Directors need not be residents of Texas. c) The Board of Director shall also be authorized to amend the Certificate of Formation and amend, repeal or adopt new bylaws in accordance with Chapter 22 of the Texas Business Organization Code.

Number, Tenure, Qualifications and Election

4.02. The Board of Directors of the corporation shall consist of the Executive Management Committee of the Corporation plus at-large members. The number of Directors shall be no less than nine (9) and no greater than (13). Each Director shall be duly elected and shall hold office for a period of three (3) years until his successor shall have been elected and qualified. Each Director may serve as many successive three (3) year terms to which that Director may be elected. A Director may provide notice to the Chair at any time of his/her intention to no longer serve as a Director. At least one third of the Board of Directors shall be residents of the Avenida Guadalupe Neighborhood. The boundaries of the Avenida Guadalupe Neighborhood shall be in accordance with the map attached hereto as Exhibit "A".

General Standard of Conduct for Directors

4.03. A Director shall discharge the Director's duties, including duties as a committee member, in good faith, with ordinary care and in a manner the Director reasonably believes to be in the best interest of the Corporation.

(b) (1) A Director shall make best efforts to refrain from engaging in the following activities: knowingly committing a crime, knowingly violating the Corporation's or the City of San Antonio's Conflict of Interest Policy; engaging in inappropriate conduct toward other board

members, contractors, staff of the corporation, or member of the public; acting in a disruptive manner at a board meeting; or otherwise engaging in behavior not in the best interest of the Corporation. Nothing in this paragraph shall be deemed to prohibit a Director from reporting wrongdoing on the part of the Corporation to a government entity, in accordance with the Texas Whistleblower Act. Any board member who has a conflict of interest or a potential conflict should rescue him/her from voting on a particular matter at any board or committee meeting with regard to that particular issue.

(b) (2) A Director shall refrain from making representations, disparaging remarks or intentional false or misleading statements to the public through the radio, television or print media or corresponding with the public, local, state or federal government entities, concerning public issues affecting the Corporation, without the request or consent of the board of directors. A Board member should refrain from intentionally creating potential liability for the Corporation. In the event, the Chair, Executive Director or the Executive Committee of the board of directors shall be empowered to conduct its due diligence in reviewing the complaint, consider recommendations concerning any complaints against board member, and then bring such recommendations to the full board at the next regularly scheduled meeting for its consideration and action.

Staggered Terms

4.04. The terms of the respective Directors of the Board of Directors shall be staggered. Each year, 1/3 of the board shall be up for election at the Annual Meeting. Once the respective Directors of the Board are chosen at the October Annual Meeting, they will begin their terms at the first January meeting of the Board of Directors and shall continue until their successor shall have been elected and qualified.

Annual Meetings

4.05. An Annual meeting of the Board of Directors shall be held without other written notice than this bylaw, on the Fourth Monday of October in each year, beginning with the year

2009, at the hour of 6:00 o'clock p.m., for the purpose of electing Directors and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Board of Directors as soon thereafter as possible. The place and format for the meetings shall be in accordance with the process described in Section 4.08 (a) and (b).

Regular Meetings

4.06. a) Regular meetings of the Board of Directors shall be held with written notice once each month on such date and at such time to be determined by a majority of the members of the Board of Directors. b) Meetings may be held at any location stated in the written notice. Meetings may also be held by remote communications technology available to the corporation, including but not limited to speaker phone, videoconferencing technology, the internet or other technology, only if; 1) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and 2) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

Special Meetings

4.07. Special meetings of the Board of Directors may be called by or at the request of the Executive Director or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them. The notice shall state the purpose or purposes for which the meeting is called. Notice shall be delivered to each member entitled to vote at the meeting not later than the 5th day before the date of the meeting. The place and format of the meetings shall be in accordance with the process described in Section 4.08(1) and (b).

Place of Meeting

4.08., a) The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Texas; but if all of the Directors shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any Corporate action may be taken. b) Meetings may be held at any location stated in the written notice. Meeting may also be held by a remote communications technology available to the Corporation, including but not limited to speakerphone, videoconferencing technology, the internet or other technology, only if; 1) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and 2) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

Notice of Meeting

4.09. Notice of any regular or special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail, e-mail with a confirmation of receipt or fax to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Voting in Person or by Proxy

4.10. A Director of the Corporation may vote in person or, by proxy executed in writing by the Director. A Director present by proxy at a meeting may not be counted towards a quorum. A proxy expires three months after the date the proxy is executed. A proxy is revocable unless otherwise provided by the proxy or made irrevocable by law.

Quorum

4.11. A quorum for the transaction of business by the Board of Directors of the Corporation is the majority of the number of directors set by the Corporation's bylaws. The act of a majority of the Directors present in person or by proxy at a meeting at which quorum is present is the act of the Board of Directors of the Corporation.

Vote Required for Fundamental Actions

4.12. The Board of Directors shall be required to approve all fundamental actions. The Following are considered fundamental actions:

- a) an amendment to the certificate of formation
- b) a voluntary winding up under Chapter 11 Bankruptcy;
- c) a revocation of a voluntary decision to wind up the affairs of the Corporation;
- d) a cancelation of an event requiring winding up the affairs of the Corporation;
- e) a reinstatement done in the process of winding up;
- f) a distribution plan prepared in the process of winding up;
- g) a plan of merger done in the process of winding up;
- h) a sale of all or substantially of the assets of the Corporation;
- i) a plan of conversion;
- k) a plan of exchange.

The vote required for approval of a fundamental action is the affirmative vote of the majority of the Directors in office.

Minutes

4.13. The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of Board meetings. A copy of such minutes shall be sent to the Secretary of the Corporation and the Executive Director of the Corporation.

Vacancies

4.14. Any vacancy occurring in the Board of Directors and any directorship to be filled for any reason, shall be filled by the affirmative vote of the majority of the remaining directors, regardless of whether that majority is less than a quorum. A Director elected to fill a vacancy shall be elected for the expired term of his/her predecessor in office.

Removal of Board Members

4.15. Any board member who is absent for forty-percent (40%) of the regular meetings in a calendar year, as determined by roll call, may be subject to removal. When a board member has missed forty percent (40%) of the regular meetings in a calendar year, the secretary shall write to that Board Member and request a written response as to whether the board member has the commitment and the opportunity to continue attending the board meetings. Each board member has the potential to make valuable contributions to the Board of Directors and the community the Corporation serves. Therefore, it is important that board members attend as many meetings as possible. In the event, a Director who has received a letter from the board secretary requesting a response, the Executive Management Committee shall consider whether to place the name of that Director for consideration for removal at the next regularly scheduled board meeting. Notice shall be given to each Director in the Notice of meeting of such proposed removal. The Board of Directors may remove the Director being considered for removal, by an affirmative vote equal to the vote necessary to elect the Director. The board meeting shall comply with Article IV., Section 4.11, titled Quorum of the by-laws.

4.15 (1) Appeal – In the event a board member wishes to appeal the decision of the board of directors, the board members shall notify the board of directors in writing; and upon

receipt of the written request, the full board of directors shall consider such request at the next regularly scheduled meeting.

4.15 (2) Probationary Period – All newly elected Directors shall be on a probationary period for two years from the date of their election. During the probationary period the Executive Committee may determine that the Director is not complying with the terms of the Board Member Agreement signed by the Director. Upon such determination, the Executive Committee shall instruct the Secretary to inform the Director, by written correspondence, that his/her tenure on the Board of Directors has been terminated effective the date of the Correspondence and the reason for the termination.

Informal Action by Directors

4.16. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Directors.

Advisory Committee

4.17. The Corporation may have an advisory committee to provide advice and counsel and support the board in its governance and the performance of the Board's duties and responsibilities. The advisory committee shall be comprised of founding board members or past board members, outstanding citizens of the community, prominent business leaders or leading civic citizens. The board shall set the number of positions on the advisory committee from time to time, but the number of advisory committee positions and candidates shall be obtained through Executive Committee's nominations process. The Advisory Committee shall meet no more than four (4) times a year. An advisory committee member of the Corporation shall be entitled to receive notice of and to attend board meetings. Advisory committee members shall not be entitled to vote.

ARTICLE 5
OFFICERS

Officers

5.01. The Officers of the Corporation shall be a Chairperson, one or more Vice-Chairpersons (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer. The Chairperson, Vice Chairpersons(s), Secretary and Treasurer shall be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable. Such officers shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. An officer of the Corporation may not hold more than one position at any time.

Election and Term of Office

5.02. The officers of the Corporation shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for a period of one (1) year and until his successor shall have been elected and qualified.

Removal

5.03. Any officer elected or appointed by the Board of Directors may be removed by the vote of 2/3 of the entire Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Vacancies

5.04. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the un-expired portion of the term by an election for a new officer.

Chairperson

5.05. The Chairperson shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He/she shall preside at all meetings of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general he/she shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time.

Vice Chairperson

5.06. In the absence of the Chairperson or in the event of his/her inability or refusal to act, the Vice Chairperson (or in the event there be more than one Vice Chairperson, the Vice Chairpersons in or of their election) shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. Any Vice Chairperson shall perform such other duties as from time to time may be assigned to him/her by the Chairperson or Board of Directors.

Treasurer

5.07. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of

Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such money in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 7 of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chairperson or by the Board of Directors.

Secretary

5.08. The secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for the purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chairperson or by the Board of Directors.

Assistant Treasurers and Assistant Secretaries

5.09. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Chairperson or by the Board of Directors.

ARTICLE 6
COMMITTEES

Committees of Directors

6.01. The Board of Directors, by resolution, adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relive the Board of Directors, or any individual Director, of any responsibility imposed on it or him/her by law. Such committees shall consist of the Chairman and such other members as the Chairpersons of the Board of Directors shall determine. Each such committee shall keep regular minutes of its proceedings and all committees shall report to the Board of Directors when required.

6.01. (a) CHDO Activities. The Avenida utilizes its formal Committee process to obtain advise from low-income program beneficiaries in order to develop all phrases of HOME assisted projects including siting, design, development, and management decisions.

Term of Office

6.02. Each member of a committee shall continue as such until the next annual meeting of the Directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease qualify as a member thereof.

Chairman

6.03. One member of each committee shall be appointed chairman by the Chairperson of the Board of Directors.

Vacancies

6.04. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

Quorum

6.05. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Rules

6.06. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE 7
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Contracts

7.01. The Board of Directors may authorize any office or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. The Board of Directors shall comply with the requirements of Section 22.230, Chapter 22 of Texas Business Organizations code regarding contracts or transactions involving interested directors, or officers.

Checks and Drafts

7.02. All checks, drafts, or orders for the payment of money, notes, or other evidences or indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation will have (2) signatures unless otherwise determined by the Board of Directors.

Deposits

7.03. All funds of the Corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Gifts

7.04. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE 8
BOOKS AND RECORDS

8.01. The Corporation shall keep correct and complete books and records of amount and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Board of Directors entitled to vote. All books and records of the Corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 9
FISCAL YEAR

9.01. The fiscal year of the Corporation shall begin on the first day of October and end on the last day in September in each year.

ARTICLE 10
INDEMNIFICATION

10.01. The Corporation may indemnify a person who was, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or a member of any board, committee, sub-committee, or task force of the Corporation against expenses, judgments, awards, fines, penalties and amounts paid in settlement actually and reasonably incurred by such person (with the prior consent of the Corporation acting through its directors by a two-thirds vote and concurrence of counsel which the Corporation shall have retained to defend such person, as in hereinafter provided) in connection with such action, suit or proceeding, (i) except with respect to matters in which the person is found liable on the basis that personal benefit was improperly received

by him/her, whether or not the benefit resulted from an action taken in the person's official capacity or (ii) except with respect to matters as to which it is adjusted in any suit, action or proceeding that such person is liable to the Corporation by reason of the fact that such person has been found guilty of the commission of: a crime; gross negligence; willful misconduct; or intentional tortuous conduct in the performance of his/her duties, it being understood that termination of any action, suit or equivalent (whether or not after trial) may create a presumption or be deemed an adjudication that such person is liable to the Corporation by reason of the commission of: a crime, gross negligence, willful misconduct or intentional tortuous conduct in the performance of his/her duties and (ii) provided that such person shall have given the Corporation prompt notice of the threatening or commandment (as appropriate) of any such action, suit or proceeding. Upon notice from any such indemnified person, the Corporation may defend such indemnified person through counsel selected by and paid for by the Corporation, and (b) may reimburse such indemnified person for expenses encompassed by the foregoing indemnity in advance of the final disposition of any such action, suit or proceeding, provided that the indemnified person shall agree to repay to the Corporation all amounts so reimbursed if a court of competent jurisdiction finally determines that such indemnified person is liable to the Corporation for such reimbursement by reason of the fact that such indemnification has been found guilty of the commission of: a crime, gross negligence, willful misconduct, or intentional tortuous conduct in the performance of his/her duties. The foregoing provisions shall be in addition to any and all rights which the persons specified above may otherwise have at any time to indemnification from any/or reimbursement by this Corporation. This indemnification shall be null and void as to certain prohibited distributions of assets as stated in Section 22.226, Chapter 22 of the Texas Business Organizations Code.

ARTICLE 11
NONDISCRIMINATION POLICY

11.01. The Corporation will not discriminate on the basis of race, color, religion, sex or national origin.

ARTICLE 12
RULES OF ORDER

12.01. Robert's Rules of Order shall govern the proceedings of all meetings of this Corporation and its constituent parts except as provided by these by-laws.

ARTICLE 13
MEMBERS

13.01. The Corporation shall have no members initially. The Board of Directors may create classes of members if it so desires in the future.

ARTICLE 14
WAIVER OF NOTICE

14.01. Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code or under the provisions of the Articles of Formation or the bylaws of the Corporation, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 15
AMENDMENTS TO BYLAWS

15.01. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the directors present at any annual or regular meeting or at any special meeting, if at least two days' written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

The By-Laws shall be effective as of the date executed by the Directors listed below.

The foregoing By-Laws of this Corporation are hereby amended by the undersigned, being officers of such Corporation in office on the **23rd day of May, 2016**.

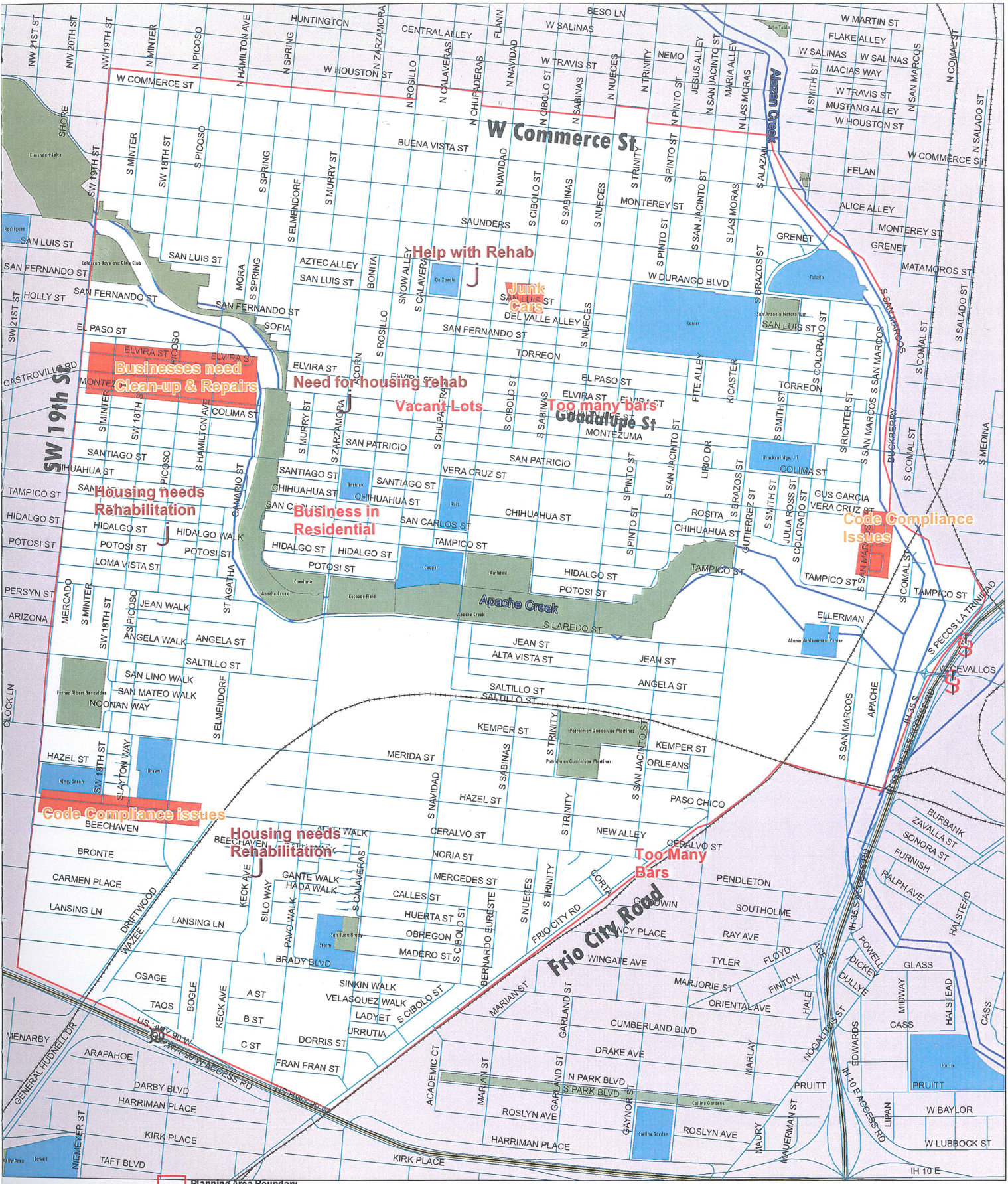
Signed _____
Terry Hartman, Chairperson

Signed _____
Wendy Stiles, Vice Chairperson

Signed _____
William Soria, Treasurer

Signed _____
Yolanda Sosa, Secretary

EXHIBIT "A"
BOUNDARIES MAP

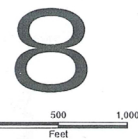


- Planning Area Boundary
- Public Schools
- Parks
- Code Compliance Issues
- Housing Rehabilitation Issues
- J beaxstreets

Housing & Economic Development

Guadalupe Westside Community Plan


AGA: Exhibit A



City of San Antonio
Planning and Community
Development Department

Erin R. Larocaca
AICP, PLA, CMLD Director

Development Business
Service Center
1905 S. Alamo
San Antonio, TX 78208



Map created by Andrew...
Map data from...
Map scale: 1 inch = 1000 feet
Map date: 10/2014