

BYLAWS OF FRIENDS OF BARTON SPRINGS POOL, INC.

A NON-PROFIT CORPORATION

ARTICLE 1 - OFFICES

1.01 Principal Office. The principal office of the Corporation in State of Texas shall be located in the City of Austin, County of Travis.

1.02 Registered Office and Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, as required by the Texas Business Organizations Code. 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 office may be changed from time to time by the Board of Directors. The registered agent of the corporation shall be the President of the corporation unless another agent is selected by an affirmative vote of the Board of Directors.

ARTICLE 2 - BOARD OF DIRECTORS

2.01 General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of Texas.

2.02 Number, Tenure, and Qualifications. The number of Directors shall be no less than three (3) and no greater than ten (10), serving staggered terms of two (2) years. Each Director shall hold tenure for two (2) years or until his or her successor shall have been elected and qualified.

2.03 Annual Meetings. The annual meeting of the Board of Directors shall be held in April of each year at a date, time, and place, within the State of Texas, as selected by the Board of Directors. At the annual meeting the Board of Directors shall elect new directors to serve and the officers to serve for the next calendar year. Notice of the annual of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by e-mail, telefax, or first class mail 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.

2.04 Regular Meetings. Regular meetings of the Board of Directors may be scheduled by the President who shall set the dates, times, and place for the holding the regular meetings of the Board without other notice than such resolution.

2.05 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any Director. 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 meeting of the Board called by them. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by e-mail or telefax to each Director at his or her address as shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any special 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.

2.06 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any annual, regular, or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

2.07 Quorum. A quorum for the transaction of business by the Board of Directors shall be four (4) Directors present in person or by telephone. If less than a quorum of Directors shall be present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Once a quorum is constituted, the Directors present or represented by proxy at a meeting may continue to transact business until adjournment, notwithstanding the subsequent withdrawal therefrom of such number of Directors as to leave less than a quorum.

2.08 Manner of Acting. The act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these bylaws. Each Director shall, at every meeting of the Board of Directors, be entitled to one (1) vote in person or by proxy. Every proxy must be executed in writing by the Director in the form approved by the Board of Directors and must be received by the president prior to the commencement of the meeting for which it is intended to be exercised. A facsimile or e-mail transmission is acceptable for this purpose. No proxy shall be valid other than for the meeting at which it is to be exercised. Each proxy shall be revocable until the commencement of the meeting for which it is intended to be exercised.

2.09 Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Vacancies shall be filled by an affirmative vote of a majority of the remaining Directors, even if less than a quorum of the Board of Directors.

2.10 Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board, but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

2.11 Informal Action by Directors. 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 a consent in writing setting forth the action to be taken shall be signed by all of the Directors.

2.14 Meeting by Telephone. Any meeting of the Board may be held by telephone or TeleVideo conference call in which all or certain of the Directors are not physically present at the place of the meeting. For purposes of determining the presence of a quorum and for all voting purposes at such a meeting, all Directors participating in the telephonic meeting shall be considered present and acting. The requirements for a quorum shall remain the same as if all directors participating were physically attending and present.

ARTICLE 3 - OFFICERS

3.01 Officers. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

3.02 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the Annual Meeting.

3.03 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors by majority vote, 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.

3.04 Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired

portion of the term.

3.05 President. The President 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 or she shall preside at all meetings of the Board of Directors when present. He or she may sign, with the secretary or any other proper officer of the Corporation authorized by the Board of Directors, any contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation. He or she shall file all required reports of the Corporation with the Secretary of State as provided by the Texas Business Organizations Code. In general he or she shall perform all duties incident to the office of the president and such other duties as may be described by the Board of Directors from time to time.

3.06 Vice-President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President will 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 shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

3.07 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, if any; affix the seal of the Corporation, if any, to all documents, the execution of which on behalf of the Corporation under its seal, if any, is duly authorized in accordance with the provisions of these bylaws; keep a register of the e-mail addresses, post-office address and telephone number of each member of the Board of Directors.

3.08 Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds of the Corporation, receive and give receipts for moneys paid to the Corporation, and send invoices for funds due and payable to the Corporation from any source whatsoever. He or she shall deposit all such money in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. He or she shall file any necessary documents with the Internal Revenue Service to acquire and maintain the Corporation's status as a charitable organization under Section 501(c)(3) of the Internal Revenue Code. In general, the Treasurer will perform all the duties incident of the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE 4 - COMMITTEES

4.01 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Board of Directors in office, may designate and appoint one or more committees, each of which shall consist of one or more Directors. Such committees shall not have or exercise the authority of the Board of Directors in the management of the Corporation, unless such authority is delegated to the committee by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Such committees may include, without limitation:

- (a) Advocacy Committee: which committee shall advocate for the care and protection of Barton Springs Pool and the surrounding grounds and improvements with the public and with appropriate employees and officials of the City of Austin;
- (b) Service Committee: which committee shall serve to clean Barton Springs Pool and to improve and beautify the grounds surrounding the pool in consultation with the appropriate City of Austin employees and under all necessary federal, state, and local guidelines;
- (c) Communications Committee: which committee shall communicate information about the activities of the Corporation to those who are its members and to the public at large;
- (d) Fundraising Committee: which committee shall raise funds through donations and grants to support the projects designated by the Board of Directors; and
- (e) Fun Committee: which committee host events for the members and public to enjoy and celebrate Barton Springs Pool.

Such committees shall operate according to terms and conditions provided in the resolution adopted by the Board of Directors for the committee. Members of each committee shall be appointed by the President of the Corporation and can include persons who are not members of the Board of Directors. Any members of such committees may be removed by the President whenever in his or her judgment the best interests of the Corporation shall be served by such removal.

4.03 Term of Office. Each member of a standing committee shall continue as such until the next calendar year of the Board of Directors or until his or her successor is appointed, unless the committee shall be sooner terminated, unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

4.04 Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

4.05 Vacancies and Additions. Vacancies in and additions to in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

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

ARTICLE 5 - CONTRACTS AND OTHER INSTRUMENTS

5.01 Contracts and Other Instruments. The Board of Directors may authorize any officer 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.

5.02 Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of 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 be from time to time determined by affirmative vote of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or Secretary and countersigned by the President or Vice President of the Corporation.

5.03 Deposits. 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.

5.04 Gifts. The Board of Directors may accept funds on behalf of the Corporation through membership contributions, gifts, bequests, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 6 - BOOKS AND RECORDS

6.01 The Corporation shall keep correct and complete books and records of account 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 the registered or principal office a record giving the names and addresses of the Board of Directors. All books and records of the Corporation may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE 7 - FISCAL YEAR

7.01 The fiscal year of the Corporation shall begin on the first day of January and end on the last day in December of each year.

ARTICLE 8 - SEAL

8.01 The Board of Directors may provide for the purchase of a corporate seal. If acquired, the seal shall be in the form of a circle and shall have inscribed thereon the name of the Corporation.

ARTICLE 9 - AMENDMENTS TO BYLAWS

9.01 These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors at any meeting, whether annual, regular, or special, 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.

ARTICLE 10 - INDEMNIFICATION OF DIRECTORS AND OFFICERS

10.01 Indemnification. The Corporation may indemnify its officers and directors who act: (1) in good faith; (2) with ordinary care; and (3) in a manner the officer or director reasonably believed to be in the best interest of the corporation to the extent provided in Chapters 8 and 22 of the Texas Business Organizations Code.

ARTICLE 11 - GENERAL PROVISIONS

11.01 Interested Directors and Officers. No contract or transaction between the Corporation and one or more of its Directors or officers, or between any Corporation, partnership, association or other organization in which one or more of the Directors or officers of the Corporation are Directors, officers or partners, or have a financial interest, shall be void or voidable solely by reason of such relationship, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors of the Corporation or a committee thereof that authorizes the contract or transaction, or solely because such person's votes are counted for such purposes, if any one of the following conditions are met;

- (A) the material facts as to the relationship or interest of the Director or officer and as to the contract or transaction are disclosed or are known to the Board of Directors of the Corporation, or the committee thereof that authorizes the contract or transaction, and the Board of Directors of the Corporation or committee thereof, in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested

Directors, even though the disinterested Directors be less than a quorum;
or

- (B) the material facts as to the relationship or interest of the Director or officer and as to the contract or transaction are disclosed or are known to the Directors of the Corporation entitled to vote thereon, and the contract or transaction is specifically approved in good faith by the Directors of the Corporation at any annual, regular or special meeting of the Directors called for that purpose; or
- (C) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors of the Corporation or a committee thereof.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors of the Corporation or of a committee thereof that authorizes the contract or transaction.

Bylaws were adopted and approved on March 31, 2007 at a meeting of the Board of Directors of Friends of Barton Springs Pool, Inc.

ATTESTED: _____
_____, Secretary, Board of Directors