



## **BYLAWS OF GLEN MEADOW NEIGHBORHOOD ASSOCIATION, INC.**

### **ARTICLE 1 ~ NAME AND GENERAL PROVISIONS**

1.01 NAME: The name of the organization shall be: Glen Meadow Neighborhood Association. (Hereinafter referred to as GMNA).

1.02 DURATION: The period of duration of the GMNA is perpetual.

1.03 PRINCIPAL OFFICES: The principal office of the GMNA shall be located in the City of Dallas, County of Dallas, and State of Texas.

1.04 BOUNDARIES: The membership area of the GMNA is bounded on the north by Interstate 635 (LBJ Freeway), on the east by Midway Road, on the south by Forest Lane, and on the west by Marsh Lane.

1.05 REGISTERED AGENT: The GMNA shall have and continuously maintain, in the State of Texas, a registered office and a registered agent whose office is identical with the registered office, as required by the Texas Nonprofit Corporation Act. The registered office may be, but not need be, identical with the principal office of the GMNA in the State of Texas, and the Board of Directors may change the address of the registered office from time to time.

### **ARTICLE 2 ~ PURPOSE**

2.01 PURPOSE:

- The purpose of the GMNA is to promote the civic, security, social welfare and well-being of those certain residents living in the areas of Dallas, Dallas County, Texas, known as Glen Cove East, Forest Glen, Glen Cove Park, Meadow Park, Crestpark Club, and Rosser Park Subdivisions, to promote and engage in activities for their use and benefit, and to engage in such additional activities that would contribute to the general betterment of the quality of residential life for all citizens of the city of Dallas.
- The general purpose and power of the GMNA is to have and to exercise all rights and powers conferred on non-profit corporations under the Texas Non-Profit Corporation Act and other laws of Texas, or those powers which may hereinafter be conferred.
- In addition to the purposes for which the GMNA is incorporated, the GMNA is further limited to such purposes as fully set out in Article 1396-2.01 of Vernon's Annotated Civil Statutes.
- Notwithstanding any of the above statements of purposes and powers, the GMNA shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the GMNA.

## **ARTICLE 3 ~ MEMBERS**

3.01 **QUALIFICATIONS:** The Corporation shall have one class of members. Each residential homeowner and each tenant holding a leasehold interest in residential property within the GMNA boundaries is eligible to become a member of the GMNA by paying dues good for one calendar year. A resident of Rosser Park will be a member of the GMNA Board representing the Rosser Park HOA. Membership eligibility is to be without regard to race, creed, age, gender, sexual orientation or national origin.

3.02 **RIGHTS OF MEMBERS:** Each member of the GMNA is eligible to serve as an Officer, Director or on any committee of the GMNA, to vote on matters as provided by these bylaws, and to attend, with any members of his or her household, any business or social function of the GMNA.

3.03 **RESTRICTIONS ON MEMBERS:** No member of the GMNA may use, or permit the use of, the name of the GMNA or any information obtained through GMNA membership for commercial purposes or any other purposes inconsistent with these bylaws.

### **3.04 MEETINGS OF MEMBERS**

- Annual and Other: The members of the GMNA shall meet annually during the month of September at a time and place selected by the Board of Directors and at such additional times and places as the Board of Directors may prescribe. Notice of any such meeting, along with the agenda, shall be published in the GMNA Newsletter and/or via the web site with notification by e-mail, at least ten (10) days prior to the meeting. Those members present at a general meeting shall constitute a quorum.
- Special Meetings: Special meetings can be called by:
  - The President, or
  - At least four (4) members of the Board of Directors, or
  - Filing with the Secretary a written petition with at least twenty five percent (25%) of the membership signing the petition.

3.05 **VOTING BY GENERAL MEMBERSHIP:** Voting shall be by written ballot or show of hands as prescribed by the President or Vice President prior to each vote. Each dues-paid household shall be entitled to one vote on each matter submitted to a vote of the membership. Amendment of these bylaws shall require a two-thirds (2/3) majority of those voting either in person or by written proxy filed with the Secretary. All other matters shall be decided by a simple majority of those voting either in person or by proxy, except as otherwise provided in these bylaws.

3.06 **TRANSFER OF MEMBERSHIP:** Membership in the GMNA is not transferable or assignable.

3.07 **LIABILITY:** Members of the GMNA shall not be personally liable for the debts, liabilities or obligations of the GMNA.

## **ARTICLE 4 ~ BOARD OF DIRECTORS**

4.01 **COMPOSITION OF BOARD:** The GMNA shall have a Board of Directors composed of:

- The four GMNA Officers: President, Vice President, Secretary and Treasurer
- The Chairs of each of the Standing Committees
- At large Directors who participate in running the GMNA and events.

4.02 **GENERAL POWERS:** The Board of Directors shall manage the affairs of the GMNA.

4.03 NUMBER, TENURE AND QUALIFICATIONS: The number of Directors will be determined by the incumbent Board of Directors and shall be at least five (5) but no more than fifteen (15). They shall be general members in good standing of the GMNA. Each Director shall hold office until the next annual meeting or until a successor shall be elected and qualified. No more than one member of the same household may serve as a voting member of the Board of Directors at any one time.

4.04 ELECTION PROCEDURES: During the month of July of each year the Board of Directors shall appoint a Nominating Committee, who shall select nominees for each Director of the GMNA. The names of the nominees shall be published in the GMNA Newsletter and/or via the web site with notification by e-mail, at least ten (10) days prior to the annual meeting of the general membership in September. The election of Directors shall be held at the Annual Meeting of the General Membership.

4.05 GENERAL DUTIES: All Directors of the GMNA must remain members in good standing with paid membership dues during their term in office. They shall act at all times in the best interest and desires of a majority of the Membership. Should any Director's political, commercial or other interest conflict with the best interests of the GMNA, the other Directors may, at their discretion, ask the Director to resign or proceed directly to removal procedures set forth in these bylaws.

4.06 SPECIFIC DUTIES: The Board of Directors shall be an advisory body, guiding the policies and activities of the GMNA. No Director shall be authorized, without approval from the Board, to represent the GMNA in any matter.

4.07 VACANCIES: If the President resigns or is unable to serve the full term, the Vice President shall succeed the President and the Board of Directors shall select a member of the GMNA to replace the Vice President. If any other Officer or Director resigns or is unable to serve a full term in office, the Directors shall select a member of the GMNA to serve the remainder of the term.

4.08 REGULAR MEETINGS: A regular meeting of the Board of Directors shall be held at least once during each quarter at the time and place selected by the Board at their previous meeting, or at a time and place selected by the President of the GMNA. All meetings of the Board of Directors shall be open to all members of the GMNA.

4.09 SPECIAL MEETINGS:

The President or a majority of the Directors may call special meetings of the Board of Directors. The Vice President will give notice thereof to all Officers and Directors of the Board.

4.10 QUORUM: At any meeting of the Board of Directors, a quorum shall be constituted when a majority of the Directors is in attendance.

4.11 COMPENSATION: Directors shall not receive any salary or other compensation for their services.

4.12 REMOVAL OF DIRECTORS: Any Director who fails to meet the obligations and responsibilities of his or her office may be removed from office by a two-thirds (2/3) majority vote of the membership present at any meeting at which there is a quorum.

## **ARTICLE 5 ~ OFFICERS**

5.01 GMNA OFFICERS: GMNA shall have a President, a Vice President, a Secretary and a Treasurer.

5.02 QUALIFICATIONS OF OFFICERS: Officers must be members in good standing per Article 3.01. In case of an Office vacancy during the fiscal year, a member of GMNA in good standing may be nominated by the President and approved by two-thirds (2/3) of the Board of Directors for that vacant Office.

5.03 TERMS OF SERVICE: Term of office for the Officers shall be for one year.

5.04 ELECTION OF OFFICERS: The Officers of the GMNA shall be elected annually by the Board of Directors from those elected to the Board at the General Membership Meeting. Such election shall be held as soon thereafter as is convenient. The procedures outlined in *Roberts Rules of Order*, Chapter XIV, "Nomination and Elections" shall govern the electoral process.

The outgoing President, or the Vice President in the absence of the President, shall make nominations for each office. The presiding officer of the meeting shall also call for nominations from the floor. No second shall be required for such nomination. The same person can be nominated for more than one office, but if elected must choose which office he or she will accept. There shall be a new ballot for the resigned position.

#### 5.05 INDIVIDUAL DUTIES:

The President shall:

- Call and preside at all meetings of the General Membership and of the Directors.
- Have the authority to conduct meetings and to maintain order.
- Assure that all actions of the Board of Directors are coincident with the provisions of these By-Laws.
- Appoint all committee chairmen with the approval of the Board of Directors.
- Perform other duties as may be requested by the Directors.
- Be ex-officio a member of all committees except the Nominating Committee.
- Have authority to represent the GMNA in its relations with other persons and organizations.

The Vice President shall:

- Preside at meetings and appoint such committee chairmen as may be required in the absence of the President.
- Invoke Robert's Rules of Order for each meeting. In the absence of the Vice President, the Treasurer shall perform this function.
- Shall perform various duties and serve on committees as assigned by the President and approved by the Board of Directors.
- If the President resigns or is unable to serve the full term, the Vice President shall succeed the President and the Board of Directors shall select a member of the GMNA to replace the Vice President.

The Secretary shall:

- Keep an accurate record of proceedings of all membership and Board meetings.
- See that all notices are duly given in accordance with the provisions of these By-Laws or as required by applicable law
- Maintain custody of the corporate records of the GMNA.
- Keep a register of the address, telephone number and e-mail address of each Director.
- Attend to correspondence.
- Distribute minutes of prior meetings and maintain attendance records of Board meetings.

The Treasurer shall:

- Keep an up-to-date record of all financial transactions.

- Maintain bank signature cards for the President and Treasurer.
- Receive all money, and deposit funds in the bank.
- Disburse monies up to \$150 to individuals or vendors for the purchase of routine supplies or equipment to be used in the conduct of GMNA business. Disbursement of monies for more than \$150 shall require the signature of the President in addition to the Treasurer.
- Present a report of finances at each meeting of the Board of Directors and each general membership meeting.
- In the absence of the Vice President, invoke Robert's Rules of Order for each meeting.
- Prepare a summary of the financial report for distribution to members in the Newsletter and on the web site at least 10 days prior to the Annual General Meeting.
- Prepare the annual budget, to be approved by the Board of Directors for distribution to members in the Newsletter and on the web site at least 10 days prior to the Annual General Meeting. Any changes to the budget by the newly elected Board of Directors are to be published in the next available issue of the newsletter and/or on the website with notification by e-mail.
- Prepare reports to satisfy the requirements of corporate responsibility.

5.06 REMOVAL OF OFFICERS: Any officer who fails to meet the obligations and responsibilities of his or her office may be removed from office by a two-thirds (2/3) majority vote of the Directors present at any meeting.

## **ARTICLE 6 ~ INDEMNIFICATION OF OFFICERS AND DIRECTORS**

### **6.01 INDEMNIFICATION:**

The GMNA shall, and hereby binds and obligates itself, to the maximum extent permitted by applicable law, to indemnify any Officer, Director, employee or other representative of the GMNA who was, is, or may be named a defendant or respondent in any proceeding as a result of such person's actions or omissions within the scope of such person's official capacity while acting on behalf of the GMNA.

The indemnification provided by this Article shall not be deemed exclusive of any rights to which those seeking indemnification may be entitled to under these By-Laws, agreement, vote of the Board of Directors, principle of law or otherwise, and shall continue to a person who has ceased to be a Director, Officer, employee or representative and shall inure to the benefit of the heirs, executors, administrators, devisees, successors and assigns of such persons.

## **ARTICLE 7 ~ FISCAL MATTERS**

7.01 FISCAL YEAR: The fiscal year of the GMNA shall be from October 1 through September 30.

7.02 CONTRACTS: The Board of Directors may authorize any two Officers or agents of the GMNA, 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 GMNA. Such authority may be general or confined to specific instances.

7.03 CHECKS AND DRAFTS: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness in excess of \$150 in the name of the GMNA shall be signed by the treasurer and countersigned by the President or Vice President.

7.04 EXPENDITURE APPROVAL: Any and all proposed expenditures in excess of \$150 require the approval by the Board prior to incurring said costs.

7.05 REIMBURSEMENT OF EXPENDITURES: All approved expenditures made by Board members on behalf of the GMNA shall be reimbursed by GMNA.

7.06 DEPOSITS: All funds of the GMNA shall be deposited to the credit of the GMNA in such banks, trust companies or other depositories as the Board of Directors may select.

7.07 BUDGET: Officers and Committee Chairmen shall submit their proposed budgets to the Treasurer by August 1. The GMNA annual budget shall be prepared by the Treasurer, presented to the Board of Directors and approved by August 31.

7.08 NET EARNINGS: No part of the funds of the GMNA shall inure to the benefit of any member or individual.

## **ARTICLE 8 ~ DUES**

8.01 DUES: The Board of Directors will establish the amount of dues for the fiscal year. Current dues are \$35.00 a year. Members will be notified 3 months prior to the end of the current fiscal year of any changes in dues.

8.02 PAYMENT OF DUES: Membership in the Glen Meadow Neighborhood Association will commence with the receipt of the dues by the GMNA Treasurer and last for a full calendar year. Dues are non-refundable.

8.03 DEFAULT AND TERMINATION OF MEMBERSHIP: When any member shall be in default in the payment of dues for a period of three months, the Board of Directors may terminate their membership.

## **ARTICLE 9 ~ COMMITTEES**

9.01 COMMITTEE APPOINTMENTS: All Standing, Ad Hoc, and Special Committee Chairmen shall be appointed by the President or the Vice President in his/her absence, and approved by the Board of Directors. The Committee Chairman shall appoint committee members.

9.02 STANDING COMMITTEES: The President, with the approval of the Board, may create Standing Committees, and they will exist until revoked.

- A list of these committees, along with their objectives and Chairmen, shall become Attachment Number 1 to these By-Laws.
- The Board of Directors by majority vote may make any changes, additions to or deletions from this list, and members shall be notified in the next publication of the newsletter.
- Chairmen of these Standing Committees will be members of the Board of Directors.

9.03 AD HOC COMMITTEES: The President, with the approval of the Board, may create Ad Hoc Committees to serve specific purposes as they arise.

- The Chairman of any such Committee shall be nominated by the President and approved by the Board to serve for a term equal to the duration of the project.
- A list of these committees, along with their objectives and Chairmen, shall become Attachment Number 2 to these By-Laws.



- The Board of Directors by majority vote may make any changes, additions to or deletions from this list, and members shall be notified in the next publication of the newsletter.
- Chairmen of these Ad Hoc Committees may serve on or be Chairman of Standing Committees.

9.04 SPECIAL COMMITTEES of the GMNA shall be the Nominating Committee and the Bylaws Committee:

- A Bylaws Committee shall be appointed by the President to review the bylaws and recommend changes, additions, or amendments as required. Such changes, additions, or amendments shall be submitted to the Board of Directors, which will be responsible for reviewing and distributing copies to the general membership at least ten (10) days before the general membership meeting at which they are to be considered for adoption. Publication is to be made via the GMNA Newsletter and/or via the web site with notification by e-mail.
- A Nominating Committee shall be composed of at least two persons appointed by the President and approved by the Board of Directors, which shall be charged to prepare a slate of candidates for election to the Board of Directors at the General Meeting. The Nominating Committee shall obtain acceptance from each nominee prior to presenting its slate to Board of Directors. The Nominating Committee will notify the Members of the GMNA of the candidates at least ten (10) days before the annual general meeting. Publication is to be made via the GMNA Newsletter and/or via the web site with notification by e-mail.

9.05 CHAIRMEN: All Committee Chairmen shall be appointed by the President or the Vice-President in his/her absence, and approved by the Board of Directors, for a term of one fiscal year. The Committee Chairman shall appoint committee members. No person may serve as Chairman for more than one Standing Committee at a time.

9.06 MEMBERSHIP OF COMMITTEES: Membership in any Standing Committee shall be open to any GMNA member in good standing.

9.07 MEETINGS OF COMMITTEES: Committees shall meet as often as necessary to effectively carry out their duties. Such meetings shall be called and chaired by the Chairman of the committee.

9.08 REPORTS BY COMMITTEES: The Chairman of each Standing Committee shall be a regular member of the Board of Directors and shall report regularly to the Board concerning that Committee's activities.

## **ARTICLE 10 ~ BYLAWS**

10.01 AMENDING BYLAWS: These bylaws may be amended at any general meeting of the organization provided that amendments have been submitted in writing to the membership ten (10) days prior to such meeting. Publication is to be made via the GMNA Newsletter and/or via the web site with notification by e-mail.

The adoption of the amendment shall require a two-thirds (2/3) vote in the affirmative of the members present at any general meeting at which there is a quorum. Amendments shall become effective and in force immediately following the adjournment of the general meeting at which such amendments were adopted. Amendments shall be listed and attached separately to the Bylaws.

10.02 NOTIFICATION: Amendments to the by-laws shall be posted to the GMNA web site and such posting shall constitute public notice to members. References to amendments and their availability on the web site and as printed documents shall appear in the next issue of the GMNA newsletter.

## ARTICLE 11 ~ DISSOLUTION OF CORPORATION

11.01 DISSOLUTION: Any action to be taken, voluntarily or involuntary, regarding dissolution and/or distribution of assets shall be governed by the Texas Non-Profit Corporation Act.

### CERTIFICATE OF SECRETARY

I certify that I am the duly appointed acting secretary of the Glen Meadow Neighborhood Association, Inc., and that the foregoing By-Laws constitute the By-Laws of the Corporation. These By-Laws were duly adopted as amended at a meeting of the members of the Corporation held in September 2015.

Dated: September 28, 2015



Secretary



## **Attachment 1 – GMNA Standing Committees**

Following are the Standing Committees of the Glen Meadow Neighborhood Association:

### **COMMUNICATIONS COMMITTEE:**

- The Communications Committee shall prepare a neighborhood Newsletter for GMNA residents. The Newsletter shall be published at least quarterly.
- The Webmaster shall report to the Communications Chairman on an Ad Hoc basis.

### **MEMBERSHIP COMMITTEE:**

- The Membership Committee shall promote association membership among all GMNA residents and keep membership records current.
- The Committee shall prepare and publish a Directory of current members, which shall be updated at least annually.
- It shall be the responsibility of the Chairman of the Membership Committee to convey to the Webmaster the e-mail addresses of new and renewing members.

### **BEAUTIFICATION COMMITTEE:**

- The Beautification Committee shall promote area pride and seek to maintain property values by promoting the GMNA area as a beautiful place to live. Projects may include, but not confined to, Glen Cove Park maintenance, Yard-of-the Month, Holiday decoration contests, etc.

### **SOCIAL COMMITTEE:**

- Social Committee members' duties are to plan and manage special social functions and recreational activities for GMNA members.
- The Chairman of the Social Committee shall be responsible for conveying to the Membership Chairman the information collected from prospective members contacted by the Welcoming Committee.
- The Chairman of the Welcoming Committee shall report to the Social Committee on an Ad Hoc basis.

### **CRIME WATCH COMMITTEE:**

- The Chairman of the Crime Watch Committee shall serve as liaison between the Crime Watch organization and the Dallas Police Department and as spokesperson for the Crime Watch areas.
- The Chairman shall compose a periodic report including information received from the Dallas Police Department on crime statistics to be disseminated to members via the Newsletter and e-mail.
- The Chairman of Volunteers in Patrol shall report to the Crime Watch Committee on an Ad Hoc basis.

### **CIVIC AFFAIRS:**

- The Committee shall seek out areas that need attention, such as disrepair of a street or violations of the Dallas City Code and report them to the proper City officials for resolution. This includes documenting requests and follow-ups in order to effectuate the quickest possible resolution.
- The Committee shall attend meetings of governmental bodies affecting the neighborhood and monitor and recommend to the Board support or opposition to zoning changes and other community issues that could affect the neighborhood.
- The Chair of the Committee shall be a delegate to represent the GMNA's interest to the appropriate LBJ Project agencies, and provide regular reports to the members.
- The Chairman shall provide to the Webmaster any electronic updates from the LBJ Project agencies for inclusion in the GMNA web site.
- The Rental Housing Chairman shall report to the Civic Affairs Chairman on an Ad Hoc basis.

## **Attachment 2 – GMNA Ad Hoc Committees**

Following are the Ad Hoc Committees of the Glen Meadow Neighborhood Association:

### **THE WEBMASTER:**

- The Webmaster shall maintain the web site and the E-Mail Distribution List, and keep members informed of events in the neighborhood.
- The Webmaster shall report to the Chairman of the Communications Committee on an Ad Hoc basis.

### **VOLUNTEERS IN PATROL:**

- The Chairman of the VIP Committee shall solicit members for the patrol, see that they are trained, maintain a list of volunteers, make the schedule and keep and monitor the use of equipment.
- The Chairman shall be a member of the Crime Watch Committee.

### **RENTAL HOUSING:**

- The Rental Housing Committee shall work with all parties involved in rental apartments/ houses to see that such properties are maintained according to City Code.
- The Chairman shall report to the Chairman of the Civic Affairs Committee on an Ad Hoc basis.

### **WELCOMING COMMITTEE:**

- The Welcoming Committee shall provide a welcome to new residents to the GMNA.
- The Chairman of the Welcoming Committee shall report to the Chairman of the Social Committee on an Ad Hoc basis.

### **EDUCATION COMMITTEE:**

- The Education Committee shall work with staff of Dallas Independent School District, Tom C. Gooch Elementary School, Thomas C. Marsh Middle School and both schools' Parent Teacher Associations to support an excellent education for our children.
- The Chairman shall report to the President on an Ad Hoc basis.

### **Attachment 3 – Bylaw Amendments**

Following are the amendments that have been approved for the Glen Meadow Neighborhood Association Bylaws:

#### **Amended by the General Membership on September 12, 2015, Rusty Prentice, President.**

- Approved the name change from Glen Meadow Homeowners Association to Glen Meadow Neighborhood Association
- Changed wording to encourage, but not require, participation by a resident of Rosser Park on the GMNA Board
- Reworded the article on Amending Bylaws to align with other Bylaws related to voting majority and means of voting.

#### **Amended by the Board on August 11, 2015, Rusty Prentice, President -- no membership vote required**

- Removed the list of approved amendments at the beginning and their associated references in red throughout the bylaws. These approved amendments now appear in Attachment 3 at the end of the Bylaws.
- Eliminated Dallas Homeowners League adhoc committee
- Added the words "as amended" on the Certification by the Secretary before the Attachments.

#### **Amended by the General Membership on September 15, 2012, Al Daniels, President.**

- Corrected Owner to Owners in the name of the HOA
- Added Education Committee as an Ad hoc Committee

#### **Amended by the General Membership on September 28, 2010, Bill Woster President**

- Changed all references of “Glen Cove / Meadow Park Homeowner Association” to “Glen Meadow Estates Home Owner Association.”
- Changed all abbreviations of GC/MP HOA changed to “GME HOA.”
- Modified Article 2 (Purpose) to include security and additional sub-divisions
- Modified Article 3 (Members) to state "GME HOA boundaries" which includes additional subdivisions and that membership dues are good for one year, not one operating year.
- Added at large directors to Article 4 (Board of Directors)
- Deleted members nominating additional Directors candidates from Article 4.04 (Election Procedures).
- Added "paid membership dues" to Article 4.05 (General Duties)
- Changed Article 5 (Officers) to remove the Vice President as a co-signer on the bank.
- In Attachment 1 -- GME HOA Standing Committees
  - Deleted the HotLine from the responsibilities of the Crime Watch Committee (
  - Combined LBJ Expansion Committee into Civic Affairs
- In Attachment 2 -- GME HOA Ad Hoc Committees
  - Deleted responsibilities for signs from Volunteers in Patrol (VIP) responsibly
  - Deleted references to reporting to the Chairman of the Crime Watch Committee -- instead added the VIP Chairman shall be a member of the Crime Watch Committee.

#### **Amended by the General Membership on September 22, 2009, Bill Woster President**

- Approved the name change of our HOA to Glen Meadow Estates Home Owner Association

#### **Amended by the General Membership on September 18, 2007, Rae Couture, President**

- Increased dues to \$35.00 (8.01)

- Made dues non-refundable (8.01)

**Amended by the General Membership on December 2, 2003, Sandy Redick President**

- Added the use of the newsletter, the website and email as vehicles to communicate with members (3.04, 4.04, 9.04, 10.01)
- Defined how special meetings of the members may be called (3.04)
- Corrected Removal of Directors bylaw to reflect Director versus Officer (4.12)
- Added details around the election of officers (5.04)
- Added specific vehicles and timing for communication of financial report and annual budget (5.05)
- Corrected that Removal of Officers required 2/3 majority of Directors present (5.06)

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