

NORTH SHOAL CREEK NEIGHBORHOOD ASSOCIATION BY-LAWS

ARTICLE I NAME

The name of the non-profit corporation is: North Shoal Creek Neighborhood Association.

ARTICLE II PURPOSE

The North Shoal Creek Neighborhood Association is a Texas non-profit corporation to promote and protect the quality of life, safety, residential characteristics and property values of this neighborhood primarily, and all neighborhoods generally.

ARTICLE III TERRITORIAL BOUNDARIES

The boundaries of the Association shall be Shoal Creek Boulevard on the west, Research Boulevard on the north, Burnet Road on the east, and Anderson Lane on the south, within the City of Austin, Texas.

ARTICLE IV MEMBERSHIP

1. Regular membership shall be open to any person residing within the territorial boundaries.
 - a. Annual dues, per household, shall be set by the Board of Directors.
 - b. Each adult residing in a member household shall be entitled to one vote.
 - c. A member household which has been delinquent in payment of dues may be reinstated to voting rights upon payment of current dues.
2. Associate membership may be conferred on individuals or organizations who support the purpose of the Association but who are otherwise ineligible for membership, by majority vote of the Board of Directors.
 - a. Annual dues for associate members of the organization and for individuals shall be set by the Board of Directors.
 - b. Associate membership shall convey no voting rights.
3. The Association itself may be a member of the Austin Neighborhoods Council and designate a member to represent it at meetings of that body.

ARTICLE V OFFICERS

There shall be four officers of the Association. These shall be a President, Vice President, Secretary and a Treasurer.

1. The duties of the officers, in addition to those prescribed by parliamentary authority, shall include the following provisions:
 - a. The President shall be the principle representative for the Association at public functions or appoint other representatives as necessary. The President shall be an ex-officio member of all committees except the By-Laws Committee.
 - b. The Vice President shall coordinate the functions of the various standing and issues committees and preside in the absence of the President.
 - c. The Secretary shall record and disseminate information concerning the Association.
 - d. The Treasurer shall collect, disburse, and safely keep all Association monies, shall maintain a membership roster of voting households, and make periodic reports to the Board of Directors and the general membership.
2. The officers shall be elected by the general membership at the annual meeting.
3. The officers shall take office at the close of the meeting at which they are elected. The term shall extend for one year until the next election meeting or until their successors are elected.
4. Vacancies
 - a. If a vacancy should occur in the office of President, the Vice President shall serve for the remainder of the unexpired term.
 - b. Vacancies occurring in the other officers, or in other Board of Directors positions shall be filled by the Board of Directors, which shall name a person to complete unexpired terms.
5. Election to an office shall be by ballot if there is more than one candidate for the office.

ARTICLE VI MEETINGS

1. General membership meetings shall be convened as determined by the Board of Directors, but no fewer than one time a year.
2. The January annual meeting shall include the election of members of the Board of Directors and annual reports by Standing Committees to the membership.
3. Notice of special or general meetings shall be made to the membership no less than one week in advance of the meeting.
4. A quorum shall consist of fifteen voting members.
5. A special meeting of the general membership must be called upon receipt by the Board of Directors of a petition requesting and stating the reason for such meeting and bearing the signatures of no fewer than twenty-five members of the Association. Only business specified in the call may be transacted. The meeting shall be called within thirty days unless a scheduled regular general meeting shall be considered at the general meeting.

ARTICLE VII BOARD OF DIRECTORS

The management of the Association is vested in the Board of Directors

1. The Board of Directors shall consist of eleven (11) members including four (4) officers, provided that the number may be increased or decreased from time to time by an amendment to these By-Laws, but no decrease shall have the effect of shortening the term of any incumbent director. The number of members of the Board of Directors shall not be decreased to less than four members.
2. Elections
 - a. Board of Directors members shall be elected for on-year terms at the annual meeting in January, from names submitted by the Nominating Committee which shall propose at least one candidate for each of the positions. Nominations from the floor shall also be in order, provided the nominee shall first have agreed to serve if elected.
 - b. Election shall be by ballot if there is more than one candidate for a position.
3. Members of the Board of Directors shall take office at the close of the meeting at which they are elected and shall serve until the close of the next annual meeting or until their successors are elected.
4. The Board of Directors shall meet at such time as called by the President or by any four of its members. There shall be at least five days' notice of any meeting.
5. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
6. The Board of Directors may designate a member of the organization to represent the Association at meetings of the Austin Neighborhood Council.
7. The Board of Directors shall be empowered to conduct the business of the Association between membership meetings. It shall make recommendations for action and policy to the general membership. In case of necessity, it shall be empowered to determine policy positions by a two-thirds vote, but such policy shall be in the name of the North Shoal Creek Neighborhood Association Board of Directors.
8. Expenditures of twenty-five dollars (\$25.00) or more shall be approved by the Board of Directors. Expenditures less than twenty-five dollars (\$25.00) shall be approved by the Treasurer. The following regular business expenses are excepted from the limit: newsletter, membership meetings, and copy costs.
9. In addition to the regular members of the Board of Directors, the chairpersons of a special issues committees, as determined by the Board of Directors. The chairpersons of the special issues committee may not be counted in determining a quorum of the Board of Directors.
10. A Board of Directors member with three consecutive unexcused absences in a term shall be removed from the Board of Directors. Members are vested with the responsibility for preserving and enhancing the good name and reputation of the Association and for achieving the purpose stated in Article II. Members may be removed for unbecoming conduct by a two-thirds vote of the entire Board of Directors.

ARTICLE VIII COMMITTEES

There shall be three classes of committees within the Association: standing committees, special issues committees, and special committees.

1. Members of the Standing Committee shall be elected by the Board of Directors from the general membership. Except where otherwise provided in these By-Laws, the President shall appoint the committee chairpersons. The standing committees shall be:
 - a. A Membership Committee, which shall organize and implement membership drives for the Association.
 - b. A Media Committee, which may prepare and reproduce a newsletter at the direction of the Board of Directors for distribution as determined by the Board of Directors. The Committee may develop and maintain a distribution system for the newsletter or other necessary neighborhood information, based on low-cost or volunteer labor, or bulk-mail service. The President shall have final approval of the Newsletter. The Chairman of this committee must be a member of the Board of Directors and liaison between the Association and the media.
 - c. A By-Laws Committee shall make recommendations, as necessary, to the Board of Directors for changes to the By-Laws.
 - d. Additional Standing Committees may be formed upon recommendation of the Board of Directors and approval by the general members.
2. Special issues committees may be formed by the Board of Directors to address issues of concern to Association members and area residents. Chairpersons of the committees shall be appointed by the President. Such committees shall be dissolved upon completion of their respective tasks, or after one year whichever comes first. They may be reinstated by majority vote of the Board of Directors, which shall periodically review the need for each such committee.
3. Special committees:
 - a. Special Committees may be formed as necessary by the Board of Directors or by motion from the floor at a general membership meeting.
 - b. A Special five member Nominating Committee shall be appointed by the President no less than 30 days prior to the annual meeting. It shall attempt to balance membership of the Board of Directors with respect to geographic residence, age, sex, occupation, and area of expertise, choosing from among persons who have demonstrated interest in the goals of the Association.

ARTICLE IX POLITICAL ACTIVITIES

Neither the Association nor any member purporting to speak for the Association shall endorse any candidate for public office or any political party. Membership rosters of the Association shall not be used for political, commercial, or other activity not directly related to the Association.

ARTICLE X POLICY DETERMINATION

Policy positions for the Association shall be determined by a simple majority vote of the members present and voting at a meeting of the general membership or, in the case of necessity, between membership meetings, by a two-thirds vote of the Board of Directors. Misrepresentation of Association Policy by a Board of Directors member shall be considered unbecoming conduct.

ARTICLE XI NONPROFIT OPERATION

This Association is organized and shall be operated on a nonprofit basis. The Association's net earnings shall be devoted only to charitable, educational, or recreational purposes that are within the stated purposes for this Association. No part of the Association's net earnings may benefit any private shareholder or individual.

ARTICLE XII PARLIAMENTARY AUTHORITY

Rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the By-Laws and any special rules of order the Association may adopt.

ARTICLE XIII AMMENDMENT

These By-Laws may be amended by a two-thirds vote at any meeting of the general membership provided that notice has been given in writing to all members at least one week in advance or by announcement at the preceding general membership meeting.

ARTICLE XIV INDEMNIFICATION

The amount of the indemnification for each person who acts as a director or officer of the Association shall be as follows: **no indemnification shall be paid.**

ARTICLE XV DISSOLUTION

Upon the dissolution of the North Shoal Creek Neighborhood Association, no member, officer, or member of the Board of Directors shall have any right nor shall receive any assets of the Association. In the event of dissolution, the Association's assets, after payment of debts, shall be distributed in the manner set forth in Article XII (Dissolution) of the Articles of Incorporation for this Association.

We, the undersigned, are all the persons named as the initial Board of Directors in the Articles of Incorporation of North Shoal Creek Neighborhood Association, a Texas non-profit corporation, and pursuant to the authority granted to the Directors in paragraph A of Article 1396-9.10 of the Texas Non-Profit Corporation Act to take action by unanimous written consent without a meeting, we consent to and hereby do approve and adopt the foregoing By-Laws, consisting of this page and five preceding pages, as the By-Laws of said association.

Dated the ____ day of _____, 1998.

Dallas Maham, Director

Montie Simpson, Director

Chuck Crane, Director

Dora Hall, Director

Phyllis Milstead, Director

Margaret Flaniken, Director

Steven Weintraub, Director

Felicia Morrison, Director

Margo Courreges, Director

Claire Palitza, Director

Donna Eagar, Director