

NORTH SHOAL CREEK NEIGHBORHOOD ASSOCIATION BYLAWS

Ratified by the general membership on October 14th, 2008
Amended by the general membership on January 11th, 2009
Amended by the general membership on December 14, 2010

ARTICLE I NAME

The name of the non-profit corporation is North Shoal Creek Neighborhood Association and is referred herein as NSCNA or the Association.

ARTICLE II PURPOSE

NSCNA is a Texas non-partisan, non-profit corporation whose purpose is 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 Mopac Expressway (Loop 1) on the west, Research Boulevard (U.S. Highway 183) on the north, Burnet Road on the east, and Anderson Lane on the south, within the city of Austin, Texas.

ARTICLE IV MEMBERSHIP

1. The membership year of the NSCNA shall run from January 1 to December 31 of each year.
2. Annual dues, per member, shall be set by the Board of Directors.
3. Membership shall be open to any adult over eighteen (18) years of age physically residing within the territorial boundaries outlined in Article III.
4. Each member physically residing within the NSCNA boundaries shall be entitled to one vote upon payment of annual dues to the Treasurer.
5. 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 shall be set by the Board of Directors.
 - b. Associate membership shall convey no voting rights.
6. Eligible voting members must be present to vote. Absentee or proxy votes are prohibited.
7. Members and attendees of NSCNA meetings agree to preserve and enhance the good name and reputation of the Association by participating in meetings in a proper and orderly fashion. Disruptive or harassing conduct by any member shall be considered unbecoming conduct and shall be cause for removal from a meeting by a two-thirds vote of eligible voting members in attendance.

ARTICLE V OFFICERS

There shall be four Officers of the Association. These shall be a President, Vice President, Secretary, and a Treasurer. The duties of the officers, in addition to those prescribed by parliamentary authority, shall include the following provisions:

1. The President shall be the principal 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 Nominating Committee.
2. The Vice President shall coordinate the functions of the various standing and special issues committees and preside in the absence of the President. The Vice President will also maintain a current, accurate list of the committees and members of each committee of the Association.

3. The Secretary shall take and record, using whatever means preferable, accurate minutes of the proceedings of all meetings of the Association; conduct the correspondence of the Association, including notice of the meetings of the board and general membership; and maintain the organizational records of the Association. A draft of the minutes of the Board and General meetings shall be posted to the NSCNA website no later than thirty (30) days following the date of the meeting.
4. The Treasurer shall collect, disburse, and safely keep all Association monies; shall maintain a membership roster of eligible voting members; shall file any required state or federal tax related forms; and make periodic reports to the Board of Directors and the general membership.

ARTICLE VI BOARD OF DIRECTORS

The management of the Association is vested in the Board of Directors. The Board of Directors shall be the principal representative, governing, and policy-recommending body of NSCNA. Actions of the Board of Directors shall be governed by the will of the membership as expressed at general and special membership meetings unless such action is prohibited by State or Federal Law, the NSCNA Articles of Incorporation or Bylaws.

1. The Board of Directors shall consist of eleven (11) members including four (4) Officers and seven (7) Directors. The number of Directors may be increased or decreased from time to time by an amendment to these Bylaws, 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 fewer than four (4) members.
2. The Board of Directors shall meet at such time as called by the President or by any four (4) of its members. There shall be at least five (5) days notice of any meeting.
3. 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.
4. 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 as defined by Robert's Rules of Order, but such policy shall be in the name of the NSCNA Board of Directors.
5. In performance of his or her duties, an Officer or Director may in good faith rely on information, reports, or statements, including financial statements, that were prepared or presented by legal counsel, public accountants, or other persons the Officer or Director reasonably believes are within that person's professional competence or expertise.
6. Officers and Directors 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 of the bylaws.
7. Expenditures
 - a. Expenditures of twenty-five dollars (\$25.00) or more shall be approved by the Board of Directors.
 - b. Expenditures less than twenty-five dollars (\$25.00) shall be approved by the Treasurer.
 - c. The following budgeted business expenses are exempt from Board of Director approval and shall be approved by the Treasurer: special event costs, newsletter related costs, membership meetings' costs, and copy costs.
 - d. Any check written for a non-budgeted expenditure over two hundred and fifty dollars (\$250.00) shall require the signatures of both the President and the Treasurer.
 - e. Single expenditures of One Thousand dollars (\$1000.00) or more shall be approved, prior to expenditure, by a two thirds vote of the eligible members in attendance at a General or Special meeting.

ARTICLE VII MEETINGS

1. General membership meetings shall be convened as determined by the Board of Directors and shall include a mandatory meeting in January.
2. The January General Meeting shall include the election of officers and members of the Board of Directors for the current year. Standing committees shall also provide their annual reports for the year ending December 31 to the general membership at the January meeting. Other business may be conducted as needed.
3. A Special Meeting of the general membership may be called by the President or by a majority vote of the Board of Directors.
4. A Special Meeting of the general membership shall be called upon receipt by a member of the Board of Directors of a petition requesting and stating the reason for such meeting. The petition must bear the signatures

- of no fewer than 10% of the eligible voting members of the Association as determined by the Treasurer. Only business specified in the call may be transacted. The Special Meeting shall be held within thirty (30) days of receipt of the petition unless a scheduled regular General Meeting shall intervene, in which case the business of the Special Meeting shall be considered at the General Meeting.
5. A quorum shall consist of fifteen (15) voting members at either a General Meeting or a Special Meeting.
 6. Notice of General Meetings:
 - a. A complete list of the general membership meetings for the year shall be printed in the first NSCNA newsletter of that year stating the place, date, and hour of each meeting.
 - b. Not less than ten (10) days nor more than sixty (60) days prior to each meeting, printed yard signs stating the place, date and hour of the general membership meeting shall be placed in the neighborhood and at the location of the meeting.
 - c. Not less than ten (10) days nor more than sixty (60) days prior to each meeting a notice shall be placed on the official NSCNA website stating place, date and hour of the General Membership meeting.
 7. Notice of Special Meetings:
 - a. A written or printed notice stating the place, date, hour, and purpose or purposes of a Special Meeting shall be delivered to each current voting member not less than ten (10) days nor more than sixty (60) days before the date of the Special Meeting.
 - b. The written or printed notice for Special Meetings shall be delivered by a posting on the official NSCNA website and by mail or flyer to member households not less than ten (10) days nor more than sixty (60) days before the date of the Special Meeting.
 - c. Notice of a Special Meeting stating the place, date, hour, and its purpose or purposes shall also be printed in the NSCNA newsletter if the newsletter is distributed not less than ten (10) days nor more than sixty (60) days before the Special Meeting.

ARTICLE VIII COMMITTEES

There shall be three (3) classes of committees within the Association: standing committees, special issues committees, and special committees.

1. The President shall appoint and retain the right to remove committee chairpersons, with approval by a simple majority of the Board of Directors, except where otherwise provided in these Bylaws. Members of the standing committees shall be open to all members of the Association. The following are standing committees; however additional standing committees may be formed upon recommendation of the Board of Directors and approval by the general membership.
 - a. A Membership Committee shall organize and implement membership drives for the Association.
 - b. A Media Committee shall prepare, reproduce, and distribute an official Association newsletter at the direction of the President as well as maintain the official website of the Association. The committee may develop and maintain a distribution system for the newsletter or other necessary neighborhood information, based on low-cost volunteer labor or standard mail service. The President shall have final approval of the Newsletter. The Chairperson of this committee must be a member of the Board of Directors and liaison between the Association and the media.
 - c. A Bylaws Committee shall make recommendations, as necessary, to the general membership for changes to the bylaws.
 - d. A Beautification Committee shall organize projects that improve the appearance of the neighborhood.
 - e. A Development Committee shall gather information on proposed and pending new developments around or near our neighborhood that will potentially impact quality of life and report to the Board of Directors on its findings.
 - f. A Safety Committee shall interact with the Austin Police Department, promote crime prevention techniques, organize block captains, and report to the Board of Directors on incidents that occur within the neighborhood.
 - g. A Social Committee shall organize approved events to encourage interaction with neighbors.
 - h. A Traffic Committee shall identify traffic problems associated with vehicles, bicycles, and pedestrians and work closely with the City of Austin to lobby for solutions.
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 (5) member Nominating Committee shall be elected by October 1 of each year by the eligible voting members of the Association at a General Meeting. At the previous General Meeting, an announcement shall be made requesting all interested volunteers submit their names in writing to the Treasurer by July 15 for confirmation of membership eligibility. On the night of election, current members may add their names to be included in the election.
 - c. A special Election Committee shall be elected by the Board of Directors sixty (60) days prior to the annual January meeting. The Election Committee shall consist of four (4) members in good standing: a Chairperson who presides over the election and three (3) committee members who disburse, collect, and count the ballots. All four (4) members shall maintain their eligibility to vote in the election.

ARTICLE IX NOMINATIONS AND ELECTIONS

Elections for the four (4) Officers and seven (7) Directors of the Board of Directors shall be held at the annual January meeting of the general membership. Nominees for an Officer or Board of Director position shall be required to be a current member as well as a paid member of Association for the year beginning January 1 prior to their election. The Treasurer shall confirm eligibility and payment of dues by all nominees.

1. Nominating Committee
 - a. Once created, the committee shall appoint one member as the chairperson. It shall be the duty of the Nominating Committee to recommend at least one candidate for each of the four (4) Officer positions and seven (7) Director positions.
 - b. The Nominating Committee shall attempt to balance membership of the Board of Directors with respect to demographics, areas of expertise, occupations, and geographic residence. Candidates will have demonstrated an ongoing interest in the goals of the Association and its policies and shall be a current member.
2. Election Procedure
 - a. Election to an office shall be by ballot if there is more than one candidate for the office.
 - b. Upon entering the meeting, members' voting eligibility shall be verified by the Election Committee. Members with verified voting rights shall be given an official voting card.
 - c. Immediately preceding the election, the Chairperson of the Nominating Committee will report the committee's recommendation for each of the eleven (11) offices. Nominations shall be taken from the floor immediately preceding the election for each position. A member can be nominated from the floor once for a single director position. All nominees shall have first agreed to serve if elected. Nominees for President shall have been a member of the Association for at least the previous twelve (12) months prior to election.
 - d. Each candidate shall have an opportunity to speak to the membership about his/her qualifications and answer questions from the membership. The amount of time for each candidate to speak shall be equal and shall be determined by the Election Committee.
 - e. The Election Committee shall post all nominees for each position, including floor nominations, at the front of the assembly. The Election Committee shall disburse blank ballots for each position for which there is more than one candidate.
 - f. There shall be an individual vote on each of the four (4) Officer positions and each of the seven (7) Director positions.
 - g. Each member must show his/her voting card upon placing his/her ballot in a closed ballot box(es) provided by the Election Committee.
 - h. Each candidate must receive a majority vote of the number of votes cast to be elected. If no candidate receives a majority vote, a runoff election shall be held between the two candidates receiving the greatest number of votes in the prior count. The candidate receiving the most votes in the runoff shall be declared the winner.
3. Terms
 - a. The Officers and Directors shall take office at the close of the meeting at which they are elected. The term shall extend for one year until the next general election meeting or until the position is declared vacant.

- b. Members of the Board of Directors are limited to serving for four (4) consecutive years as either an Officer or Director or any combination thereof, however no member shall hold the office of President or Treasurer for more than two (2) consecutive years.

**ARTICLE X
VACANCY AND REMOVAL**

- 1. Vacancy:
 - a. A vacancy in an Officer or Director position shall be created when:
 - i. The member no longer physically resides in the territorial boundaries outlined in Article III.
 - ii. The member has three (3) unexcused absences from board meetings in a term.
 - iii. The member has been removed from his/her position for unbecoming conduct or failure to perform the assigned duties of office.
 - iv. The member resigns the position.
 - b. If a vacancy should occur in the office of President, the Vice President shall serve for the remainder of the unexpired term.
 - c. If a vacancy occurs in any office or position other than the President, the Board of Directors shall appoint a person to complete the unexpired term. Any such appointment shall be ratified at the next general membership meeting.
- 2. Mandatory Removal: An Officer or Director shall be removed from his/her position if his/her primary residence changes during the calendar year to a residence outside the territorial boundaries of the Association. The Officer or Director shall be removed from office immediately and the position shall be declared vacant. Upon removal from office, the membership status of the removed Officer or Director will be changed to Associate member.
- 3. Conditional Removal:
 - a. If an Officer or Director fails to perform the assigned duties of his/her position or exhibits unbecoming conduct, he/she may be removed from the position by a two-thirds vote of eligible voting members in attendance at a General Meeting or Special Meeting.
 - b. An Officer or Director may also be removed for unbecoming conduct, as determined by a two-thirds vote of the Board of Directors in attendance at a board meeting designated for that purpose.
 - c. Any Officer or Director with three (3) unexcused absences from board meetings in a term shall be removed from his/her position by a two-thirds vote of the Board of Directors.

**ARTICLE XI
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 XII
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 XIII
NON-PROFIT OPERATION**

This Association is a nonprofit corporation organized, governed, and controlled by the Texas Non-Profit Corporation Act, Article 1396, Texas Civil Statutes and its amendments. The Association's net earnings shall be devoted only to charitable, educational or recreational purposes within the stated purposes of the Association. No part of the Association's net earnings may benefit any private shareholder or individual.

**ARTICLE XIV
CONFLICT OF INTEREST**

A conflict of interest exists when an NSCNA officeholder, representative, or committee member may realize any direct financial or material benefits from business before the NSCNA. In such cases, the individual must recuse himself/herself as a voting member from any such business before the NSCNA. This conflict of interest may be disclosed by the individual or any other individual aware of the situation.

**ARTICLE XV
PARLIAMENTARY AUTHORITY**

Procedural 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 Texas Non-Profit Corporations Act, Article 1396, TX. Civil Statutes; Association Bylaws; and any special rules of order the Association may adopt.

**ARTICLE XVI
AMENDMENT**

These Bylaws shall only be amended by a two-thirds vote of eligible members present at any meeting of the general membership provided that notice of the vote has been given in writing to all members at least ten (10) days in advance or by announcement at the preceding general membership meeting.

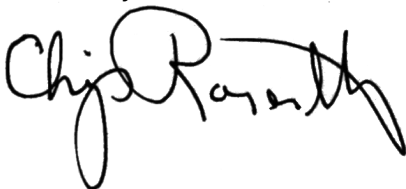
**ARTICLE XVII
INDEMNIFICATION**

The amount of the indemnification for each person who acts as an Officer or Director of the Association shall be as follows: **no indemnification shall be paid.**

**ARTICLE XVIII
DISSOLUTION**

Upon the dissolution of the NSCNA, no class of member shall have any right nor shall receive any assets of the Association. The assets of the Association shall be permanently dedicated to a tax-exempt purpose. In the event of dissolution, the Association's assets, after payment of debts, shall be distributed to an organization selected by the Board of Directors and ratified by the members. The organization selected must be tax exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code.

Attested by,

A handwritten signature in black ink that reads "Chip Rosenthal". The signature is written in a cursive, flowing style.

Chip Rosenthal, President
January 9, 2011