

BYLAWS

of

THE NORTH UNIVERSITY NEIGHBORHOOD ASSOCIATION

An Unincorporated Association

of the State of Texas

(hereinafter called the "Association")

Adopted April 3, 2006

ARTICLE I

Purposes, Objectives, Definitions

SECTION 1.01. Purposes. The purposes of the Association are:

- a. to improve the quality of life in matters such as land use, environmental protection, public services, consumer protection, and other matters of neighborhood concern, and to preserve the historic and unique character and amenities of the North University Neighborhood;
- b. to combine and focus the efforts of residents in improving, restoring, protecting, and preserving the North University Neighborhood, including but not limited to oversight and enforcement of Ordinance No. 040826-58 of the City of Austin establishing the North University Neighborhood Conservation Combining District (NCCD) and of Ordinance No. 040826-56 of the City of Austin establishing the Central Austin Combined Neighborhood Plan (CACNP);
- c. to provide a forum for the pursuit of goals and objectives beneficial to the North University Neighborhood through meetings and actions of the Association and its committees; and
- d. in furtherance of these purposes, to acquire by gift, devise or otherwise, and to accept in trust, money and property of every kind and description and to administer and use the same, and/or the income and proceeds thereof.

SECTION 1.02. Objectives. Consistent with the purposes of the Association, the objectives of the Association are:

- a. to represent and advance the interests of all residents of the NCCD;
- b. to keep all residents of the NCCD informed of issues vital to the neighborhood by appropriate communications and meetings.
- c. to establish standing and ad hoc committees to investigate and make recommendations to the Association on all matters of neighborhood concern;
- d. to seek the improvement of existing single and multiple dwellings by resident and absentee homeowners and apartment owners and the improvement of commercial and civic structures;
- e. to establish mutual protection and safety;
- f. to improve the safety of the streets through better traffic and pedestrian control;
- g. to include apartment dwellers as integral members of the community, even though their tenancy may be of short duration;
- h. to inform residents regarding available options open to them relating to the challenges of home ownership, tenancy, zoning, and applicable neighborhood planning ordinances; and
- i. to develop, enhance, and preserve natural green spaces, parks, trees, and landscaping.

SECTION 1.03. Definitions. The terms below shall have the following meanings unless the context in which they are used requires otherwise;

- a. Association. “Association” shall mean the North University Neighborhood Association, a Texas unincorporated non-profit association created pursuant to the Texas Uniform Unincorporated Nonprofit Association Act, Art. 1396-70.01, V.A.T.C.S. (the “Act”).
- b. General Membership. “General Membership” shall mean a quorum of the Membership as defined in Section 4.06 hereof at a regular, special, or annual meeting as provided in Sections 4.01 through 4.03 hereof.
- c. Executive Committee. “Executive Committee” shall mean the Executive Committee of the Association.

- d. Bylaws. “Bylaws” shall mean the Bylaws of the Association.
- e. Member. “Member” shall mean a member of the Association as defined in Article III.
- f. NCCD. “NCCD” shall mean the North University Neighborhood Conservation Combining District as established by Ordinance No. 040826-58 of the City of Austin.
- g. CACNP. “CACNP” shall mean the Central Austin Combined Neighborhood Plan as established by Ordinance No. 040826-58 of the City of Austin.

## ARTICLE II

### Principal Office

SECTION 2.01. Principal Office. The principal office of the Association in the State of Texas shall be located in the City of Austin, County of Travis.

## ARTICLE III

### Members

SECTION 3.01. Eligibility.

- a. Boundaries. The boundaries of the Association shall be the NCCD as defined in Ordinance No. 040826-58 of the City of Austin, consisting of the area bounded by 38<sup>th</sup> Street to the north, San Jacinto and 27<sup>th</sup> Street to the south, Guadalupe Street to the west, and Duval Street to the east in the City of Austin, Travis County, Texas.
- b. Qualifications. The Association shall have one class of Members. Individuals shall not be denied membership based on sex, race, color, religion, national origin, or disability. Only individuals who are over the age of eighteen years, reside within the defined boundaries, and agree to pay the required dues and comply with the policies and procedures of the Association may become Members.
- c. Effective Date. Qualified individuals shall become Members in good standing thirty days after the Association receives his or her payment of annual dues.

- d. Powers. The activities, affairs and property of the Association shall be managed, directed and controlled and its powers exercised by the General Membership.

SECTION 3.02. Dues. Annual membership dues in the amount of ten dollars (\$10.00) per individual adult shall be due and payable at the beginning of each calendar year.

SECTION 3.03. Honorary Membership. Honorary membership may be awarded to persons who have performed faithful and exemplary services in furtherance of the purposes of the Association. The election of honorary members shall be by majority vote of the membership. Honorary members shall have no vote.

#### ARTICLE IV

##### Meeting of Members

SECTION 4.01. Regular Meetings. Regular meetings of the general membership of the Association shall be held on the first Monday of each even-numbered month of each year.

SECTION 4.02. Special Meetings. Special meetings may be called by the Executive Committee.

SECTION 4.03. Annual Meeting. The Annual Meeting for the election of officers shall be the regular meeting of the Association in the month of April.

SECTION 4.04. Notice. A notice giving the date, time, place, and agenda of each meeting of the Association shall be given by the most expeditious means as far as practicable, in advance of each meeting

SECTION 4.05. Agenda. At meetings, one or more of the officers shall report on the Association's activities, the state of its finances, projects in contemplation, and other matters. They shall answer questions of the Members and receive suggestions for programs that could further the Association's objectives.

SECTION 4.06. Quorum. At least twenty percent (20%) of the Members of the Association in good standing present in person at any meeting that has been duly called shall constitute a quorum for that meeting. Any act of a majority of the Members present at any meeting and constituting a quorum shall be the act of the Association unless otherwise provided in these Bylaws. In the absence of a quorum, a majority of those present may by resolution recess the meeting from time to time. At any duly recessed and resumed meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 4.07. Voting. At any meeting of the Members of the Association, each Member present in person shall be entitled to cast one vote on any and all matters that shall come before the meeting. All matters shall be decided by the affirmative vote of a majority of the Members of the Association present in person and voting, except as otherwise expressly provided herein.

SECTION 4.08. Rights of Members. Only Members of the Association may hold office, introduce motions, or vote.

## ARTICLE V

### Officers

SECTION 5.01. Officers. The officers of the Association shall be a President, Vice President, Past President, Secretary, Treasurer, Northeast Quadrant Representative, Northwest Quadrant Representative, Southeast Quadrant Representative, and Southwest Quadrant Representative. The officers shall be elected at large by the General Membership at the Annual meeting. A person may hold multiple offices concurrently, provided that in no case shall the offices of President and Secretary be held by the same person.

SECTION 5.02. Term of Office. The term of office of each officer of the Association shall be one year. Each such officer, whether elected or appointed to fill a vacancy, shall hold office until the close of the election of officers at the next meeting at which officers are to be elected and until his or her successor is elected and qualified.

SECTION 5.03. Absences. In the temporary absence or inability to act of any officer of the Association, the Executive Committee may delegate his or her powers or duties during the period of such absence or inability to any other officer.

SECTION 5.04. President. The President shall be the principal executive officer of the Association and shall, in general, supervise and control all the business and affairs of the Association. He or she shall preside at all meetings of the Members and of the Executive Committee. He or she may sign, with the secretary or any other proper officer of the Association authorized by the General Membership, any contracts or other instruments that the General Membership has authorized to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the General Membership or by these by laws or by statute to some other officer or agent of the Association. In general, the President shall perform all the duties incident to the office and such other duties as may be prescribed by the General Membership from time to time. At the close of his or her term as President, the President shall automatically assume the Office of Past President without further election.

SECTION 5.05. Vice-President. If the President is absent, unable to act, or refuses to act, the Vice-President shall perform the duties of the President, and when so

acting shall have all the powers of and be subject to all the restrictions on the office of President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Executive Committee.

SECTION 5.06. Past President. The Past President shall be the person who served as President in the immediately preceding year and shall assume the office of Past President at the close of his or her term as President without further election. If the President and Vice President are absent, unable to act, or refuse to act, the Past President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions on the office of President. The Past President shall perform such duties as from time to time may be assigned by the President or by the General Membership.

SECTION 5.07. Secretary. The Secretary shall: keep the minutes of the meetings of the Members and of the Executive Committee in one or more books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the Association's records for the current year and prior years; and in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the General Membership.

SECTION 5.08. Treasurer. The Treasurer shall have custody of all moneys, funds and securities of the Association and shall keep full and accurate accounts of receipts and reimbursements and shall deposit all moneys and other valuable effects in the name of and to the credit of the Association in such depositories as the Executive Committee may designate. The Treasurer shall make and maintain an official roster of all Members of the Association who are in good standing as defined in Section 3.01 of these Bylaws. The Treasurer shall provide a copy of the official roster to any Member in good standing upon request.

The treasurer in general shall perform all the duties incident to the office, subject to the control of the General Membership, Executive Committee and the President. If required by the General Membership, the Treasurer and any other person given authority to deal with Association funds or property shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the General Membership shall determine. The cost of such bond, if any, shall be borne by the Association. The Treasurer shall maintain the past and current financial records of the Association and shall make these available to any Member upon request. The Treasurer shall furnish a current written financial report at all meetings of the Executive Committee and Members showing income and expenses by category, budgeted income and expenses, and variances.

SECTION 5.09 Quadrant Representatives. There shall be four Quadrant Representatives. Each such representative shall reside in the quadrant within the NCCD-NP combined district in which he or she resides as follows:

Northeast Quadrant- One representative	North of 32 <sup>nd</sup> Street and east of Speedway
Northwest Quadrant- One representative	North of 34th Street and west of Speedway
Southeast Quadrant- One representative	South of 32nd Street and east of Speedway
Southwest Quadrant One representative	South of 34th Street and west of Speedway

SECTION 5.10. Nominations. Nomination of the officers shall be by a five-member Nominating Committee appointed by the General Membership at the December meeting of the Association. The Nominating Committee shall nominate and publish a slate of officers consisting of a President, Vice President, Secretary, Treasurer, and Four Quadrant Representatives at the February regular meeting of the Members, or at the March meeting of the Executive Committee if necessary. Nominations may also be made from the floor at the April regular meeting.

SECTION 5.11. Election. The officers shall be elected by the General Membership at the following annual meeting in April.

SECTION 5.12. Terms of Office. Each officer shall serve a term of one year commencing upon election in April. Notwithstanding any other provision hereof, each officer shall serve until his or her successor is elected and qualified.

SECTION 5.13. Removal of Officer. Removal of an elected officer may be initiated by a written petition to the Association signed by at least twenty five percent (25%) of the Members. Upon receipt of the petition, the Executive Committee shall determine its validity. If the Executive Committee deems the petition valid, it shall call and give notice of a special meeting of the Members, which shall be held within thirty (30) days after the petition is presented. The concerned officer shall have an opportunity to respond either personally or through representatives. A vote of the General Membership shall then be taken, and the concerned officer shall be removed upon a two-thirds (2/3) vote in favor thereof. Removal of the President will operate as removal of that person from the office of Past President.

SECTION 5.14. Vacancies. In case of any vacancy through death, resignation, retirement, or other cause, the Executive Committee may fill the vacancy, subject to the approval of the General membership at the next regular meeting. The officer so chosen shall complete the unexpired term of the officer he or she replaces.

## ARTICLE VI

### Committees

#### SECTION 6.01. Executive Committee.

- a. Composition. The Executive Committee shall be composed of the officers of the Association, with the President serving as presiding officer.
- b. Powers and Duties. The Executive Committee may act for the Association in conducting the routine business of the Association as necessary between meetings of the Members, subject to such policies and guidance the Members may provide and subject always to the approval or ratification of the General Membership. The Executive Committee shall approve all public statements made on behalf of the Association. The Executive Committee shall perform other duties as provided elsewhere in these Bylaws and shall adopt and present for approval an annual budget to the October membership meeting showing income and expenses by category for the next fiscal year.
- c. Meetings. The Executive Committee shall meet at the call of the president or upon the call of at least three members of the Executive Committee.
- d. Notice. Notice of the time and place of each meeting shall be given to each member of the Executive Committee by mail, telegram, facsimile, or e-mail at his or her address as shown on the records of the Association, at least ten and not more than twenty days prior to such meeting, and shall state the purpose or purposes of the meeting. Any member of the Executive Committee may waive notice of any meeting. Attendance of an Executive Committee member at any meeting shall constitute a waiver of notice of that meeting. No notice need be given of any meeting of the Executive Committee at which all the members thereof are present
- e. Quorum. At each meeting of the Executive Committee, a majority of the members thereof shall be necessary to constitute a quorum for the transaction of business.
- f. Other Committees. The Executive Committee shall create and charge all other substantive or procedural committees and shall appoint the chair and initial membership of each such committee. The chair so appointed may recruit and appoint additional members as necessary or appropriate.

g. Appointments. The Executive Committee shall appoint Members to the following positions:

- (1) Newsletter Editor. The Newsletter Editor shall edit the newsletter of the Association and shall give notice of all regular meetings of the Association to Association Members and other residents of the NCCD in the newsletter. The content of the newsletter shall be consistent with the purposes and objectives of the Association as set forth in Article I and shall be subject to approval by the Executive Committee.
- (2) Delegate to the Austin Neighborhoods Council. The Delegate to the Austin Neighborhoods Council (“ANC”) shall attend all meetings of the ANC and shall be responsible for communication between the Association and the ANC. A first and second alternate delegate shall be appointed by the Executive Committee to serve in the absence of the ANC Delegate.
- (3) Webmaster. The Webmaster shall be responsible for designing the appearance and navigation, content placement, and maintaining the operations, user access, the online presence of the Association for the Association Members and the general public. Content shall be updated in a timely manner and shall come from sources that include the NUNA Newsletter, established Committees, and member suggestions. All content shall be consistent with the purposes and objectives of the Association as set forth in Article I and shall be subject to approval by the Executive Committee. Ownership in the site, naming rights, copyrights, files, data, and Domain Name Registration will be reserved at all times by the Association.

SECTION 6.02. NUNA-NPT. There shall be a standing committee, named the North University Neighborhood Association Neighborhood Planning Team (NUNA-NPT), which shall be appointed as provided in Section 6.02. NUNA-NPT shall: (1) act as an educational resource for residents in land use matters, (2) review developments in the NCCD and ensure compliance with Ordinance No. 040826-58 of the City of Austin; and (3) establish and implement the CACNP as it applies to the North University Neighborhood.

## ARTICLE VII

### Parliamentary Procedure

SECTION 7.01. Robert's Rules. When not inconsistent with these bylaws, *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for all matters of procedure. These rules may be suspended at any meeting by a majority vote.

## ARTICLE VIII

### Contracts and Bank Accounts

SECTION 8.01. Deposit of Funds. All Funds of the Association not otherwise employed shall be deposited in such banks, trust companies and/or other depositories as the Executive Committee from time to time may determine.

SECTION 8.02. Checks. All checks, drafts, endorsements, notes and evidences of indebtedness of the Association shall be signed by two officers of the Association or in such other manner as the Executive Committee from time to time may determine. Endorsements for deposits to the credit of the Association shall be made in such manner as the Executive Committee from time to time may determine.

SECTION 8.03. Contracts. No contract, other than in the ordinary course, may be entered into on behalf of the Association unless and except as authorized by the General Membership. Any such authorization may be general or confined to specific instances.

## ARTICLE IX

### Compensation of and Contracts With Officers

SECTION 9.01. Compensation of Officers. The officers of the Association shall serve without salaries, but the Executive Committee may authorize the payment by the Association of the reasonable expenses incurred by officers in the performance of their duties. Except as provided in this Section, no officer of the Association shall receive, directly or indirectly, any compensation or emolument from the Association.

SECTION 9.02. Contracts with Officers. No officer shall be interested, directly or indirectly, in any contract relating to the operations conducted by the Association, nor in any contract for furnishing supplies or services to the Association unless such contract shall be authorized by the General Membership and unless the fact of such interest shall have disclosed or known to the Members present at the meeting at which said contract is so authorized.

## ARTICLE X

### Indemnification and Insurance

#### SECTION 10.01. Indemnification.

- a. To the extent of the unobligated assets of the Association, the Association shall indemnify an, officer, committee Member, employee, or agent of the Association who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Association, provided that such conduct was done in good faith and in the reasonable belief that the conduct was in the Association's best interests. In case of a criminal proceeding, the person shall be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Association shall not indemnify a person who is found liable to the Association or is found liable to another on the basis of improperly receiving a personal benefit.
- b. Before the Association may pay any indemnification, the General Membership shall specifically determine that indemnification is permissible, shall authorize indemnification, and shall determine that expenses to be reimbursed are reasonable. These determinations shall be made by a majority vote of a quorum of the Members who at the time of the vote are not themselves named as defendants or respondents in the proceeding.
- c. Any indemnification shall be reported in writing to the Members of the Association. The report shall be made with or before the notice of the next membership meeting.

SECTION 10.02. Insurance. Notwithstanding the foregoing section, the Association shall have no obligation to purchase insurance on behalf of any person who is or was an officer, employee, or agent of the Association against any liability asserted against or incurred by him or her in any such capacity, or arising out of his or her status as such. Such insurance may, however, be provided by the Association in the sole discretion of the General Membership.

## ARTICLE XI

### Fiscal Year

SECTION 11.01. The fiscal year of the Association shall end on December 31.

## ARTICLE XII

### Prohibited Actions

SECTION 12.01. Political Endorsements. The Association shall not endorse any candidates for political office.

## ARTICLE XIII

### Adoption, Transitional Provisions, and Amendment of Bylaws

SECTION 13.01 Adoption. These bylaws shall become effective upon approval of two-thirds (2/3) of the General Membership present at the meeting of the Association at which their adoption is moved.

SECTION 13.02 Transitional provisions. Notwithstanding any other provision of these Bylaws, the officers serving at the time these Bylaws are adopted shall continue to serve until their successors are nominated, elected, and installed as provided in Article 5 hereof.

SECTION 13.03 These bylaws may be amended or repealed and a new by-law or bylaws may be adopted by a two-thirds (2/3) vote of the General Membership at any regular or special meeting, provided that written notice of the proposed amendment, repeal, or new by-law or bylaws shall have been given at the immediately preceding regular meeting of the General Membership.

## ARTICLE XIV

### Dissolution

SECTION 14.01. Dissolution. In the event of dissolution of the North University Neighborhood Association, no Member shall have any right of ownership or possession in any assets or property of the Association. The assets and property of the Association are permanently and exclusively dedicated to tax-exempt purposes. In the event of dissolution, the Association's assets and property, after payment of debts, shall be distributed to an organization which is tax exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States.