

AUSTIN NEIGHBORHOODS COUNCIL, INC.

BYLAWS

Amended September 1999

Amended March 2002

Amended February 2005

ARTICLE I - NAME

The name of the corporation is AUSTIN NEIGHBORHOODS COUNCIL, INC., a Texas Non-Profit Corporation.

ARTICLE II - PURPOSES

- A. To act as a coordinating body for the efforts of Austin area neighborhood groups, which shall remain as Autonomous groups;
- B. To encourage and assist in the formation of new neighborhood groups;
- C. To act as a clearinghouse for information and to give guidance in all matters of concern to individual Neighborhoods and/or the City of Austin;
- D. To research those plans, resolutions, ordinances, and legislation which affect neighborhoods in the Austin area and to make specific recommendations where and when wanted;
- E. To make a positive contribution to Austin through the betterment of our neighborhoods and the promotion of civic awareness;
- F. To provide to its members information and education through forums, seminars, etc. on those subjects relating to neighborhood concerns;
- G. To encourage and endorse individuals who are responsive to the needs of the neighborhoods;
- H. In general, to transact any and all lawful business for which corporations may be incorporated under the Texas Non-Profit Corporation Act, provided such transactions shall be in conformance with and in furtherance of the above mentioned purposes.

ARTICLE III - MEMBERSHIP

- A. Membership shall be granted to all neighborhood groups in the Austin area which meet the following criteria:
 - 1. Regular Member
 - a. A defined boundary;
 - b. A minimum of 20 members or 10% of the households in the defined boundary;
 - c. More than one volunteer officer or leader elected by a democratic process;
 - d. Shall have made meaningful attempts to notify neighborhood residents upon formation of the group;
 - e. Pays annual dues of \$35.00 per year per regular membership. Dues are assessed on a calendar year basis and are payable on or before the January regular meeting or at the time of first joining. Dues are not pro-rated for partial years.
 - f. Submission of names, addresses, and telephone numbers of the President and ANC Representative from the neighborhood organization.
 - g. Neighborhood organizations meeting the above criteria, but who are unable to pay membership dues, may request a reduction in dues or a waiver by the Executive Committee. The Executive Committee may grant exemption or reduction of due by a 2/3 vote.

2. Associate Member

- a. A defined boundary;
- b. More than one volunteer officer or leader elected by a democratic process;
- c. Shall have made meaningful attempts to notify neighborhood residents upon formation of the group;
- d. Pays annual dues of \$7.00 per year per associate membership. Neighborhoods meeting the above criteria, but who are unable to pay membership dues, may request a reduction in dues or a waiver by the Executive Committee. Exemption or reduction of dues may be granted by the Executive Committee by a 2/3 vote.

3. Honorary Memberships:

May be conferred upon individuals or organizations who identify with the aims and goals of the corporation but who are not eligible under regular or associate memberships. A two-thirds (2/3) vote of the regular membership is needed to confer honorary memberships. Associate and honorary memberships carry speaking rights but not voting rights.

B. Applications

1. Applications for membership shall be made in writing and shall contain the necessary information regarding fulfillment of the membership criteria established above. Applications shall be submitted to the President or an officer designated by the President.
2. Each member group shall submit in writing the names, addresses, and telephone numbers of the President and ANC Representative from that group. This information may be changed at any time upon submission of revised information. In case of temporary non-availability of named delegates, another member of that group may represent the group.

C. Voting

1. Only one delegate per regular member group in good standing shall have voting rights at any meeting.
2. A regular member group in good standing is a group who has satisfied membership and membership application criteria 45 days prior to the meeting.
3. Officers of the corporation shall have voting rights at any meeting.
4. An officer may not also act as his/her group's delegate.
5. Motions shall be determined by a simple majority vote of those members present and voting.
6. Abstentions will not be considered a vote.

D. Revoking Membership

1. Membership may be revoked when a neighborhood group fails to meet the criteria for membership or whose activities are contrary to the corporation.
2. No membership may be revoked without first providing at least 20 days written notice to the president of said group and giving prior notice at the regular meeting immediately preceding the meeting at which the vote shall be taken. Vote shall be taken only at a regular meeting.
3. No member group shall be expelled unless at least 2/3 of those voting, vote in favor of said expulsion.

ARTICLE IV - EXECUTIVE COMMITTEE

A. Number -The Executive Committee shall consist of 17 voting members.

B. Qualifications - All members of the Executive Committee must be members in good standing of a member neighborhood group which is a member of the corporation.

C. Responsibilities

1. The Executive Committee shall conduct the business of the corporation between the regular meetings of the members as required and shall meet at the call of the President or by a majority of the members of the Executive Committee.

2. All expenditures by the corporation exceeding \$75.00 shall require the approval of the Executive Committee.

D. Term of Office - Each member of the Executive Committee shall serve for a term of one year, and shall be eligible for no more than five (5) consecutive terms in office. Each member shall assume office at the close of the annual meeting in October and shall hold office for one-year term(s) or until a successor is selected.

E. Nomination - Nomination for election to the Executive Committee shall be made by a Nominating Committee as provided in Article VI. At the annual meeting, further nominations may be made from the floor by the representative of any member group in good standing.

F. Election -The members of the Executive Committee shall be elected at the October annual meeting by a simple majority vote of those members present and voting.

ARTICLE V - EXECUTIVE COMMITTEE MEMBERS

A. The officers of the corporation shall be President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer and Communications Coordinator. The offices of President and Secretary may not be held simultaneously by the same person. Nomination for election to office shall be made by a Nominating Committee as provided in Article VI, and shall be elected at the close of the October annual meeting by a simple majority vote of the members of the Executive Committee present and voting

B. The Executive Committee shall include 10 Sector Representatives from 10 geographic areas with boundaries defined by the Executive Committee.

C. Qualifications - All members of the Executive Committee must be members in good standing of a member neighborhood group, which is a member of the corporation.

D. Responsibilities

1. President - To administer the daily operation of the corporation as required; to execute the policies of the corporation as established by Article II; to appoint committees as needed; to sign checks drawn upon the treasury; and to approve all public statements made in the name of the corporation.

2. First, Second, and Third Vice-Presidents -To assist the President as directed; in succession, to assume the position of President in case of permanent absence of the President caused by moving, death, or other circumstances.

3. Secretary -To record the minutes of each meeting; to conduct correspondence as directed; and to announce meetings.

4. Treasurer - To maintain the financial records of the corporation; to draw checks as needed and to sign them; to present monthly financial reports. The financial records of the corporation shall be open at all times to any officer of any member group in good standing.

5. Communications Coordinator - To produce and coordinate the corporation's communications, the content of which shall be consistent with the purposes of the corporation and shall be subject to the approval of the President.

6. The immediate Past-President shall serve as advisor or consultant to other officers or members.

7. Sector Representatives shall serve as advisors for member associations within the boundaries of their sector and shall recruit new members associations within their sector.

D. Vacancies - Shall be filled by appointment by the President (except the President which shall be filled by the First Vice-President).

E. Terms of Office - Each officer shall serve for a term of one year, and shall be eligible for no more than two consecutive elected terms in the same office (except the Secretary and Treasurer who may serve for a total of five consecutive years).

F. Assumption of Office - Each officer shall assume office at the close of the annual meeting and shall hold office for one year or until a successor is selected.

G. Attendance - Officers shall attend the monthly general ANC meetings and the monthly Executive Committee meetings. An officer may be excused from a general ANC meeting or an Executive Committee meeting by approval from the President. Each officer must attend at least two-thirds (2/3) of the above meetings held during the officer's current term of office. Excused meetings do not count in any way in the computation of the two-thirds attendance requirement. Any officer whose current term of office has been at least three months but has not attended the required two-thirds of the meetings during his/her current term of office shall be immediately removed from office. A replacement shall be elected by the membership at the next general ANC meeting. Further, any officer so removed due to unexcused absences shall not be eligible for election to any ANC office for a period of one year from the date of his/her removal.

ARTICLE VI - COMMITTEES

A. Nominating Committee -This committee shall consist of no less than three (3) regular member delegates who shall be chosen by the Executive Committee at the September regular meeting. This committee shall make its recommendations at the October annual meeting.

B. The President or acting President shall appoint such other committees as deemed appropriate in carrying out the purposes of the corporation.

ARTICLE VII - MEETINGS

A. Regular Meetings - Shall be held on the fourth Wednesday of each month at 7:00 P .M. at a location designated by the Executive Committee.

B. Executive Committee Meetings - Shall be held monthly as regularly scheduled by the President.

C. Special Meetings - May be held at any time after written or telephone notice is given to all primary delegates upon direction of the President or majority of the Executive Committee. At such meetings, the discussion will be limited to the subject(s) specified as the purpose of the meeting.

D. October Annual Meeting- The regular meeting in October shall be known as the annual meeting and shall be for the purpose of electing the Executive Committee and for any other business that may arise.

E. Quorum - A quorum will be those members present and voting.

F. Open Meetings -Meetings will normally be open meetings.

G. No other notice of meetings of members shall be required other than that required under the terms of this Article.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

The rules contained in Roberts' Rules of Order, Revised (current edition) shall govern in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of the corporation.

ARTICLE IX - AMENDMENT OF BYLAWS

These Bylaws may be amended at any regular meeting by a two-thirds (2/3) vote of those present and voting, provided that a written notice has been given at the previous regular meeting.

ARTICLE X - DISSOLUTION

Upon the dissolution of Austin Neighborhoods Council, Inc., no class of member shall have any right nor shall receive any assets of the corporation. The assets of the corporation are permanently dedicated to a tax-exempt purpose. In the event of dissolution the corporation's assets, after payment of debts, will be distributed to an organization which itself is tax exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI - MISCELLANEOUS

A. Definitions -The following definitions shall be used for the purpose of clarification of these Bylaws under the Texas Non-Profit Corporation Act, and for all other purposes:

1. "Executive Committee" shall mean and be synonymous with "Board of Directors".
2. "Delegate", whether primary or alternate, shall mean that person representing and entitled to act in all respects on behalf of the "member" which a delegate so represents.
3. " ANC" shall mean Austin Neighborhoods Council, Inc.

B. The fiscal year of the corporation shall begin on the first day of January and end the thirty-first day of December every year.

C. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

D. Report of the Annual Meeting of the Members -Within thirty days following each annual meeting, a notice shall be delivered to each member which sets forth:

1. The names of the current Executive Committee, officers, and all committee members;
2. A summary of the action taken by the members and the Executive Committee at the annual meeting.

E. Indemnity -The Corporation shall indemnify a corporate official against and reimburse such official for the following:

1. Judgments, fines, and amounts paid in settlement of an action against the official, if the official is adjudged not to have been negligent nor guilty of misconduct in the performance of an official duty;
2. Amounts paid in settlement of an action against the official actually and reasonably incurred if the settlement is adjudged to be to the corporation's advantage to dispose of troublesome, time consuming, and expensive litigation against its officials and is adjudged not to have been the result of reckless or willful conduct in the performance of an official duty;
3. Expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of an action if the official is adjudged not to have been guilty of reckless or willful conduct in the performance of an official duty.
 - a. Corporation Official - Shall mean a person who is or was an Executive Committee member, officer, committee member, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, committee member, employee, or agent of another corporation, partnership, a joint venture, trust, or other enterprise or entity.
 - b. Action - Shall mean an action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether by or in the right of the corporation or otherwise, against an official by reason of his status as a corporation official.
 - c. Adjudged - Means a determination made by a majority of the Executive Committee not involved in the matter in controversy (whether or not a quorum), by independent council selected by the Executive Committee, or by a court of competent jurisdiction.