

AUSTIN NEIGHBORHOODS COUNCIL, INC.

BYLAWS

ARTICLE I - NAME

The name of the corporation is AUSTIN NEIGHBORHOODS COUNCIL, INC., a Texas Non-Profit Corporation. "ANC" shall mean Austin Neighborhoods Council, Inc.

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 and well being 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.

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, education and awareness 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; and

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 Defined - Regular Memberships have voting rights at general membership meetings. Associate and Honorary Memberships carry speaking rights, but not voting rights. Coalitions comprised of more than one neighborhood group or association and which form a larger umbrella organization are not eligible for Regular Membership. Similarly, neighborhood "contact teams" or "planning teams" are not eligible for Regular membership. Neighborhood Coalitions, neighborhood contact teams, planning teams and/or "umbrella organizations" may apply for Associate Membership.

B. Membership Criteria - Membership shall be granted to all neighborhood groups in the Austin area which meet the following criteria: "Neighborhood Group" shall mean a Neighborhood Association or a Homeowners Association or a Civic Association duly formed with stated boundaries to represent the

community of residents who live within those boundaries with bylaws requiring residency or property ownership within its stated boundaries.

C. If a neighborhood group fails to meet the criteria for membership, or its activities are contrary to the corporations core values, or any other basis contrary to the interests of ANC or its members, membership applications may be declined at the sole discretion of the ANC Executive Committee by a majority vote,

1. Regular Membership

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. Regular membership dues shall be determined by the regular membership upon the recommendation of the Executive Committee. 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 prorated for a partial year.

f. Submission of names, e-mail addresses, and telephone numbers of the President and ANC Representative from the neighborhood organization. These individuals will be the voting delegates for the member neighborhood organization and shall be entitled to act in all respects on behalf of the regular membership group.

g. Neighborhood organizations meeting the above criteria, but which 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 dues by a 2/3 vote.

2. Associate Membership

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. Submission of names, e-mail addresses and telephone numbers of the officers or other principals of the organization applying for Associate membership and a designation of the ANC spokesperson for the organization;

e. Pays annual dues in an amount prescribed by the Executive Committee. Neighborhoods meeting the above criteria, but which 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 Membership

May be conferred upon individuals or organizations who have performed exceptional service for neighborhoods in the Austin area and who are not already a member of the Austin Neighborhoods Council. A 2/3 vote of the Executive Committee is needed to confer honorary membership.

D. Applications

1. Applications for membership shall be made in writing and shall contain the necessary information regarding fulfillment of the respective membership criteria as cited in Article III, Section B. Applications shall be submitted to the President or an officer designated by the President.

2. Subject to the provisions in Article III, any regarding eligibility of an applicant will be addressed by the Executive Committee either upon a signed written request by the applicant or upon initiation by the Executive Committee. The applicant shall be notified in writing of any disputes regarding eligibility prior to any determination by the Executive Committee and also notified in writing of the determination by the Executive Committee as to eligibility and membership status. Any determination made by the Executive Committee regarding eligibility and/or membership status may be appealed to the General Membership with a two thirds vote for approval. In the event the General Membership does not approve a group's application for membership, the principals may not reapply under the same name or any other name until the next membership year.

E. Voting

1. The delegates of a Regular Membership group shall be the ANC Representative and the President of the neighborhood organization. The ANC membership of the group must be in good standing in order for a delegate to vote on behalf of his/her neighborhood organization.

2. Only one delegate per Regular Membership group in good standing shall have voting rights at any membership meeting.

3. In case of temporary unavailability of named delegates, another member of that group may represent that group upon written proxy to the ANC President or officer responsible for membership. Such proxy must be submitted by the President of the neighborhood organization in advance of any ANC meeting where votes will be cast and must be acknowledged as received by the ANC President or officer responsible for membership before a proxy vote will be permitted. Unless the written proxy specifies otherwise, the proxy shall be valid for only one ANC meeting. Notifications may be by electronic communication.

4. A Regular Membership group in good standing is a group that has satisfied membership and membership application criteria 45 days prior to the meeting.

5. Members of the Executive Committee shall have voting rights at any meeting.

6. An ANC officer may not also act as his/her group's delegate. However, in the case of a co-officer, one co-officer may vote for his/her member group (if a "delegate" of that group), but the other must vote as an officer only and may not be a delegate of a member group.

7. Abstentions will not be considered a vote.

8. Regardless of membership status, no one individual may be a delegate for and exercise a vote for more than one membership organization.

F. 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. "Executive Committee" shall mean and be synonymous with "Board of Directors" and shall consist of the elected officers, sector representatives, parliamentarian, and the immediate past president of the corporation. The parliamentarian may be chosen among the other members of the Executive Committee and shall be appointed by the President. In the event the President does not select another Executive Committee member to serve as parliamentarian, then the individual chosen for that position will be a non-voting member of the Executive Committee.

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

2. All expenditures by the corporation shall be in accordance with an annual budget approved by the Executive Committee or in accordance with these procedures. The President may approve an expenditure exceeding the approved budget by \$100.00 or less with approval the Executive Committee within 45 days of the expenditure or less only with timely notification to the Executive Committee. The Executive Committee may amend the approved budget and approve an expenditure exceeding the budget by \$101.00 to \$499.00 only with notification to the regular membership. The Executive Committee may amend the approved budget and approve an expenditure exceeding the budget by \$500.00 or more only after ratification by the regular membership by majority vote at a meeting. Any expenditure that is a reimbursement may only be approved if previously authorized and documented with a receipt or other generally accepted proof of payment.

3. Report of the Annual Meeting of the Members - Within thirty days following each annual meeting, the names of the new Executive Committee members shall be provided to the membership by means of the ANC website.

D. Nomination

1. Process

Nomination for election to the Executive Committee shall be made by a Nominating Committee. Additional nominations may be made from the floor, at the September regular meeting, or, if necessary due to an unfilled position at the October annual meeting, by a delegate of any Regular Membership group in good standing.

2. Nominating Committee

The Nominating Committee shall consist of two (2) Executive Committee members and three (3) delegates in good standing from the General Membership. All applications for Nominating Committee membership shall be submitted by the end of the July General Membership meeting. The Nominating Committee will be selected at the August Executive Committee meeting. The president should not appoint or be a member of the Nominating Committee, in accordance to Robert Rules of Order.

3. Recommendations

The Nominating Committee shall present its recommendations for election to the executive committee to the general membership at the September regular meeting. At that time, nominees to the Executive Committee, from the floor shall be added to the list of nominees presented by the Nominating Committee.

4. Background Data

Adequate background data for all nominees, written or verbal, shall be provided to the General Membership at the September regular meeting and the October annual meeting.

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

F. Budget - The Executive Committee shall adopt an annual budget of the corporation no later than the February Executive Committee meeting. The fiscal year of the corporation shall begin on the first day of January and end the thirty-first day of December every year.

G. Meetings & Voting - Executive Committee meetings shall be held monthly as regularly scheduled by the ANC President. Special Executive Committee meetings may also be held as called by the ANC President, or may be called by a majority of the members of the Executive Committee. Voting and attendance may be conducted electronically or by telephonic means.

H. Policy Resolutions - The Executive Committee may adopt policy resolutions if the Executive Committee determines it necessary to promote or protect the interests of the corporation or any member association of the corporation, including any topic that the Executive Committee determines is so time-sensitive that approval by the full general membership is not feasible or reasonable. Any such decision or resolution so made by the Executive Committee may not contradict a policy resolution already adopted by the general membership.

I. ANC Sectors - The Executive Committee shall periodically review the boundaries of the ANC Sectors and propose any revisions, determined necessary, for approval by the regular membership.

J. Dues - The Executive Committee shall periodically review member dues and propose any revisions determined as necessary for the approval by the regular membership.

K. Committees - The Executive Committee shall appoint committees as deemed appropriate to carry out the purposes of the corporation.

ARTICLE V - EXECUTIVE COMMITTEE MEMBERS

A. Officers - The officers of the corporation shall be the President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer, and the Communications Coordinator. The offices of President and Secretary may not be held simultaneously by the same person.

B. Responsibilities

1. President - To administer the daily operation of the corporation as required; to call special and regular Executive Committee and membership meetings when necessary; to execute the policies of the corporation as established by Article II; to appoint committees and individuals to represent the corporation at other organizations and forums, as needed; to appoint a parliamentarian; to sign checks drawn upon the treasury; and to approve all public statements made in the name of the corporation including serving as spokesperson of the corporation to the media and press, unless so delegated to another member of the Executive Committee.

2. First, Second, and Third Vice-Presidents - to assist the President as directed; to maintain membership records; to plan general meeting programs in conjunction with the Executive Committee; and to fulfill other responsibilities as directed by the President.

3. Secretary - to record the minutes of each meeting; and other responsibilities as directed by the President. This position may be served by two individuals acting as co-secretaries.

4. Treasurer - to maintain the financial records of the corporation; to draw checks as directed and to sign them; to present monthly financial reports; and to propose an annual budget. The financial records of the corporation shall be open at all times to any officer of any Regular Membership 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; and to maintain the website of the corporation. This position may be fulfilled by two individuals acting as co-communications coordinators.

6. Immediate Past President - to serve as advisor or consultant to the Executive Committee or regular members.

7. Sector Representatives - to serve as advisors for member associations within the boundaries of the ANC Sector to which he/she has been elected to serve. A Sector Representative shall encourage continued membership and recruit new member associations within that sector. A Sector Representative must be from a Regular Membership group in good standing that is located within the boundaries of the ANC Sector in which the Sector Representative has been elected to serve.

8. Parliamentarian - to serve as advisor to the President and/or presiding officer at all meetings regarding compliance with Article VIII. Any determination by the Parliamentarian regarding interpretation

and/or application of Article VIII shall be final.

C. Vacancies - Shall be filled by appointment by the President (except the President which shall be appointed by the Executive Committee from the General Membership and ratified at the next General Membership Meeting by a majority vote of those present and voting).

D. Terms of Office - Each Executive Committee member shall serve for a term of one year, and shall be eligible for no more than three (3) consecutive elected terms in the same position (except the Secretary, Treasurer, Sector Representatives and the Communications Coordinator who may serve for a total of five consecutive years).

E. Assumption of Office - Each officer shall assume office at the close of the annual meeting and shall hold office for one year.

F. Attendance - Executive Committee members shall attend the monthly general ANC meetings and the monthly Executive Committee meetings. With prior approval of the President, an Executive Committee member may attend a meeting by telephonic means and/or audio/video. An Executive Committee member may be excused from a general ANC meeting or an Executive Committee meeting by approval from the president.

- Each Executive Committee member must attend at least two-thirds (2/3) of the above meetings held during the member's current term of office. Excused meetings do not count in any way in the computation of the two-thirds attendance requirement. Any Executive Committee member whose current term has been at least three months, but has not attended the required two-thirds of the meetings during his/her current term of office is subject to removal from his/her position.
- The President (or other officer depending upon the offender) shall send written notice to the individual to correct the deficiencies. If deficiencies are not corrected, the Executive Committee member may be removed by a 2/3 vote of the Executive Committee.
- Thereafter, a replacement shall be appointed by the President and that person shall serve until the next general ANC election. Further, any Executive Committee member so removed due to unexcused absences shall not be eligible for election to any ANC position for a period of one year from the date of his/her removal.

ARTICLE VI -DIGITAL SOCIAL MEDIA

Digital Social Media ownership shall be ascribed to the President, a Vice President, and the Communications Coordinator. Anything posted on Social Media or other ANC digital platforms shall follow ANC's Visual Media Guidelines.

ARTICLE VII - MEETINGS

A. Regular Meetings - Shall be held monthly from January through October (except for special called meetings by the President) at a time and location designated by the Executive Committee and publicized on the ANC website. A quorum will be established at 10% of regular members.

B. Executive Committee Meetings - Shall be held monthly as regularly scheduled by the President. A quorum will be the majority of the Executive Committee members. Any delegate may attend an Executive

Committee meeting; however, participation will be limited to Executive Committee members unless requested by the President or the majority of the Executive Committee members present.

C. Special Meetings - May be held at any time after written, electronic, or telephone notice is given to all 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. Open Meetings - Regular membership meetings will be open meetings unless any portion thereof is closed by vote of the Executive Committee or the general membership.

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

G. General Meeting Agendas - The agenda for regular membership meetings shall be set by the Executive Committee in advance of the meeting. Agendas may be revised by the Executive Committee, if necessary for an orderly meeting.

H. Adoption of Policy Resolutions - Except as provided by Article IV(H) of these Bylaws, a policy resolution may be debated, amended, and either adopted or rejected at a regular membership meeting if a draft of the resolution was first presented at a prior meeting.

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

ARTICLE X - DISSOLUTION

Upon the dissolution of the 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 remaining 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.

Amended September 1999

Amended March 2002

Amended February 2005

Amended November 2012

Amended August 2015

Amended September 2017
Amended April 2018