

SOUTH RIVER CITY CITIZENS CORPORATION BYLAWS

Adopted September 4, 2017

Article I – Name

The name of the organization shall be the South River City Citizens, a Non-Profit Corporation.

Article II – Statement of Purpose

South River City Citizens shall be a non-profit, non-partisan neighborhood association open to all residents living within the boundaries of the neighborhood. The organization shall maintain a status as a 501(c)(4) organization as defined by the Internal Revenue Code, which allows lobbying activities.

The association shall address shared concerns, goals, and activities that affect the quality of life of its residents and the character of SRCC neighborhood and neighborhoods generally.

Article III – Neighborhood Boundaries

North Boundary: The Colorado River;

South Boundary: Ben White Boulevard;

West Boundary: South Congress Avenue;

East Boundary: Parker Lane (including Shore District Drive and Town Creek Drive from where it would intersect with the Colorado River) to Oltorf, West to IH 35, South to Ben White Boulevard.

Article IV – Membership and Dues

Membership is open to all residents of the neighborhood over the age of 18 who pay annual dues. Annual dues for Individual and Family Memberships will be set by the Executive Committee. A Family Membership is intended for family members residing at the same address. The name of each family member should be provided when paying dues. There will be a 28-day waiting period after a new member's dues are paid before a new member can make motions, second motions, or vote. A member whose dues have lapsed for not more than 2 years may vote without a waiting period by bringing the member's dues current prior to a vote. Non-resident property owners and business owners shall be invited to participate on a non-voting basis.

Article V – Meetings and Voting

General Membership Meetings

The General Membership shall meet monthly, a minimum of nine times per year, on a schedule to be established by the Executive Committee. The Executive Committee shall designate the location of General Membership meetings with the goal being to set a consistent location within SRCC boundaries and to regularly communicate the location to members. The Officers shall attempt to set the agenda at least 72 hours before General Membership meetings. The President can change the agenda with less notice if circumstances require. The Executive Committee shall designate reasonable methods of notifying the membership about meetings.

A General Membership meeting requires a quorum of members to be present in person for a binding vote. A quorum is either (a) twenty members, or (b) one-tenth of members, whichever is less. If attendance at a General Membership meeting does not meet the requirements for a quorum, agenda items may be presented and discussed and announcements may be made, but binding votes cannot be held. Only dues-paid members present in person may vote. Each Individual member and each member of a Family Membership is entitled to a vote.

Executive Committee Meetings

The Executive Committee shall meet monthly, a minimum of three times per year, on a schedule to be established by the Executive Committee. The Officers shall determine the location of Executive Committee meetings, with the goal being to hold meetings at a location within SRCC boundaries and notice given at least a month in advance. The Officers shall attempt to set the agenda at least 72 hours before Executive Committee meetings. If there are no items for the agenda, the officers can cancel the meeting. The President can change the agenda with less notice if circumstances require. The Executive Committee shall designate reasonable methods of notifying the membership about meetings. The General Membership are welcome to attend and participate on a non-voting basis.

A quorum of the Executive Committee shall be 5 Executive Committee Members, 2 of which shall be Officers. If attendance at an Executive Committee meeting does not meet

the requirements for a quorum, the agenda items may be presented and discussed, announcements may be made, but binding votes cannot be held. To the extent practical, decisions of the organization shall be made by vote of the General Membership. If, due to an immutable deadline, the issue cannot wait until the next General Membership meeting, the Executive Committee may act. If a decision is required in advance of the next Executive Committee meeting, the President may conduct a vote of the Executive Committee by electronic means. In order for an electronic vote to be valid, a minimum of half the Executive Committee must return ballots. The decision must pass by an absolute majority of the full Executive Committee.

Article VI – Organization

Annual election of Officers and members of the Executive Committee shall occur at the March General Membership meeting. Only SRCC dues-paid members are eligible to serve as Officers and participate on committees.

The Officer positions are:

President, Vice President (or Co-Vice Presidents),
Treasurer, Secretary, and Membership Secretary.

Members of the Executive Committee include the Officers, Area Coordinators and Co-Coordinators, Standing Committee Chairs and Co-Chairs, and the Representative to Austin Neighborhood Council.

The term of office shall be one year or until the successor to office is elected. The term of the incoming Officers begins 2 weeks after the election. If a vacancy occurs in the office of President, the Vice President shall serve for the remainder of the unexpired term. Vacancies occurring in the other offices or Executive Committee positions shall be filled by a person elected by the Executive Committee to complete the unexpired term.

Article VII – Duties of the Elected Officers of the Executive Committee

General Duties of Officers: In carrying out their specific roles, Officers share responsibility for online maintenance of official SRCC documents by using SRCC collaboration tools.

President: The President is the chief executive officer of the organization. The President has general direction over the affairs of the organization, subject to the control of the Executive Committee. The President presides at the meetings of the Executive Committee and the General Membership. The President executes all contracts and other legally binding instruments but only with the prior approval of the Executive Committee. The President is authorized to speak on behalf of the organization consistent with the objectives and prior resolutions of the Executive Committee and of the General Membership. The President is ex-officio member of all standing and ad hoc committees.

At each meeting of the Executive Committee, the President shall report to the Executive Committee all business that the President has conducted since the last meeting of the Executive Committee, particularly any statements the President has made on behalf of the organization. The President is responsible for the final review and approval of the organization's newsletter and other communications.

Vice President: The Vice President shall assume the duties of the President in the absence of the President and shall assist the President at the President's direction. Together with the President, the Vice President shall be responsible for providing required notices of meetings of the Executive Committee and of the general membership.

Treasurer: The Treasurer shall be responsible for managing the financial assets of the organization. The Treasurer is responsible for: establishing checking and savings accounts as necessary; overseeing separate accounts holding SRCC funds; maintaining financial ledgers and verifying the accuracy of third-party financial statements; depositing receipts and paying expenses; presenting financial status reports at each meeting; and complying with State and Federal reporting requirements. Payments of more than \$500.00 made from the organization's funds shall be co-signed by any two of the following Officers: President, Vice President(s), Treasurer, Secretary, or Membership Secretary. The Treasurer shall serve as an ex-officio member of the Finance Committee.

Secretary: The Secretary or a designee shall attend all meetings of the Executive Committee and of the General Membership and shall take and maintain a permanent record of minutes of each meeting, including date, time, place, announcements, reports, motions and votes. The Secretary shall make the minutes of the previous meeting available for members to read in advance of and during the meeting.

Membership Secretary: The Membership Secretary is responsible for maintaining membership records and making them available to the Executive Committee upon request. The Membership Secretary shall record receipts of dues payments and convey monies with documentation to the Treasurer. The Membership Secretary shall follow procedures approved by the Finance Committee for best practices of financial management and procedures established by the Executive Committee for records management.

To the extent practical, the Membership Secretary shall verify membership eligibility, provide notification of dues requirements to the membership, and have a membership roster at meetings of the General Membership and Executive Committee for purposes of determining individuals' eligibility to vote. The Membership Secretary or the Membership Secretary's designee is responsible for providing sign-in sheets at meetings that serve as records of attendance and confirming whether a quorum is present. Membership records of the Corporation shall not be given out or used for any activity not directly related to the administration of the Corporation.

Area Coordinators: In an area designated by the Executive Committee, the Area Coordinators shall be responsible for: reporting to the Executive Committee on matters of concern within their areas; acting as a liaison with members residing within the Area Coordinator's area; distributing the organization's newsletters and aiding interested persons in becoming members. The Area Coordinator can designate Block Captains to assist in newsletter delivery.

Representative to Austin Neighborhood Council: Attend ANC meetings and report back to SRCC General Membership. ANC Representative is authorized to speak at ANC meetings on behalf of the SRCC organization consistent with prior resolutions of the Executive Committee and General Membership.

Article VIII – SRCC Committees (Standing and Ad Hoc)

A. Standing Committees

General Duties of Committee Chairs: To stay informed and engaged regarding the committee's area of responsibility, focusing on issues that directly impact the neighborhood. To review issues and make policy recommendations to the Executive Committee.

There shall be eight standing committees of the SRCC:

PLANNING AND ZONING COMMITTEE

To review applications for zoning changes and variances, master planning, and other land use concerns. To provide advice and suggest a course of action.

HISTORIC PRESERVATION COMMITTEE

To support efforts to create historic districts and preservation generally. To review applications for demolition, provide advice, and suggest a course of action.

FINANCE COMMITTEE

To develop financial policies and procedures and be responsible for preparing Financial Forecasts, tracking SRCC account funds, assuring compliance with State and Federal requirements, and reporting regularly to the Executive Committee and General Membership. To maintain an oversight review process and basic procedures for accountability. To review requests for disbursement and ensure compliance with best practices for managing funds.

MOBILITY COMMITTEE

To address issues regarding streets, sidewalks, public transit, traffic (including bicycles, pedestrians, and vehicles), and other transportation.

PUBLIC SAFETY COMMITTEE

To maintain communication with law enforcement agencies and address issues relating to public safety concerns such as Neighborhood Watch, graffiti, safety, crime statistics, and community policing.

PARKS AND ENVIRONMENT COMMITTEE

To address issues relating to development, maintenance, and regulation of public parks, and relating to environmental concerns such as pollution, noise, aquifer protection and tree preservation.

SCHOOLS COMMITTEE

To communicate with and support the schools within the SRCC boundaries.

COMMUNICATIONS COMMITTEE

To maintain the official SRCC online presence on which information relating to the SRCC organization is published. To send notifications of SRCC meetings and provide summary updates on current issues concerning SRCC. To produce the SRCC newsletter to be delivered to residents by Area Coordinators.

Rules for Standing SRCC Committees:

- The Chair (or Co-Chairs) of each Standing Committee shall be appointed annually by a majority vote of a quorum of the Executive Committee.
- Members of the committee shall keep a record of each meeting held, including the date and place of the meeting, who was at the meeting, and decisions made at the meeting.
- Members of the committee shall provide reports for the monthly General Membership meetings.
- When meeting with non-SRCC representatives (e.g., city staff, local businesses, and developers), the committee

shall not act as final decision maker for the SRCC, but can examine issues and discuss possible solutions. Committee members shall keep a record of this communication.

- Only SRCC dues-paid members are eligible to participate in a committee.

B. Ad Hoc Committees

In dealing with particular issues, SRCC members may form an Ad Hoc Committee recognized as representing the SRCC, as long as they follow these guidelines.

Rules for Ad Hoc Committees

- Before the ad hoc committee convenes, at least one Officer shall be made aware of the formation of this committee. That member, and/or members of the ad hoc committee shall notify the full Executive Committee about the newly formed committee within a reasonable amount of time.
- The committee shall clearly state its mission.
- The Standing Committee chair who would oversee that type of activity shall be invited to participate in the ad hoc committee (but is not required to participate).
- When its mission has been completed, the ad hoc committee shall disband. If no reports are made and no record of meetings are submitted for one year, the ad hoc committee shall be considered inactive and disbanded.
- Members of the ad hoc committee shall keep a record of each meeting held, including the date and place of the meeting, who was at the meeting, and decisions made at the meeting.

- Members of the committee shall provide reports for the monthly General Membership meetings.
- When meeting with non-SRCC representatives (e.g., city staff, local businesses, and developers), the committee shall not act as final decision maker for the SRCC, but can examine issues and discuss possible solutions. Committee members shall keep a record of this communication.
- Only SRCC dues-paid members are eligible to participate in an ad hoc committee.

Article IX – Amendment of the SRCC Bylaws

The SRCC Bylaws may be amended or revised by a two-thirds majority vote at the monthly meeting of the General Membership. This process shall begin with approval by the General Membership to form an ad hoc Bylaws committee. Before the Bylaws can be changed, all of the following conditions must be met:

- A.** a document including the exact wording of the proposed changes must be posted to the SRCC website;
- B.** a notice stating the place, date, and time of the meeting at which the alteration of the SRCC bylaws is to be voted upon must be included on the agenda of the meeting, provided by e-mail, posted on the SRCC website, and included in the SRCC newsletter;
- C.** the notice and the exact wording of the proposed changes must be provided not less than 10 days in advance nor more than 60 days before the date of the meeting.

No change in the SRCC By-laws is valid unless these conditions are met.

Article X – Political Activities

Neither the Corporation, nor any member purporting to speak for it shall endorse any candidate for public office or any political party.

Article XI – Parliamentary Authority

The Corporation recognizes that conduct and governance of the Corporation are controlled by the Texas Non-Profit Corporations Act, Article 1396, Texas Civil Statutes, together with amendments that might be made from time to time. That statute and Robert's Rules of Order Newly Revised shall govern the procedural acts of the Corporation.