

40 **Article 2 NONPROFIT CORPORATION**

41 The Corporation is a nonprofit corporation. No earnings of the
42 Corporation may inure to the benefit of any private
43 shareholder. Upon dissolution of the Corporation all of the
44 Corporation's assets shall be distributed to the State of
45 Texas or an organization exempt from taxes under Internal
46 Revenue Code Section 501(c)(4) for one or more purposes that
47 are exempt under the Texas franchise tax.

48 **Article 3 DURATION**

49 The period of its duration is perpetual.

50 **Article 4 PURPOSES**

51 The Corporation is operated exclusively for the promotion of
52 social welfare, to further the common good and general welfare
53 of the people of the community it serves.

54 **Article 5 POWERS**

55 Except as otherwise provided in these Articles, the
56 Corporation shall have all of the powers provided in the Act.
57 Moreover, the Corporation shall have all implied powers
58 necessary and proper to carry out its express powers.

59 **Article 6 RESTRICTIONS AND REQUIREMENTS**

60 The Corporation shall have no power to take any action that
61 would be inconsistent with the requirements for a tax
62 exemption under Internal Revenue Code Section 501(c)(4) and
63 related rulings, regulations and procedures.

64 **Article 7 MEMBERSHIP**

65 The Corporation shall have one class of members, or more than
66 one class of members as provided in the bylaws of the
67 corporation.

68 **Article 8 INITIAL REGISTERED OFFICE AND AGENT**

69 The street address of the initial registered office of the
70 Corporation is 1303 Hillside Drive, Austin Texas 78704. The
71 name of the initial registered agent at this address is
72 Granville Clarke Hammond.

73 **Article 9 MANAGEMENT**

74 Management of the affairs of the Corporation is to be vested
75 in its board of directors, which will be called the Executive
76 Committee. The number of directors must be a minimum of three.
77 The names and addresses of the persons who constitute the
78 initial board of directors/ Executive Committee are set forth
79 below:

80 <Insert names and addresses of present directors>

81 **Article 10 CONSTRUCTION**

82 All references in these Articles of Incorporation to statutes,
83 regulations, or other sources of legal authority shall refer
84 to the authorities cited, or to their successors, as they may
85 be amended from time to time.

86 **Draft date July 1, 2002**

87 **SOUTH RIVER CITY CITIZENS PROPOSED CORPORATION BY-LAWS**

88 **Article I-Name**

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

91 **Article II-Statement of Purpose**

92 South River City Citizens shall be a non-profit, non-partisan,
93 neighborhood association open to all residents living within
94 the boundaries of the neighborhood who may through such
95 association consider and deal by all lawful means, including
96 lobbying activities, with common and shared concerns, goals,
97 and activities that affect the quality of life of its members.
98 The organization shall maintain a status as a 501(c)(4)
99 organization as defined by the Internal Revenue Code.

100 South River City Citizens shall be concerned with community
101 development, the ecology, the safety and other related matters
102 that indirectly and directly affect the quality and character
103 of the neighborhood and the City of Austin. South River City
104 Citizens shall sponsor educational and informational programs,
105 which may include social activities, that will further the
106 organization's membership goals.

107 **Article III - Neighborhood Boundaries**

108 North Boundary: The Colorado River

109 South Boundary: Ben White Boulevard

110 West Boundary: South Congress Avenue

111 East Boundary: Parker Lane to Oltorf, West to IH 35, South to
112 Ben White Boulevard

113 **Article IV - Membership, Voting and Dues**

114 Membership is open to all residents of the neighborhood over
115 the age of 18 who pay annual dues. Only dues paid members may
116 vote. A member whose dues have lapsed for not more than 2
117 years may vote by bringing the member's dues current prior to
118 a vote. There will be a 28-day waiting period after member's
119 dues are paid before a new member can vote. There will be no

120 proxy voting. Annual dues will be set by the Executive
121 Committee.

122 **Article V – Meetings of the Members**

123 Members shall meet monthly, on a schedule to be established by
124 the Executive Committee. There shall be an annual meeting on
125 the first Monday of March of the members for the purpose of
126 electing officers and members of the Executive Committee. No
127 specific type of notice of member's meetings shall be
128 required. The Executive Committee shall by resolution,
129 however, adopt methods of providing reasonable notice.

130 Unless otherwise provided in the By-laws or articles of
131 incorporation, or by law, members present in person and
132 holding one-tenth of the votes entitled to be cast shall
133 constitute a quorum, and the vote of the majority of votes
134 cast shall be the act of the members meeting.

135 All meetings of the members shall be held at Grace United
136 Methodist Church, 205 East Monroe Street, Austin, Texas,
137 78704. The Executive Committee may from time to time designate
138 another meeting location or time, upon reasonable notice to
139 the members.

140 **Article VI – Organization**

141 The General Membership of the SRCC shall elect at the annual
142 meeting an Executive Committee composed of the following
143 elected officers:

144 President (or Co-Presidents), Vice President, Treasurer,
145 Secretary, and 9 Area

146 Coordinators (or Co-Coordinators)

147 **Article VII – Duties of the Elected Officers of the**

148 **Executive Committee**

149 **President:** The President is the chief executive officer of the
150 organization. The President has general direction over the
151 affairs of the organization, subject to the control of the
152 Executive Committee. The President presides at the meetings of
153 the Executive Committee. The President executes all contracts
154 and other legally binding instruments but only with the prior
155 approval of the Executive Committee. The President is
156 authorized to speak on behalf of the organization consistently
157 with the objectives and prior resolutions of the Executive
158 Committee and of the general membership. Together with the
159 Secretary, the President is responsible for giving advance
160 notice of all meetings of the Executive Committee and of the
161 general membership. The President is ex-officio member of all

162 standing and ad hoc committees.

163 At each meeting of the Executive Committee, the President
164 shall report to the Executive Committee all business that the
165 President has conducted since the last meeting of the
166 Executive Committee, particularly any statements the President
167 has made on behalf of the organization, and shall present to
168 the Executive Committee all matters of interest that have come
169 to his attention and all communications received or conveyed
170 by him. The President is responsible for the final review and
171 approval of the organization's newsletter and other
172 communications.

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

179 **Secretary:** The Secretary or the Secretary's designee shall
180 attend all meetings of the Executive Committee and of the
181 General Membership and shall take and maintain a permanent
182 record of minutes of each meeting, including date, time,
183 place, roll sheet, announcements, reports, motions and votes.
184 The Secretary shall at each meeting read the minutes of the
185 previous meeting, and have a copy of the minutes available for
186 members to read and circulate during the meeting. The
187 Secretary shall maintain the files of the Corporation, and
188 shall bring to each meeting the minutes of meetings for at
189 least the prior two years.

190 **Treasurer:** The Treasurer shall be responsible for all money
191 and other assets of the organization. The Treasurer is
192 responsible for: depositing funds; disbursing funds to members
193 who incur expenses approved by the Executive Committee;
194 providing fund status reports at each meeting; preparing an
195 annual financial report; providing the names, addresses, and
196 phone numbers of members paying dues to the Membership
197 Chairperson; and reminding members of annual dues payable.
198 Only checks drawn on the Corporation's account for more than
199 \$500.00 shall be co-signed by any two of the following
200 officers: President, Vice President, Secretary, or Treasurer.

201 **Area Coordinators:** In an area designated by the Executive
202 Committee, the Area Coordinators shall be responsible for:
203 reporting to the Executive Committee on matters of concern
204 within their areas; acting as a liaison with members residing
205 within the Area Coordinator's area; distributing the
206 organization's newsletters and other notices and may designate

207 Block Captains for this purpose; and aiding interested persons
208 in becoming members.

209 **Article VIII – Meetings of the Executive Committee** There shall
210 be regular meetings of the Executive Committee on a schedule
211 to be established by the Executive Committee. A quorum of the
212 Executive Committee shall be 5 Executive Committee Members. No
213 business may be conducted at an Executive Committee meeting
214 unless a quorum of the Executive Committee is present. To the
215 extent practical, decisions of the organization shall be made
216 by vote of the General Membership. All members are urged to
217 attend the regular meetings of the Executive Committee.
218 Decisions shall be by a majority vote of those present. A vote
219 of a General Member and a vote of an Executive Committee
220 Member shall have equal weight in such decisions. Upon
221 consideration of a Question of Policy, however, a majority of
222 the Executive Committee present may vote to table the question
223 for later consideration. A proposition is a Question of Policy
224 if so declared by a majority of the Executive Committee in
225 attendance. A Question of Policy is a proposition that, when
226 decided, will reflect the Corporation's position on a matter
227 of public interest. All contracts, other than contracts
228 relating solely to the day-to-day operation of the
229 Corporation, are Questions of Policy. No Question of Policy
230 may be voted upon at a meeting of the Executive Committee
231 unless there has been a reasonable effort to provide advance
232 notice to all members of the Executive Committee that the
233 Question of Policy will be taken up at the meeting. Should an
234 absolute majority of the Executive Committee vote within 90
235 days that a vote was taken without such an effort, and that
236 the vote was on a Question of Policy, the vote taken on the
237 Question of Policy shall be void.

238 **Article VIII-a – Meeting Agendas** The executive committee shall
239 attempt to set the agenda at least 72 hours before executive
240 or monthly membership meetings, unless the president
241 determines that a necessity exists to add or subtract items to
242 the agenda. Such agendas may be set by phone.

243 **Article IX – SRCC Committees (Standing and Ad Hoc)**

244 **A. Standing Committees**

245 There shall be four standing committees of the SRCC:

246 **ZONING AND PLANNING COMMITTEE**

247 To review and make policy recommendations to the Executive
248 Committee regarding applications for zoning changes and
249 variances, master plan and other land use concerns.

250 **TRANSPORTATION AND PUBLIC SAFETY COMMITTEE**

251 To review and make policy recommendations to the Executive
252 Committee concerning streets, sidewalks, public transit,
253 traffic (including bicycles, pedestrians and vehicles) and
254 other transportation; to maintain communication with law
255 enforcement agencies and to make policy recommendations to the
256 Executive Committee relating to public safety concerns such as
257 Neighborhood Watch, graffiti, safety of children, crime
258 statistics and community policing.

259 **PARKS, ENVIRONMENT AND SCHOOLS COMMITTEE**

260 To review and make policy recommendations to the Executive
261 Committee relating to development, maintenance and regulation
262 of public parks; relating to environmental concerns such as
263 pollution, noise, aquifer protection and tree preservation;
264 and relating to school needs.

265 **SPECIAL EVENTS COMMITTEE**

266 To review and make policy recommendations to the Executive
267 Committee concerning participation in and sponsorship of
268 public events, including fundraising events.

269 **Rules for Standing SRCC Committees:**

270 • The chair of each standing committee shall be appointed
271 annually by a majority vote of a quorum the Executive
272 Committee

273 • Members of the committee shall keep a record of each meeting
274 held, including the date and place of the meeting, who was at
275 the meeting, and decisions made at the meeting.

276 • Members of the committee shall provide reports for the
277 monthly general membership meetings.

278 • When meeting with non-SRCC representatives (e.g., city
279 staff, local businesses, and developers), the committee can
280 act on preliminary decisions, but shall not act as final
281 decision maker for the SRCC. These decisions would be made by
282 a majority vote of the membership or if time does not allow a
283 membership vote, by a majority vote of a quorum of the
284 Executive Board. (Committee members shall keep a record of
285 this communication.)

286 • SRCC dues-paying members are eligible to participate in a
287 committee.

288 **B. Ad Hoc Committees**

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

292 **Rules for Ad Hoc Committees**

- 293 • Before the ad hoc committee convenes, at least one member of
294 the Executive Committee shall be made aware of the formation
295 of this committee. That member, and/or members of the ad hoc
296 committee shall make all Executive Committee members aware of
297 the ad hoc committee within a reasonable amount of time.
- 298 • The committee shall clearly state its mission.
- 299 • The Standing Committee chair who would oversee that type of
300 activity shall be invited to participate in the ad hoc
301 committee (but is not required to participate).
- 302 • When its mission has been completed, the ad hoc committee
303 shall disband.
- 304 • Members of the ad hoc committee shall keep a record of each
305 meeting held, including the date and place of the meeting, who
306 was at the meeting, and decisions made at the meeting.
- 307 • Members of the committee shall provide reports for the
308 monthly general membership meetings.
- 309 • When meeting with non-SRCC representatives (e.g., city
310 staff, local businesses, developers), the ad hoc committee can
311 act on preliminary decisions, but shall not act as final
312 decision maker for the SRCC. These decisions would be made by
313 a vote of the membership or if time does not allow a
314 membership vote, by a vote of the Executive Committee.
315 (Committee members shall keep a record of this communication.)
- 316 • SRCC dues-paying members are eligible to participate in an
317 ad hoc committee.

318 **Article X – Amendment of the SRCC By-Laws**

319 The SRCC By-laws shall be adopted by a vote of the General
320 Membership and may be amended or repealed and new SRCC By-laws
321 adopted, by a two-thirds majority vote at the monthly meeting
322 of the General Membership. To amend or repeal the SRCC By-
323 laws, a formal notice, which is a written or printed notice
324 stating the place, day, and time of the meeting must be given
325 not less than 10 days in advance nor more than 60 days before
326 the date of the meeting either personally, by facsimile
327 transmission, by e-mail, by posting on the SRCC website, by
328 posting in the SRCC newsletter, or by mail, by or at the
329 direction of the President, or the Secretary, or the elected
330 officers or persons calling the meeting, to each member
331 entitled to vote at any meeting at which alteration of the
332 SRCC By-laws is to be voted upon. The exact wording of the
333 proposed change must be included in the formal notice and on
334 the agenda of the meeting. No change in the SRCC By-laws is

335 valid unless these conditions are met.

336 **Article XI – Political Activities**

337 Neither the Corporation, nor any member purporting to speak
338 for it shall endorse any candidate for public office or any
339 political party. Membership rosters of the Corporation shall
340 not be used for political, commercial or any other activity
341 not directly related to the administration of the Corporation.

342 **Article XII – Parliamentary Authority**

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