

SOUTH RIVER CITY CITIZENS CORPORATION BY-LAWS

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 who may through such association consider and deal by all lawful means, including lobbying activities, with common and shared concerns, goals, and activities that affect the quality of life of its members. The organization shall maintain a status as a 501(c)(4) organization as defined by the Internal Revenue Code.

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

Article III - Neighborhood Boundaries

North Boundary: The Colorado River

South Boundary: Ben White Boulevard

West Boundary: South Congress Avenue

East Boundary: Parker Lane (from where it would intersect with the Colorado River) to Oltorf, West to IH 35, South to Ben White

Article IV - Membership, Voting and Dues

Membership is open to all residents of the neighborhood over the age of 18 who pay annual dues. Only dues paid members may vote. Non-resident property and business owners shall be invited to participate on a non-voting basis. Honorary voting membership may be attained through nomination by a SRCC officer and by a majority vote of a quorum of the general membership. Honorary voting membership shall lapse after one year unless reinstated. A member whose dues have lapsed for not more than 2 years may vote by bringing the member's dues current prior to a vote. There will be a 28-day waiting period after member's dues are paid before a new member can vote. There will be no proxy voting. Annual dues will be set by the Executive Committee.

Article V – Meetings of the Members

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

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

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

Article VI – Organization

The General Membership of the SRCC shall elect at an annual meeting on the first Monday of March an Executive Committee composed of the following elected officers:

President, Vice President, Treasurer, Secretary, and 10 Area Coordinators (or Co-Coordinators)

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

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. 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 consistently with the objectives and prior resolutions of the Executive Committee and of the general membership. Together with the Secretary, the President is responsible for giving advance notice of all meetings of the Executive Committee and of the general membership and sets the date, time, place, and agenda for those meetings. 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, and shall present to the Executive Committee all matters of interest that have come to his attention and all communications received or conveyed by him. 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.

Secretary: The Secretary or the Secretary's 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, roll sheet, announcements, reports, motions and votes. The Secretary shall at each meeting read the minutes of the previous meeting, or have a typed copy of the minutes available for members to read and circulate during the meeting. The Secretary shall maintain the files of the Corporation.

Treasurer: The Treasurer shall be responsible for all money and other assets of the organization. The Treasurer is responsible for: depositing funds; disbursing funds to members who incur expenses approved by the Executive Committee; providing fund status reports at each meeting; preparing an annual financial report; providing the names, addresses, and phone numbers of members paying dues to the Membership Chairperson; and reminding members of annual dues payable. All checks drawn on the Corporation's account shall be co-signed by any two of the following officers: President, Vice President, Secretary, or Treasurer.

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 other notices and may designate Block Captains for this purpose; and aiding interested persons in becoming members.

Article VIII – Meetings of the Executive Committee There shall be regular meetings of the Executive Committee on a schedule

to be established by the Executive Committee. A quorum of the Executive Committee shall be 5 Executive Committee Members. No business may be conducted at an Executive Committee meeting unless a quorum of the Executive Committee is present. To the extent practical, decisions of the organization shall be made by vote of the General Membership. All members are urged to attend the regular meetings of the Executive Committee. Decisions shall be by a majority vote of those present. A vote of a General Member and a vote of an Executive Committee Member shall have equal weight in such decisions. Upon consideration of a Question of Policy, however, a majority of the Executive Committee present may vote to table the question for later consideration. A proposition is a Question of Policy if so declared by a majority of the Executive Committee in attendance. A Question of Policy is a proposition that, when decided, will reflect the Corporation's position on a matter of public interest. All contracts, other than contracts relating solely to the day-to-day operation of the Corporation, are Questions of Policy. No Question of Policy may be voted upon at a meeting of the Executive Committee unless there has been a reasonable effort to provide advance notice to all members of the Executive Committee that the Question of Policy will be taken up at the meeting. Should an absolute majority of the Executive Committee vote within 90 days that a vote was taken without such an effort, and that the vote was on a Question of Policy, the vote taken on the Question of Policy shall be void.

Article IX – SRCC Committees (Standing and Ad Hoc)

A. Standing Committees

There shall be four standing committees of the SRCC:

ZONING AND PLANNING COMMITTEE

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

TRANSPORTATION AND PUBLIC SAFETY COMMITTEE

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

PARKS, ENVIRONMENT AND SCHOOLS COMMITTEE

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

SPECIAL EVENTS COMMITTEE

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

Rules for Standing SRCC Committees:

- The chair of each standing committee shall be appointed annually by a majority vote of a quorum 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 can act on preliminary decisions, but shall not act as final decision maker for the SRCC. These decisions would be made by a majority vote of the membership or if time does not allow a membership vote, by a majority vote of a quorum of the Executive Board. (Committee members shall keep a record of this communication.)
- SRCC dues-paying 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 member of the Executive Committee shall be made aware of the formation of this committee. That member, and/or members of the ad hoc committee shall make all Executive Committee members aware of the ad hoc 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.
- 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, developers), the ad hoc committee can act on preliminary decisions, but shall not act as final decision maker for the SRCC. These decisions would be made by a vote of the membership or if time does not allow a membership vote, by a vote of the Executive Committee. (Committee members shall keep a record of this communication.)
- SRCC dues-paying members are eligible to participate in an ad hoc committee.

Article X – Amendment of the SRCC By-Laws

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

Article XI – Political Activities

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

Article XII – 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.