

BYLAWS
OF
WEST AUSTIN NEIGHBORHOOD GROUP
A Texas Unincorporated Nonprofit Association

TABLE OF CONTENTS

| | <u>Page</u> |
|--|-------------|
| ARTICLE I. PURPOSES, POWERS, AND DEFINITIONS..... | 1 |
| SECTION 1.1 <u>NAME/STATEMENT OF PURPOSE</u> | 1 |
| SECTION 1.2 <u>POWERS</u> | 1 |
| SECTION 1.3 <u>DEFINITIONS</u> | 1 |
| 1.3.1 <u>the Association</u> | 1 |
| 1.3.2 <u>Board</u> | 1 |
| 1.3.3 <u>Bylaws</u> | 1 |
| 1.3.4 <u>Member</u> | 1 |
| 1.3.5 <u>State</u> | 1 |
| SECTION 1.4 <u>DURATION</u> | 2 |
| ARTICLE II. BOUNDARIES..... | 2 |
| SECTION 2.1 <u>BOUNDARIES</u> | 2 |
| ARTICLE III. OFFICES..... | 2 |
| SECTION 3.1 <u>PRINCIPAL PLACE OF BUSINESS</u> | 2 |
| SECTION 3.2 <u>OTHER PLACES OF BUSINESS</u> | 2 |
| SECTION 3.3 <u>REGISTERED AGENT</u> | 2 |
| ARTICLE IV. MEMBERS..... | 2 |
| SECTION 4.1 <u>QUALIFICATIONS</u> | 2 |
| SECTION 4.2 <u>TERMINATION/SUSPENSION OF MEMBERSHIP</u> | 3 |
| SECTION 4.3 <u>ANNUAL MEETING</u> | 3 |
| SECTION 4.4 <u>SPECIAL MEETINGS</u> | 3 |
| SECTION 4.5 <u>NOTICE OF MEETINGS – WAIVER</u> | 3 |
| SECTION 4.6 <u>QUORUM</u> | 4 |
| SECTION 4.7 <u>VOTING</u> | 4 |
| SECTION 4.8 <u>BALLOTING</u> | 4 |
| SECTION 4.9 <u>MEMBERSHIP BOOK</u> | 4 |
| SECTION 4.10 <u>NO CUMULATIVE VOTING</u> | 4 |
| SECTION 4.11 <u>ORDER OF BUSINESS</u> | 4 |
| ARTICLE V. DUES AND MEETING FEES..... | 4 |
| SECTION 5.1 <u>MEMBERSHIP DUES</u> | 4 |
| SECTION 5.2 <u>DELINQUENCY</u> | 4 |
| ARTICLE VI. DIRECTORS..... | 5 |
| SECTION 6.1 <u>GENERAL POWERS</u> | 5 |
| SECTION 6.2 <u>NUMBER, QUALIFICATION, ELECTION, AND TERM</u> | 5 |
| SECTION 6.3 <u>DUTIES OF INDIVIDUAL DIRECTORS</u> | 5 |
| SECTION 6.4 <u>REMOVAL OF DIRECTORS</u> | 5 |
| SECTION 6.5 <u>VACANCIES</u> | 5 |
| SECTION 6.6 <u>MEETINGS</u> | 5 |
| 6.6.1 <u>Regular Meetings</u> | 5 |
| 6.6.2 <u>Special Meetings</u> | 5 |
| SECTION 6.7 <u>WAIVER OF NOTICE</u> | 6 |
| SECTION 6.8 <u>QUORUM AND VOTING</u> | 6 |
| SECTION 6.9 <u>PROCEDURE AT MEETINGS</u> | 6 |
| SECTION 6.10 <u>DUTIES OF THE BOARD</u> | 6 |
| SECTION 6.11 <u>BOARD COMMITTEES</u> | 7 |
| 6.11.1 <u>Standing Committees</u> | 7 |

| | | |
|---------------------|---|-----------|
| 6.11.2 | <u>Quorum</u> | 8 |
| 6.11.3 | <u>Membership</u> | 8 |
| SECTION 6.12 | <u>ACTION WITHOUT A MEETING</u> | 8 |
| SECTION 6.13 | <u>COMPENSATION</u> | 8 |
| SECTION 6.14 | <u>RESIGNATION</u> | 8 |
| SECTION 6.15 | <u>MEETINGS BY TELEPHONE</u> | 8 |
| ARTICLE VII | OFFICERS | 8 |
| SECTION 7.1 | <u>NUMBER; TITLES; ELECTION; TERM; QUALIFICATION</u> | 8 |
| 7.1.1 | <u>President</u> | 9 |
| 7.1.2 | <u>President-Elect</u> | 9 |
| 7.1.3 | <u>Past President</u> | 9 |
| 7.1.4 | <u>Vice-President; Treasurer; Secretary</u> | 9 |
| SECTION 7.2 | <u>TIES IN VOTING</u> | 9 |
| SECTION 7.3 | <u>CONSECUTIVE TERMS</u> | 9 |
| SECTION 7.4 | <u>REMOVAL</u> | 9 |
| SECTION 7.5 | <u>VACANCIES</u> | 9 |
| SECTION 7.6 | <u>DUTIES</u> | 9 |
| 7.6.1 | <u>President</u> | 9 |
| 7.6.2 | <u>Vice President/President-Elect</u> | 10 |
| 7.6.3 | <u>Secretary</u> | 10 |
| 7.6.4 | <u>Treasurer</u> | 10 |
| 7.6.5 | <u>Assistant Office</u> | 10 |
| SECTION 7.7 | <u>SALARIES</u> | 11 |
| SECTION 7.8 | <u>BONDS OF OFFICERS</u> | 11 |
| SECTION 7.9 | <u>DELEGATION</u> | 11 |
| SECTION 7.10 | <u>RESIGNATIONS</u> | 11 |
| ARTICLE VIII | MISCELLANEOUS | 11 |
| SECTION 8.1 | <u>CONTRACTS</u> | 11 |
| SECTION 8.2 | <u>CHECKS; DRAFTS; ORDERS FOR PAYMENT</u> | 11 |
| SECTION 8.3 | <u>DEPOSITORIES</u> | 11 |
| SECTION 8.4 | <u>BOOKS AND RECORDS</u> | 11 |
| SECTION 8.5 | <u>FISCAL YEAR; ACCOUNTING ELECTION</u> | 12 |
| SECTION 8.6 | <u>LOANS PROHIBITED</u> | 12 |
| SECTION 8.7 | <u>REVOCABILITY OF AUTHORIZATIONS</u> | 12 |
| SECTION 8.8 | <u>TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED</u> | 12 |
| 8.8.1 | <u>Quorum</u> | 12 |
| SECTION 8.9 | <u>LIABILITY OF DIRECTORS</u> | 12 |
| SECTION 8.10 | <u>TERMINATION OF THE ASSOCIATION</u> | 12 |
| SECTION 8.11 | <u>TITLES</u> | 13 |
| ARTICLE IX | ADOPTION OF BYLAWS AND AMENDMENTS | 13 |
| SECTION 9.1 | <u>AMENDMENTS</u> | 13 |

**BYLAWS
OF
WEST AUSTIN NEIGHBORHOOD GROUP**

A Texas Unincorporated Nonprofit Association

**Article I
PURPOSES, POWERS, AND DEFINITIONS**

Section 1.1 Name/Statement of Purpose. The name of the Association shall be West Austin Neighborhood Group (the “the Association”). The Association shall be a non-profit, non-partisan organization open to all residents within the boundaries of a designated area within the City of Austin, Texas, who may through such association consider and deal by all lawful means with common and shared concerns, goals, and activities that affect the quality of life of its members. The Association shall be concerned with community development, the ecology, the safety, and other related matters that indirectly and directly affects the quality and character of the neighborhood and the City of Austin. The Association will sponsor educational and informational programs, which may include social activities, which will further the Association’s goals. The Association’s goal is to preserve the neighborhood and protect it from deterioration.

Section 1.2 Powers. Except as limited by these Bylaws, the Association shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be granted by the laws of the State. The Association shall, through its Board and Officers, have the power to collect and disseminate statistics and other information, conduct investigations, take public stands, and publish or advertise its policy stands in any suitable and lawful manner.

Section 1.3 Definitions. The terms set forth below shall have the following meanings unless otherwise required by the context in which they may be used:

1.3.1 The Association. The term “the Association” shall mean West Austin Neighborhood Group, a Texas unincorporated nonprofit association created in 2001 pursuant to the Texas Uniform Unincorporated Nonprofit Association Act, Art. 1396-70.01, V.A.T.C.S. (the “Act”).

1.3.2 Board. The term “Board” shall mean the Board of Directors of the Association.

1.3.3 Bylaws. The term “Bylaws” shall mean the Bylaws of the Association except where reference is specifically made to the bylaws of another entity or unit.

1.3.4 Member. The term “Member” shall mean a member of the Association described in Section 4.1.

1.3.5 State. The term “State” shall mean the State of Texas unless otherwise specifically indicated.

Section 1.4 Duration. The Association shall have perpetual existence until terminated as provided in Section 8.10 hereof.

Article II BOUNDARIES

Section 2.1 Boundaries. The boundaries for residence and membership purposes of the Association shall be as reflected in “Exhibit 1,” attached, in which the shaded portion designates the geographical boundaries and area within which an eligible residential household must be located.

Article III OFFICES

Section 3.1 Principal Place of Business. The principal place of business of the Association shall be the address specified in the registration or such other location selected by the Board of Directors and communicated to the members.

Section 3.2 Other Places of Business. The Association may also have offices at such other places both within and without the State of Texas as the Board may from time to time determine or the business of the Association may require.

Section 3.3 Registered Agent. The Board may, with the approval of a majority of Directors, appoint an agent authorized to receive service of process (the “Registered Agent”) for the Association. The Registered Agent may be changed from time to time with the approval of a majority of the Directors. At the time of appointment of the Registered Agent, the Association shall cause to be filed with the Office of the Secretary of State, a statement appointing the Registered Agent, executed in the manner, and including the information required by the Act. Likewise, in the event of a change of Registered Agent or cancellation of the authority of an agent, the Association shall file in the office of the Secretary of State the statement required by the Act.

Article IV MEMBERS

Section 4.1 Qualifications. Membership with the Association is a privilege, which may be extended to persons who continuously meet the qualifications, standards and requirements set forth in these Bylaws. The Association shall have one class of Members. Applicants shall not be denied membership based upon the applicant’s sex, race, color, religion, national origin, or presence of a disability. Only individuals who are over the age of eighteen years, reside within the defined boundaries, and consider such residence as his or her homestead, may apply for a family or household membership and include all other adult family members of the household, and shall become a member in good standing thirty days after receipt of his or her application accompanied by payment of the required annual dues. Members must have paid the dues established by the Board and must agree to comply with the policies and procedures of the Association. Those who are invited to participate and remain appointed as Members of the Association by the Board are qualified to be Members of the Association.

The application for membership shall be submitted in writing and addressed to the Membership Chair, listing such additional family members of the household as desired. It must be accompanied by payment of the annual dues to the Membership Chair.

All Adult members of the household receiving membership are eligible to attend meetings of the association. However, only one vote per household shall be counted in any election or balloting of the membership on matters presented to the association membership for a vote.

Section 4.2 Termination/Suspension of Membership. Any Member of the Association may have his or her membership status terminated or suspended upon a two-thirds (2/3) vote of the Board if such Member has (i) engaged in activities that are detrimental to the objective of the Association as stated in Section 1.1, (ii) failed to comply with the policies and procedures of the Association, but excluding failure to pay membership dues, or (iii) failed to maintain any of the qualifications as stated in these Bylaws. A Member being considered for termination or suspension shall be given notice at least thirty (30) days in advance of the meeting of the Board at which his or her case will be considered. The respective Member shall have the right to appear and make a statement concerning the matter at issue at the meeting or to furnish relevant information by affidavit. No Member shall have his or her membership terminated or suspended without the express action of the Board.

Section 4.3 Annual Meeting. The annual meeting of Members for the election of certain directors and for the transaction of such other business as may properly come before the meeting shall be held at such other place within the State of Texas as may be designated by the Board. The annual meeting shall be set at the time and date as shall be determined by the Board and stated in the notice of meeting.

Section 4.4 Special Meetings. Except as otherwise provided by law, special meetings of the Members may be called by the president, a majority of the members of the Board, or a majority of the Members entitled to vote at such meeting, and shall be held at the principal place of business of the Association, or at such other place and on such date and at such time as is stated in the notice calling such meeting.

Section 4.5 Notice of Meetings – Waiver. Written or printed notice stating the place, day and hour of any annual meeting, special meeting, or of any scheduled meeting of Members at which a matter is to be submitted to a vote of the Members and stating the purpose or purposes for which the meeting is called, shall be delivered either personally, or by mail, to each Member of record. Except as specified in Section 6.7 of these Bylaws, such notice shall be delivered not more than thirty (30) days nor less than five (5) days before the date of the meeting. Earlier or later notice shall be given as may be required by law. Any notice shall be deemed given when personally delivered, or by mail. Such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the Member at his or her address as it appears on the records of the Association. A Member waives notice of a Member's meeting if (i) the Member attends the meeting (unless the member's attendance is solely to object to the transaction of any business on the ground that the meeting is not lawfully called or convene), or (ii) the Member signs a written waiver of notice of the meeting, whether before or after the time stated therein. Such waiver shall be equivalent to the giving of proper notice.

Section 4.6 Quorum. Except as otherwise provided by law or by these Bylaws, five percent (5%) of the Members in good standing, represented in person, shall constitute a quorum at a meeting of Members. If a quorum shall not be present at any meeting of Members, the Members present shall adjourn the meeting without notice other than announcement at the meeting. The vote of a majority of the Members thus represented at a meeting at which a quorum is present shall be the act of the Members, unless the vote of a greater number is required by law or these Bylaws. The president shall preside at, and the secretary shall keep the records of, each meeting of Members, and in the absence of either such officer, his or her duties shall be performed by some person appointed at the meeting by a majority of Members at the meeting.

Section 4.7 Voting. At each Members' meeting, every Member shall have the right to vote in person. Each Member shall be entitled to one vote on each matter submitted to a vote.

Section 4.8 Balloting. The number of votes cast in the election of directors shall be recorded in the minutes. The balloting of Members for the election of directors and for any other matter may be conducted by mail if so ordered by resolution of the Board.

Section 4.9 Membership Book. The Treasurer or another officer designated by the Board shall keep and maintain the record of Members with the name and address of each Member.

Section 4.10 No Cumulative Voting. No Member may cumulate votes at any election of directors by giving one candidate as many votes as shall equal the number of such directors multiplied by the vote, or by distributing such votes on the same principle among any number of such candidates, or upon any other matter.

Section 4.11 Order of Business. The meetings of the Members will be conducted in accordance with Roberts Rules of Order.

Article V DUES AND MEETING FEES

Section 5.1 Membership Dues. Membership dues shall be \$20.00 per household or \$10.00 for seniors and students, and are required annually of all Members. Payment of dues is due upon the submission of the membership application, and in the event of renewal, then on the one-year anniversary date. Membership dues shall be payable in advance by the first Monday in October. A Member joining after June 1 in any year shall be accorded membership for the next membership year in addition to the remaining months of the current year ending September 30th. Members, from time to time, may be asked to update information on their application form.

Section 5.2 Delinquency. Members who have not paid their annual dues before their anniversary date of each year shall be automatically terminated from membership in the Association. Reinstatement by paying the annual fee will result in a new anniversary date.

Article VI DIRECTORS

Section 6.1 General Powers. The business and affairs of the Association shall be managed and controlled by the Board, and, subject to any restrictions imposed by applicable law or by these Bylaws, the Board may exercise all the powers of the Association. The Board shall make appropriate delegations of authority to the officers and, to the extent permitted by law, by appropriate resolution, the Board may authorize one or more committees to act on its behalf when it is not in session.

Section 6.2 Number, Qualification, Election, and Term. The number of directors, which shall constitute the whole Board, shall be fifteen (15). Directors shall be Members in good standing of the Association. Each director shall be elected and hold office for a term of two (2) years. The officer/directors shall hold office until their successors are elected and qualified in accordance with these Bylaws and such other rules and procedures adopted by the Board. At each annual meeting, the number of directors whose term expires at the time of such annual meeting shall be elected to hold office until the next succeeding annual meeting. Other nominations may be made in writing if signed by at least fifteen (15) Members and delivered to the Secretary at least two weeks before the annual meeting, and these nominations shall be presented to the membership at the annual meeting. No nominations from the floor shall be accepted.

Section 6.3 Duties of Individual Directors. In addition to the duties of the Board prescribed in these Bylaws, directors shall attend all Board meetings. A director shall cease to be a director following three (3) consecutive unexcused absences from any regularly scheduled Board meetings during any calendar year without prior notice to the president or designee. Directors shall also be involved in Board committees and assist in programs of the Association.

Section 6.4 Removal of Directors. The Board may vote to remove any director with or without cause upon prior notice to all directors that an action to remove a director is to be considered at a special meeting of the directors.

Section 6.5 Vacancies. Vacancies shall be filled by vote of the remaining members of the Board and such appointees shall serve until the Annual Meeting of the same year.. The Nominating Committee shall prepare a slate of nominees to present to the Members for vote at the Annual Meeting. .Persons eligible for appointment shall be members in good standing.

Section 6.6 Meetings.

6.6.1 Regular Meetings. Regular meetings of the Board shall be held on the first Monday of each month, unless the Board elects not to have a meeting that month, at such time and at such place as shall be determined by the Board.

6.6.2 Special Meetings. Special meetings of the Board may be called by the written request of the President or by any three (3) members of the Board. Notice of each special meeting of the Board shall be given at least two (2) days before the meeting, and such notice shall include the date, time, place, and purpose of the meeting.

Section 6.7 Waiver of Notice. Notice of a meeting of the Board need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Except as otherwise provided by applicable law or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the waiver of notice of such meeting. The business to be transacted at, and the purpose of, any special meeting of the Board shall be specified in the waiver of notice of such meeting.

Section 6.8 Quorum and Voting. At all meetings of the Board, a majority of the voting directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, unless otherwise specifically provided by law or by these Bylaws. If a quorum shall not be present at any meeting of directors, the directors present shall adjourn the meeting without notice other than announcement at the meeting.

Section 6.9 Procedure at Meetings. The president shall preside at meetings of the Board. In his or her absence, the vice-president shall preside at meetings of the Board. In the absence of the president and vice-president, the next ranking officer (in the order as set forth in Section 7.1 of these Bylaws) present at that meeting shall preside. The secretary of the Association shall act as secretary at all meetings of the Board or, in his or her absence, the presiding officer of the meeting shall designate any person in attendance to act as secretary. At Board meetings, business shall be transacted in such order as the Board may from time to time determine.

Section 6.10 Duties of the Board. The directors shall manage the affairs of the Association in accordance with these Bylaws. It shall be the specific duty of the directors and the Board to:

6.10.1 Act or cause the Membership Committee appointed pursuant to these Bylaws to act upon all applications for membership;

6.10.2 Act upon the termination or suspension of Members;

6.10.3 Act upon all applicable correspondence and communication of the Association;

6.10.4 Make recommendations at meetings of the Members;

6.10.5 Designate the depository bank or banks and authorized check signers in accordance with these Bylaws;

6.10.6 Approve disbursement of the Association funds, or to establish guidelines pursuant to which officers of the Association shall exercise authority to disburse funds delegated to them by the Board;

6.10.7 Approve all purchases or sales of investments of the Association funds;

6.10.8 Approve all contracts, leases, and agreements obligating the Association to pay funds now or in the future, or to acquire assets, or to sell or assign assets owned by or subject to the control of a third party.

Section 6.11 Board Committees. The Board may from time to time designate and appoint committees by resolution adopted by a majority of the directors at a meeting at which a quorum is present. The chair of each newly formed committee shall be appointed by the president. No committee shall have or exercise the authority of the Board, but shall serve in an advisory capacity only for the purpose of making recommendations to the Board. The Board may appoint Members who are not directors to any committee. Each committee shall consist of two (2) or more Members and shall be chaired by a director. A majority of all the members of any such committee may determine its action and fix the time and place of its meetings, unless the Board shall otherwise provide. The Board shall have the power at any time to change the number of members of any such committee, or to fill vacancies, or to discharge any member or any such committee. The designation of such committees shall not operate to relieve the Board, or any individual director, of any responsibility imposed by law. Any Member who is not a director on any committee appointed by the Board shall have the same responsibility with respect to such committee as a director who is a member of such committee. Committee members may be indemnified in a manner, and to the extent, as determined by the Board.

6.11.1 Standing Committees. The following committees shall be the standing committees of the Board, but the Board shall have the authority to establish additional committees, as necessary and appropriate.

(a) Membership Committee. The Membership Committee shall recruit and retain the Association's membership through appropriate programs and services, establish the requirements for Members, shall review all applications for membership, and shall make recommendations to the Board on membership. The president shall appoint a chair or co chair of this committee from among the Board.

(b) Nominating Committee. The Nominating Committee shall present nominees for officers and directors, all of whom shall be Members in good standing. The Nominating Committee shall be comprised of the president, president-elect, past president, and two at-large Members selected by the Board. Only those Members who are in good standing shall be eligible for appointment to the Nominating Committee.

(c) Transportation Committee. The Transportation Committee shall be responsible for receiving and compiling the latest information regarding all traffic issues relating to West Austin and for making recommendations on actions to be taken relating to such issues.

(d) Zoning Committee. The Zoning Committee shall gather materials on and update the board on all zoning issues Board of Adjustment variance requests or any other real property issues that affect West Austin. The most current updates will be given at each meeting by the chair of this committee.

(e) Communications Committee. The Communications Committee shall be chaired by the vice president. It shall act as a resource for the membership and community

and shall be responsible for certain activities, which shall include, but not be limited to, the following: the production of the Association's newsletter, to be published on a periodic basis; planning and coordinating the annual social and any other social activities deemed appropriate; and making recommendations on charitable contributions.

6.11.2 Quorum. A majority of the members of a Board committee shall constitute a quorum for the transaction of business at any meeting of the committee, unless otherwise specifically provided by these Bylaws. If less than a majority of the members of the committee are present at such meeting, a majority of the committee members present may adjourn the meeting from time to time without further notice, until a quorum shall be present.

6.11.3 Membership. The Board shall have the power at any time to change the number of members of any such committee, or to fill vacancies, or to discharge any member or any such committee. Neither the designation of one or more such committees, the designation to any committee of authority nor the action by any such committee, shall operate to relieve the Board, or any individual director, of any responsibility imposed upon it or such director by law.

Section 6.12 Action without A Meeting. Any action required or permitted to be taken at a meeting of the Board or any Board committee may be taken without a meeting if a consent in writing, describing the action so taken, is signed by a majority of the members of the Board or committee, as the case may be.

Section 6.13 Compensation. By resolution of the Board and subject to the approval of the Members, the directors may be paid their expenses incurred for authorized the Association activities.

Section 6.14 Resignation. A director may resign at any time by delivering written notice to the Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 6.15 Meetings by Telephone or Electronic Medium. Directors may participate in and hold a regular or special meeting by means of a conference telephone or any similar communications equipment by means of which all persons participating in the meeting may simultaneously hear or communicate with each other.

Article VII OFFICERS

Section 7.1 Number; Titles; Election; Term; Qualification. The officers of the Association shall be Members in good standing for a period of no less than eight (8) months prior to their nomination, who serve in the following positions: president, vice president/president-elect, past president, secretary, and treasurer. This qualification may be waived by a 2/3 vote of the entire Board. The officers of the Association shall also serve as members of the Board, and each shall have voting rights on the Board. The officers named in these Bylaws shall hold office for a term of two (2) years and until their successors are elected and qualified. The Board may appoint agents from time to time; provided, however, that these agents shall not also serve as members of the Board. Each officer shall be elected and hold

office for the term as specified below or if, applicable, until such officer's successor has been duly chosen and qualified, or until his or her death, resignation or, if applicable, removal.

7.1.1 **President.** The term of the president shall be for two (2) years. The president shall be elected by a majority of the votes entitled to be cast by the Board.

7.1.2 **Vice President/President-Elect.** The vice-president/president-elect shall be elected by a majority of the votes entitled to be cast by the Board. The term of the vice-president/president-elect shall be for two (2) years, followed automatically by a succeeding two-year term as president, unless the president is re-elected in which case the vice-president/president-elect shall continue in office for the additional term.

7.1.3 **Past President.** The term of the past president shall be for one (1) year, unless the Past President elects to resign, in which case a substitute need not be appointed.

7.1.4 **Treasurer; Secretary.** The positions of treasurer and secretary shall be elected by a majority of the votes entitled to be cast by the Board. The terms of office for the positions of treasurer and secretary shall each be for a period of two (2) years.

Section 7.2 Ties in Voting. Any ties resulting from the votes cast by the Board for an officer position shall be resolved by the Board by secret ballot at any special or regular meeting of the directors.

Section 7.3 Consecutive Terms. Officers shall not be eligible for reelection to serve in the same capacity for more than two (2) consecutive terms unless waived by a unanimous vote of the Board.

Section 7.4 Removal. The Board may vote to remove any officer or agent with cause upon prior notice to the Board that an action to remove an officer or agent is to be considered at a special meeting of the Board. An officer or agent may be removed by the affirmative vote of three-fourths (3/4) of the Board present at the special meeting, but such removal shall be without prejudice to the contract rights, if any, that the person so removed has with the Association. Election or appointment of an officer or agent shall not of itself create any contract rights.

Section 7.5 Vacancies. In the event that a vacancy should occur in the office of president, the president-elect shall automatically succeed to the office and perform the duties thereof for the unexpired term. Succession to the office of president to complete the unexpired term of a prior president shall not act to prevent the new president from serving as president for the next full year.

Section 7.6 Duties. The officers of the Association shall have such powers and duties, except as modified by the Board, as generally pertain to their respective offices, as well as such powers and duties as from time to time shall be conferred by the Board and by these Bylaws.

7.6.1 **President.** The president shall be the chief executive officer of the Association. The president shall have general direction of the affairs of the Association and general supervision over its several officers, subject however, to the control of the Board. The president shall: (a) at each annual meeting, and from time to time, report to the Members and to

the Board on all matters within the president's knowledge, which, in his or her opinion, the interest of the Association may require to be brought to their notice; (b) attend meetings of the Board; (c) preside at meetings of the Members; (d) sign and execute in the name of the Association all contracts or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated or permitted by the Board or by these Bylaws to some other officer or agent of the Association; (e) appoint the chair of any newly formed committees or task forces; and (f) in general, perform all duties incident to the office of president, and such other duties as from time to time may be assigned by the Board or as are prescribed by these Bylaws. The president shall also serve as an ex-officio member of all Board committees.

7.6.2 Vice President/President-Elect. In the absence of the president or during his or her incapacity (as determined by the Board), the president's duties shall be performed by the vice-president/president-elect, exercising all powers of and subject to all restrictions on those offices. Any action taken by a vice president/president-elect in the performance of the duties of the president shall be conclusive evidence of the absence or incapacity to act of the president at the time such action was taken. The president or the Board may assign such duties as will allow the vice-president/president-elect to become familiar with the duties of the presidency and the policies of the Association. The vice president/president-elect will automatically assume the position of president upon the completion of the current president's term of office.

7.6.3 Secretary. The secretary shall: (a) keep the minutes of all meetings of the Members and of the Board, in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) serve as custodian of the Association records; (d) have general charge of such books and papers as the Board may direct, including, without limitation, a record of the names and addresses of all Members, all of which shall, at all reasonable times, be open to the examination of the any Member, or his or her agent or attorney, during business hours; and (e) in general, perform all duties and exercise all powers incident to the office of the secretary and such other duties and powers as the Board or the president from time to time may assign or confer.

7.6.4 Treasurer. The treasurer shall: (a) keep complete and accurate records of account, showing accurately at all times the financial condition of the Association; (b) be the legal custodian of all monies, notes, securities, and other valuables that may from time to time come into the possession of the Association; (c) furnish at meetings of the Board, or whenever requested, a statement of the financial condition of the Association; (d) furnish a statement of the financial condition of the Association at least annually at a meeting of the Members; (e) perform such other duties and exercise all powers incident to the office of treasurer and such other duties and powers as the Board or the president from time to time may assign or confer.

7.6.5 Assistant Office. Any assistant secretary or assistant treasurer appointed by the Board shall have power to perform, and shall perform, all duties incumbent upon the secretary-treasurer of the Association, respectively, subject to the general direction of such officers, and shall perform such other duties as the Bylaws may require or the Board may prescribe.

Section 7.7 Salaries. The officers and directors shall serve without compensation for their service, but shall be entitled to reimbursement for expenses reasonably incurred, as authorized and approved by the Board.

Section 7.8 Bonds of Officers. The Association may secure insurance on behalf of directors and officers against any liability asserted against them individually or collectively, for actions taken by them as directors and officers. The Association may also procure a fidelity bond to indemnify itself against the misfeasance or nonfeasance of any officer or director.

Section 7.9 Delegation. The Board may delegate temporarily the powers and duties of any officer of the Association, in case of his or her absence or for any other reason, to any other officer.

Section 7.10 Resignations. The president may resign at any time by delivering notice to the vice-president. Any other officer may resign at any time by delivering notice to the president. Any such resignation shall be made in writing and shall take effect at the time it is delivered unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation. If a resignation is made effective at a later date and the Association accepts such future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

Article VIII MISCELLANEOUS

Section 8.1 Contracts. The Board may authorize any officer or officers, agent or agents, of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and, unless so authorized by the Board or by these Bylaws, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit or to render it liable pecuniarily for any purpose or any amount.

Section 8.2 Checks; Drafts; Orders for Payment. All checks, drafts, or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Association shall be signed by an “officer/director” of the Association.

Section 8.3 Depositories. All funds of the Association shall be deposited from time to time to the credit of the Association in one or more such banks, trust companies or other depositories as the president may from time to time designate, upon such terms and conditions as shall be set forth by the president and approved by the Board. The president may from time to time authorize the opening and keeping with any such depository as it may designate, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as it may deem necessary.

Section 8.4 Books and Records. The Association shall keep correct and complete books and records of account and shall also keep records of the actions of the Association, which records shall be open to inspection by the Members of the Board at any reasonable time.

Section 8.5 Fiscal Year; Accounting Election. The fiscal year of and the method of accounting for the Association shall be as the Board shall determine.

Section 8.6 Loans Prohibited. No loans shall be made by the Association to its directors, officers or employees, or to any other association, firm, corporation, or other entity in which one or more of its directors, officers or employees is a director, officer or employee or holds a substantial financial interest.

Section 8.7 Revocability of Authorizations. No authorization, assignment, referral or delegation of authority by the Board to any committee, officer, agent or other official of the Association, or any other organization which is associated or affiliated with or conducted under the auspices of the Association, shall preclude the Board from exercising the authority required to meet its responsibility. The Board shall retain the right to rescind any such authorization, assignment, referral or delegation in its sole discretion.

Section 8.8 Transactions in Which Directors or Officers Are Interested.

8.8.1 Quorum. Interested directors or officers (as described in this Section 8.8) may be counted in determining the presence of a quorum at a meeting of the Board or of a committee thereof that authorizes, approves, or ratifies such contract or transaction.

Section 8.9 Liability of Directors. Directors of the Association shall not be liable to the Association or its Members for monetary damages for an act or omission in the director's capacity as a director, except to the extent that the director is found liable for:

8.9.1 A breach of the director's duty of loyalty to the Association or its Members;

8.9.2 An act or omission not in good faith that constitutes a breach of duty of the director to the Association or an act or omission that involves intentional misconduct or a knowing violation of the law;

8.9.3 A transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or

8.9.4 An act or omission for which the liability of a director is expressly provided by an applicable statute.

Section 8.10 Termination of the Association. The Association may terminate its affairs and operations upon the Board adopting a resolution recommending that all of the activities of the Association be terminated, and directing that the question of such termination be submitted to a vote at a meeting of Members having voting rights, which may be either an annual or special meeting. Written or printed notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of terminating all activities and operations of the Association shall be given to each Member at least thirty (30) days prior to such meeting. A resolution to terminate all of the activities and operations of the Association shall be adopted upon receiving a majority of the votes which Members present at such meeting in person are

entitled to cast. In the event of termination of the activities and operations of the Association, no Member shall be entitled to any distribution or division of the remaining property of the Association or its proceeds. The balance of all money or other property received by the Association from any source, after the payment of all debts and obligations of the Association, shall become the property of the Howson Branch of the Austin Public Library to be used by the librarian thereof for the acquisition of books, equipment, or services not otherwise regularly available at such branch.

Section 8.11 Titles. Section and Article headings in these Bylaws are for convenience only and shall not affect the interpretation of any provision herein.

Article IX
ADOPTION OF BYLAWS AND AMENDMENTS

Section 9.1 Amendments. The Bylaws shall be adopted by the Members, and may be altered, amended, or repealed, and new Bylaws adopted, by a majority vote of the Members in good standing, present and voting, at any duly constituted meeting of the membership, provided that a copy of the Resolution to Amend the Bylaws as approved in, is mailed to each voting Member at least ten (10) days in advance of the meeting at which such amendment(s) is/are to be submitted to a vote.