

BYLAWS
of the
LAVACA NEIGHBORHOOD ASSOCIATION

ARTICLE 1 - NAME

The name of this organization shall be the Lavaca Neighborhood Association.

ARTICLE 2 - MISSION STATEMENT

The mission of the Lavaca Neighborhood Association is to enhance the vitality of our neighborhood, to advocate for and provide a forum for those in the community and to promote Lavaca's historical, cultural, and social character.

ARTICLE 3 - LEGAL STATUS

The Association shall be organized and operated not for profit. No part of any Association net income shall ever be payable to any member.

The Association does not have nor shall exercise any authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent qualifying as a corporation described in Section 501 of the Internal Revenue Code.

ARTICLE 4 - MEMBERSHIP

Sec 1. A person shall be considered a Member of the Lavaca Neighborhood Association on approval of his or her Membership application and current payment of Membership Dues.

Sec 2. Resident Membership - Any resident 18 years or older, living in the Lavaca Neighborhood defined as the area bound on the north by Durango Street, on the South by the Union Pacific Railroad Tracks, on the West by South St. Mary's and on the East by Highway 37, shall be eligible for resident membership. Resident members shall have all the privileges of membership, including voting, holding office, serving on committees and speaking on the floor at membership meetings.

Sec 3. Non-Resident Membership - Any person 18 years or older, owning property in the Lavaca Neighborhood defined as the area bound on the north by Durango Street, on the South by the Union Pacific Railroad Tracks, on the West by South St. Mary's and on the East by Highway 37, shall be eligible for non-resident membership. Non-resident members shall have all the privileges of membership with the exception of holding office.

Sec 4. Associate Membership - Associate membership shall be open to persons who are interested in the objectives of the Association. Associate Members shall have all of the privileges of membership, except Board membership.

Sec 5. Business, Club or Organization Membership - Where membership involves a business, club or organization, such group shall, on being accepted into membership, immediately file with the Secretary of the Association the name and address of its representative, who shall be entitled to cast its one vote in general membership meetings.

Sec 6. Patron, Benefactor, and Sustaining Membership - Each membership level is open to any person who is interested in the objectives of the Association. When possible, the Membership Committee should encourage returning and new Members to join these categories to further enhance the Association's ability to meet its objectives. A person who joins at this membership level shall have the privileges accorded to his or her designation as a Resident, Non-Resident, Associate, or Business, Club, or Organization.

Sec 7. Membership Dues - Dues shall be determined annually by a majority vote of the Board of Directors.

Sec 8. The Board may cancel, by majority vote, the membership of any member whose conduct is deemed prejudicial to the objectives, welfare, or character of the Association, including any member of the Board of Directors, provided notice of such alleged misconduct shall first be mailed to the said member at least 10 days prior to the meeting of the Board at which said misconduct is to be considered. The member may appear in person to challenge the proposed action of the Board.

Sec 9. Any individual can petition Board of Directors for a waiver of the membership dues.

ARTICLE 5 - FISCAL YEAR, DUES AND ASSESSMENTS

The fiscal year is the calendar year, unless otherwise identified by the Board.

The Board will collect dues annually. The Board may adjust the annual dues, if it considers such a change beneficial to the organization.

ARTICLE 6 - MEETINGS

Association meetings shall be held on the second Tuesday of every other month beginning in January, except when otherwise determined by the Board of Directors.

Quorum shall be defined as provided in the Parliamentary Authority article of these Bylaws.

Board meetings shall be held monthly. Additional meetings may be called when appropriate or, upon good cause, when requested in writing to the President of the Board of Directors by Members of the Association.

Notice of meetings shall be provided by the President. To the extent practical, the President should post an agenda by the Thursday prior to the general meeting. Outside of the regular board meetings, the Board is authorized to conduct business by email. Any motion approved by email must be confirmed at the next regular board meeting.

ARTICLE 7 - ORGANIZATION

Sec. 1. The Association shall have a Board of Directors consisting of the President, the Vice President, the Secretary, the Treasurer, a representative from the Southtown organization, three at-large members, a Non-Resident Owner, and the immediate past president known as the President Emeritus.

Sec. 2. Election of Directors. The Board of Directors will be elected by the general membership at the annual meeting of the Association in January. A member will be considered a candidate for the Board of Directors when:

- (1) he or she is nominated from floor during the November Association meeting *and* subsequently presents his or her application, including name, address, qualifications, and goals for the upcoming year, to the outgoing President by the end of the first week of December; *or*
- (2) he or she presents his or her application, including name, address, qualifications, and goals for the upcoming year, to the outgoing President by the end of the first week of December.

Following the first week of December, the President shall prepare a ballot prior to the Association meeting in January including all names that have completed the process named in Sec.2(1) and (2). The candidate applications will be posted, as appropriate.

Sec. 3. Term of Directors. Directors will be elected for one-year terms, will be eligible for three (3) consecutive terms, and will then be eligible to serve again after one year's absence from the Board of Directors. Exception to this provision may be made in the case of:

- (1) A Director who has served three consecutive years on the Board, in any capacity, may then be elected to a single one-year term as President.
- (2) An incumbent President may serve as the President Emeritus in the year after his or her Presidency regardless of prior service.

Sec. 4. All Directors, including the President Emeritus but excepting the representative from the Southtown organization, shall serve as full voting member of the Board. The representative from the Southtown Organization will be an ex officio, non-voting member.

Sec 5. The Board of Directors shall be the policy making body of the Association and empowered to make decisions on behalf of the Association. The Board of Directors may choose to place questions before the membership for guidance or resolution of issues. If the Board seeks a vote of the membership to resolve an issue, the Board must be bound by the conclusion of that vote.

Sec. 6. Responsibility of Directors.

The President shall be the principle officer of the Association and shall:

1. preside at all meetings of the Association and when presiding at general meetings shall report to the membership on board actions,
2. represent the Association to all publics, except that the President may ask another officer, board or committee member to represent the Association as required,
3. appoint standing and special committees, and designate chairs,
4. identify members for special assignments,
5. sign with the Secretary or any other officer authorized by the Board, any contracts or other legal documents expressly authorized by the Board,
6. sign with the Treasurer all withdrawals of funds from Association bank accounts,
7. with the assistance of members, set the agenda for the Association, and
8. appoint "Block Captains" to represent each street within the boundaries of the neighborhood and instruct the Captains as to their duties.

The Vice President shall:

1. assist the President,
2. represent the President when so requested by the President,
3. be empowered by the Board to sign any documents requiring the President's signature, in the absence of the President, and
4. perform duties as asked by the President or the Board.

The Secretary shall:

1. keep minutes and other appropriate records of the Association,
2. sign with the President any contracts authorized by the Board, and
3. perform other duties as requested by the President or Board.

The Treasurer shall:

1. have charge of all Association funds/bank accounts,
2. sign with the President all withdrawals of funds,
3. perform other duties as requested by the President or Board,
4. present a complete account of Association funds identifying the source of funding and disbursement, at monthly meetings to the Board, at the quarterly meetings of the membership, and
5. prepare an annual statement accounting for Association funds.

Sec 7. Any Board Member with an actual or possible conflict of interest must disclose the existence and details of that conflict of interest the Board of Directors and recuse himself or herself for all Board actions regarding that issue.

Sec 8. The Board, by majority vote of the full Board, may fill any vacancy among its Directors. If a Director misses three consecutive Board meetings, his or her place on the Board is considered vacant.

Sec 9. The Association shall have the following standing committees:

1. Fundraising Committee

The Fundraising Committee shall undertake revenue generating activities for the benefit of the Association.

2. Environmental Committee

The Environmental Committee shall protect the interest of the Association in matters concerning the quality of the environment, e.g. zoning, code enforcement, graffiti abatement, etc.

3. Housing Committee

The Housing Committee shall work to improve existing housing stock and to promote in-fill housing, to protect historic properties, and to insure that all new development and restoration complies with planning, zoning, and historic preservation guidelines.

4. Membership Committee

The Membership Committee shall be responsible for all matters pertaining to membership, including the maintenance of a membership database and updated roster of paid Members, the organization of events to solicit members, and the active recruitment of new members.

5. Communication Committee

The Communication Committee shall inform the Membership of Association activities, upcoming events and meetings, and news that affect the neighborhood. It should be creative in its use of appropriate print, electronic, and mass media to reach all Members of the Association.

6. Ad Hoc Committees

Additional committees may be formed at the discretion of the Board President to address tasks or issues in accordance with the mission of the Lavaca Neighborhood Association. The Ad Hoc committee ceases to exist once the assigned task has been completed.

ARTICLE 8 - FINANCES

No money belonging to the Association should be transferred or subsequently redeemed from Certificates of Deposit or other financial sources without the knowledge and vote of approval by the Board. The Treasurer shall report these financial transactions in the minutes or if approved by email vote, those documents should be printed and included as a part of the official minutes of the Association.

Any movement of money for any purpose other than for the payment of ordinary expenses for on-going activities of the Association should be submitted for approval by the Board and officially documented in the minutes of the Association.

Any expenditure of more than \$500 requires the approval of the Board of Directors.

ARTICLE 9 - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases in which they are not inconsistent with these bylaws and any special rules adopted by the Association. A quorum at a Board of Directors meeting shall be a majority of Board members. A quorum at a general association meeting shall be the voting membership present at that meeting, provided that the time and place of the meeting has been duly publicized.

ARTICLE 10 - AMENDMENTS

These articles may be amended by a two thirds vote of the members present at any general meeting, provided that a notice has been given to the membership at a previous meeting.

Approved by the membership at the General Membership meeting on December 8, 2009.

*Seahn Lobb, President
Michelle Stress, Secretary*

Amendments submitted to General Membership on November 10, 2009, by Bylaws Committee.

*Tanner Neidhardt, Chair
Michelle Stress
Caryl Teten*

Approved by the membership on September 12 as witnessed by,

*Joan Cook Carabin, President
Syeira Budd, Secretary*

Revision Committee appointed by the President January 10, 2006:

*Vince Martinez, Chair
Bob Carabin
David Manny*