

Bylaws of the

Miller's Point Neighborhood Association, Inc.

A Texas Nonprofit Corporation (Association)

Article I. NAME AND PURPOSE

Section 1.01: NAME. The NAME of this organization shall be the Miller's Point Neighborhood Association, Inc., hereafter referred to as THE ASSOCIATION. It shall be a nonprofit organization incorporated under the laws of the State of Texas.

Section 1.02: PURPOSE: The Bylaws shall govern the Corporation and its members and facilitate the fulfillment of the purposes provided in the Articles of Incorporation.

Article II. MEMBERSHIP

SECTION 2.01: ELIGIBILITY FOR MEMBERSHIP. Any current resident of, or owner of property in, the Miller's Point Neighborhood (NBHD Code 95430), bounded by Miller Road, O'Connor Road, and Kitty Hawk Road, Converse, Texas, is eligible for Membership in the Association upon full payment of the annual dues and completion of an Application for Membership form.

Section 2.02: ANNUAL DUES. The amount required for annual dues shall be \$30.00 unless changed by a majority vote of the members in attendance at the meeting in which the Association elects officers. Full payment of the annual dues will entitle the Resident or Property Owner to full membership privileges for that calendar year. Dues will not be prorated.

Section 2.03: VOTING RIGHTS. The full payment of the annual dues and SIGNED APPLICATION will entitle each Member's household to one vote in all Association elections.

Section 2.04: TERMINATION OF MEMBERSHIP. Membership in the Association is automatically terminated whenever the Member is in default of payment of the annual Association Dues and signed application. A member may also be removed by a majority vote of the membership.

Section 2.05: RESIGNATION. Any Member may resign by filing a written resignation with the Secretary of the Association.

ARTICLE III. OFFICERS

Section 3.01: OFFICERS. The Association shall have the following officers:

- 1) President,
- 2) Vice-President,
- 3) Treasurer,
- 4) Secretary, and
- 5) Parliamentarian.

Section 3.02: ELECTION OF OFFICERS. The Officers shall be elected by majority vote at the October meeting.

Section 3.03: TERM OF OFFICE. The Officers shall serve a one-year term starting January 1, with no limitations on future terms.

Section 3.04: DUTIES. The duties of the Officers are as follows:

- 1) The **PRESIDENT** shall be the principal executive officer of the Association and shall preside over all meetings, represent the Association on public occasions, and make such committee chairmanship appointments from the membership as shall be deemed advisable for the effective conduct of the work of the Association. President will also serve as an ex-officio member on all established committees.
- 2) The **VICE-PRESIDENT** shall assist the President as the President requests, and represent the Association on appropriate occasions. The Vice-President shall also, in the absence or disability of the President, perform the duties and exercise the powers of the President of the Association. The Vice President is responsible for the membership roster and will update Secretary of any updates and changes.
- 3) The **TREASURER** shall collect, safeguard, disburse and make periodic reports of all funds collected in the name of the Association. The Treasurer is also responsible for checking the PO box and timely IRS and State filings.
- 4) The **SECRETARY** shall keep attendance records and record the proceedings of all meetings, maintain adequate records of the Association's activities, and conduct such official correspondence as shall be required.
- 5) The **PARLIAMENTARIAN** will assist the President to manage meetings and advises on parliamentary procedure, review association bylaws each year and assess for any potential revisions. The Parliamentarian will also arrange nominating committee's first meeting and provide information on nomination and election process.
- 6) The duties of the officers shall not be limited as enumerated above, but they may discharge in addition such duties as are assigned by the Association Membership.
- 7) Unless so authorized, no officer shall have any power or authority to bind the

Association by any contract or engagement, to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

Section 3.05: VACANCIES AND REMOVAL FROM OFFICE. Any Officer may be removed by a majority vote of the members of the Association (excluding the Officer to be removed). Upon the death, removal, resignation, or incapacity of an Officer of the Association, a majority of the Association shall elect a successor.

ARTICLE IV. MEETINGS OF MEMBERS.

Section 4.01: PLACE OF MEETINGS. Meetings of the Members shall be held at a place the President or a majority of the Members may select.

Section 4.02: REGULAR MEETINGS. Regular meetings of the Association shall be held at the discretion of the Board at least quarterly, at a time and place designated by the President.

Section 4.03: ANNUAL MEETING. An annual meeting of the Members shall be held in the month of October, if possible. At such meeting, the Members shall elect the Officers of the Association, receive reports on the affairs of the Association, and transact any other business that is within the power of the Members. If an annual meeting has not been called and held within six months after the time designated for it, any Member may call the annual meeting.

Section 4.04: SPECIAL MEETINGS. Special meetings of the Members may be called by the President, by a majority of the Officers of the Association, or by five percent (5%) or more of the Members entitled to vote.

Section 4.05: NOTICE OF MEETINGS. A notice of each meeting, stating the place, day, and hour of the meeting, shall be given by the Secretary of the Association, or by the person authorized to call the meeting, to each Member of record entitled to vote at the meeting. This notice shall be given at least seven (7) days before the date named for the meeting, except for Regular Quarterly Meetings for which, once a firm date, time and place have been publicized to all the members, no further notice shall be required.

Section 4.06: QUORUM. A majority of the Board and the members present at any properly announced meeting shall constitute a quorum at such meeting.

ARTICLE V. VOTING.

Section 5.01: VOTING. All issues shall be decided by a majority vote of members present at the meetings.

Section 5.02: VOTING BY MAIL and/or EMAIL. Where Officers are to be elected by Members, or any changes in the Bylaws are to be voted on, or any other election is to be made whereby a count of the votes of all members may be desired, such election may be conducted by mail, electronic mail or by distributing ballot in such manner as the officers of the Association shall determine advisable.

ARTICLE VI. COMMITTEES.

Section 6.01: AUTHORIZATION TO ESTABLISH COMMITTEES. The Association may establish committees as deemed necessary to pursue its stated objectives. Committee Chairs shall be appointed by the President.

Section 6.02: EXECUTIVE COMMITTEE. The Executive Committee shall consist of elected officers and appointed committee chairs.

- 1) Members of the Executive Committee are entrusted by the Membership with the duty of conducting the business of the Association between meetings of the Association itself. The Committee has delegated authority in key areas of the Association's work and to this extent members have a special responsibility to ensure that the necessary business of the Association is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of Association business.
- 2) Members have a responsibility for ensuring that the Executive Committee acts in accordance with the Association Bylaws.
- 3) The Executive Committee shall meet monthly. Meetings shall take place two weeks prior to any scheduled General Membership Meeting.

ARTICLE VII. FINANCES.

Section 7.01: EXPENDITURES. Expenditures of funds amounting to over One Hundred Dollars (\$100) in any month must be approved by majority vote of the Membership present at any properly-announced meeting of the Membership.

Section 7.02: FINANCIAL REPORTS. Quarterly and Annual Financial Reports shall be prepared by the Treasurer and presented to the Members at the quarterly and annual meetings.

Section 7.03: CHECK-SIGNING AUTHORITY. President, Vice President, and Treasurer are authorized to sign checks made on Association accounts. Two signatures must be on every check.

ARTICLE VIII. AMENDMENTS.

Section 8.01: PROCEDURE. These Bylaws may be amended by a two-thirds majority vote of those present at any regular meeting of the Members of the Association, provided seven days' notice of the proposed amendment and of the meeting is given.

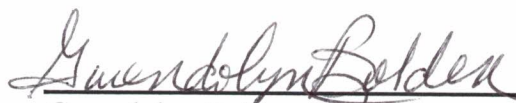
ARTICLE IX. ACCEPTANCE OF BYLAWS.

Section 9.01: VOTING. Acceptance of these Bylaws shall be by a two-thirds majority vote of those present at any regular meeting of the Members of the Association, provided copies of the Bylaws and notice of the meeting are given to all Members at least seven days prior to the meeting.

ARTICLE X. NON-COMPLIANCE WITH BYLAWS.

Section 10.01: NON-COMPLIANCE PENALTIES. Under no circumstance will noncompliance with any section of these Bylaws constitute the forfeiture of the rights of the Association to exist or the rights of the Association to enforce the Bylaws of the Association.

Adopted by,



Date:

October 16, 2018

Gwendolyn Bolden, Secretary