

**BYLAWS OF TOBIN HILL COMMUNITY ASSOCIATION, INC.
A TEXAS NONPROFIT CORPORATION**

Article I

Name and Boundaries

Section 1. Name. The name of this organization shall be The Tobin Hill Community Association, hereinafter referred to as THCA. It shall be a nonprofit organization incorporated under the laws of the State of Texas.

Section 2. The Tobin Hill neighborhood will be defined geographically as laid out in the Tobin Hill Neighborhood Plan published by the San Antonio Planning and Community Development Department in January 2008, or as amended.

Article II

Purpose

The Tobin Hill Community Association will work to

- Facilitate implementation of the Tobin Hill Neighborhood Plan;
- Protect the historic integrity of Tobin Hill’s residential core and other historic buildings in the neighborhood; and
- Improve quality of life through the collaboration of those who live, work, and contribute to the social fabric in Tobin Hill.

Article III

Membership and Dues

Section 1. Membership. Membership in the THCA will consist of the following categories but no member may have more than one vote:

- A. Household** in the Tobin Hill neighborhood. A household is defined as one or more adults residing at the same address inside the boundaries of the Tobin Hill neighborhood. Adult is defined as a person eighteen (18) years of age or older. An individual member has one (1) vote. A maximum of two (2) adult individuals, each of whom is a dues-paying member, may vote from the same household.
- B. Business** located in the Tobin Hill neighborhood. A business is defined as a legally recognized entity designed to provide goods and/or services. This category includes non-resident property owners. In a situation where a business owned by a non-resident is operated in leased property, which property is owned by another person also a non-resident, both the owner of the business and owner of the property in which that business resides shall be eligible for membership. A business, upon payment of membership dues must designate a representative. A business membership will have one (1) vote to be cast by its representative. A business may change or substitute its representative with prior notice to the Secretary.

C. **Associate** is a person, business, or organization that is interested in the Tobin Hill Community Association and its purpose, but does not reside, own property, or operate a business in Tobin Hill. Associate members are not voting members.

The President shall be registered as a Household member of THCA and reside in the neighborhood. The remaining Officers, directors, committee chairs, and voting members of committees will be registered Household or Business members of THCA. THCA will not discriminate on the basis of race, creed, color, national origin, gender, religion, sexual orientation, political affiliation, or marital status.

Section 2. Dues. Membership will be conditioned on payment of such dues as established by the Board of Directors.

Members who fail to pay dues by a date designated by the Board will forfeit membership.

Article IV

Board and Officers

Section 1. Powers of the Board, Composition, and Election of Directors and President. THCA will be governed by a Board of Directors which will be composed of a President and six (6) Directors voted into office by the general membership.

After each annual election, the Board will elect from among its members three (3) additional officers: a Vice-President, a Secretary, and a Treasurer.

The Directors will be composed of four (4) residents within the Tobin Hill neighborhood boundaries, the remaining seats being reserved for two (2) business members.

Section 2. Duties. A Director in THCA is a voting member of the Board of Directors and serves as a representative of the neighborhood during the conduct of the organization's business. Directors must be registered members at least six (6) months prior to standing for election. In general, directors must be prepared to commit the necessary time, energy, and attention to the operation of THCA.

The Board's Officers and their duties will be as follows:

A. President:

- The President, being directly elected to this post by the membership, shall direct the activities of THCA.
- The President shall preside at all meetings of the General Membership, and the Board of Directors.
- The President shall ensure that each of these meetings has a written agenda prepared in advance of the meeting and available to all in attendance.
- The President shall be THCA's primary representative to the community at large and to the governments of the City of San Antonio and Bexar County.
- The President will be an ex officio member of all standing committees.

B. Vice President:

- The Vice President shall perform the duties of the President in the absence of the President.
- The Vice President shall have authority to approve non-budgeted financial transactions up to an amount specified by the Board of Directors.

C. Secretary:

- The Secretary shall ensure minutes are recorded for all meetings of the Board of Directors, and the general membership.
- The Secretary shall retain these minutes and the minutes of all committees, and make these available to members upon request.
- The Secretary shall register Business members' representatives so that these persons may be identified as legitimate participants in THCA meetings.
- The Secretary shall keep other records of value to the organization as determined by the Board.
- The Secretary shall maintain a registry of members and make it available to members on request.
- The Secretary shall ensure that the Community Association's registration with City of San Antonio is accurate and is updated annually.

D. Treasurer:

- The Treasurer shall administer all funds of the THCA, depositing receipts in a financial institution designated by the Board.
- The Treasurer shall maintain accounts at such financial institution(s) as established by the Board.
- The Treasurer shall ensure that the correct officers are signatories on any THCA accounts.
- The Treasurer will be responsible for ensuring timely payment of bills, and disbursing funds as authorized by the Vice President and/or Board.
- The Treasurer will keep complete records of all receipts and expenditures in a permanent file.
- The Treasurer shall also prepare and present financial status reports at Board and general membership meetings.
- The Treasurer shall ensure that the Community Association is in compliance, on a timely basis, with all requirements of the Texas Secretary of State and the U.S. IRS.

Section 3. Board meetings. The Board of Directors shall meet at least once every two months. A quorum for conducting business shall consist of at least a majority of the directors. The time, date, and location of any meeting will be published for the general membership in a manner that offers reasonable notice. Such notice shall be made by written or electronic communication.

Any member may attend any Board meeting; however only members of the Board will be permitted to vote at the meeting.

Prior to each Board meeting the President shall prepare an agenda and make this agenda available to all in attendance at the meeting. The agenda for Board meetings shall provide time for members to address the Board.

All decisions, actions, or resolutions of the Board of Directors will be decided under parliamentary procedure, by a simple majority of the Board members present and voting at a scheduled meeting unless required otherwise by these bylaws.

Electronic voting shall be allowed at the discretion of the Board or the President, and the votes must be recorded in the minutes of the next regularly scheduled meeting of the Board.

Section 4. Vacancy of office. Three (3) consecutive absences from regularly scheduled Board meetings will constitute an Officer's or Director's withdrawal from the Board excepting that a Board member who has three consecutive absences from regularly scheduled Board meetings but who wishes to remain on the Board shall be given an opportunity to explain any relevant circumstances to the Board and may be retained on the Board if a two-thirds majority of the Board approves. After two consecutive absences, a written warning will be issued by another member of the Board.

A member of the Board may be removed from office with or without cause. Removal will be effected by a two-thirds majority vote of the Board at a regular or special meeting of the board convened within the guidelines of these bylaws. Removal from office may not be effected via electronic voting.

Upon the death, resignation or removal of an Officer or Director from office, the Board shall hold a special election among the general membership if the unexpired term is one year or more in length. If the unexpired term is less than one year remaining, the Board may select a replacement Director from the general membership, or the Board may elect to leave the position vacant until the next general election.

If an Officer's position is vacated the Board shall select a replacement for the Officer's position from among the remaining Directors.

If the President's position is vacated, the Board may declare a special election as above, or the Board may choose to allow the Vice President to assume the duties of President until the next general membership election.

Article V

Meetings

Section 1. Regular meetings. Meetings of the general membership shall be scheduled at least four (4) times each year. The President of the Board will schedule this meeting. Notification to members of the time, date, and location will be by mail, email or newsletter at least 21 days in advance.

The agenda for a general membership meeting will be established by the President with consultation from the Board of Directors, and it must include sufficient time for comments, questions, and discussion between the general membership and the Board of Directors. Each general membership meeting must also include review and approval of the minutes of the preceding general membership meeting, reports by other Officers and committees, and any other general business that may arise.

Section 2. Annual meeting. One (1) general meeting per year must be designated the Annual Meeting and will also include the election of a President and Directors, the annual Treasurer's report, and the President's annual report.

Section 3. Special meetings. Special meetings may be called by the President, by a majority vote of the Board, or by the written request to the Board of 10 members of the Association. The purpose of the meeting shall be stated in the call, which, except in cases of emergency, shall be published at least three (3) days prior to the meeting. Members shall be notified by email, telephone or newsletter. The agenda of the special meeting will be limited to the stated purpose for which the meeting was called.

Section 4. Quorum and eligibility. Fifteen (15) percent of the registered members of THCA shall constitute a quorum at any general membership meeting.

Only registered members of THCA are eligible to vote in any general membership meeting.

Article VI

Standing Committees

Section 1. Historic Preservation Committee. The Board shall appoint the chair (or co-chairs) of an Historic Preservation Committee within 60 days following each annual election. The Board shall appoint at least three (3) but no more than (6) additional members to the committee, plus the President, who will serve as an ex officio member to the committee. It shall be the duty of this committee to advise the Board in matters relating to the historic integrity of the Tobin Hill Historic Districts, to monitor zoning regarding properties in Tobin Hill considered to have historic value, and to identify for the Board opportunities to improve the appearance and value of Tobin Hill as an historic neighborhood and as a part of the City of San Antonio.

Section 2. Zoning and Development Committee. The Board shall appoint the chair (or co-chairs) of a Zoning and Development Committee within 60 days following each annual election. The Board shall appoint at least three (3) but no more than (6) additional members to the committee, plus the President, who will serve as an ex officio member to the committee. The Zoning and Development Committee shall be tasked with monitoring Planning Commission and Zoning Commission agendas for cases affecting Tobin Hill. It will also receive requests from the City and from developers and owners, and will compare them to the Tobin Hill Neighborhood Plan. It will respond to those requests in the best interest of the Plan and of the Tobin Hill neighborhood. In addition, it will meet with owners and developers and make recommendations to them and/or to THCA concerning proposed improvements, either to vacant lots or to existing properties within the neighborhood.

Section 3. Nominating Committee. The Board shall appoint a Nominating Committee of at least three (3) people within 60 days after each annual meeting. The Nominating Committee will accept nominations from members on behalf of other members and from members on their own behalf, and will identify and solicit potential candidates for office from the general membership. The Nominating Committee shall call for nominations for the office of President and for places on the Board of Directors at least ninety (90) days prior to the election, shall receive biographies or resumes or otherwise vet suggested nominees, and publish a list of nominated candidates and a summary of each individual's qualifications, achievements, and priorities at least 15 days prior to the annual meeting.

Section 4. Membership of standing committees.—Voting members of standing committees are appointed by the Board of Directors, for a period of one year, although members may be reappointed indefinitely. Committee membership shall have the following prerequisites:

- A. Chairs and voting members of the committees must be registered Resident Household of THCA.
- B. A committee may include one or more members of the Board of Directors.
- C. Excepting the President, no one may be a member of more than two committees simultaneously.
- D. Chairs and voting members of the committees must sign THCA's Confidentiality and Conflict of Interest Policy and Disclosure Form.

The President is a permanent ex officio member of all standing committees with the exception of the Nominating Committee.

Section 5. Other committees. The Board may choose to establish other committees within THCA. Any changes to the composition of the Officers or the standing committees will require an amendment to these bylaws.

Section 6. Meetings. Each committee shall meet independently of the Board of Directors as needed, with notice of the meeting to be published on the Community Association website calendar prior to the meeting; and each shall establish its own agenda.

Each committee may initiate proposals or resolutions to the Board of Directors but without approval of the Board of Directors, no resolution of the committees, singly or in concert, will bind THCA or be considered representative of the organization's formal position on any issue.

Any member may attend any committee meeting uninvited, however only members of the committee will be permitted to vote at the meeting.

Committee chairs may invite other members or non-members to attend any committee meeting for the purpose of providing information or advice on matters before the committee.

The presiding officer at each meeting of a standing committee shall ensure that minutes of the meeting are recorded and that the minutes of the previous meeting are approved and sent to the Secretary within 30 days following approval.

Article VII

Finances and Fiscal Year

The organization's fiscal year shall begin January 1. The Board shall prepare and approve a budget prior to the start of each fiscal year. Within 30 days following the start of each fiscal year, the Treasurer shall prepare a report of revenue and expenditures in the preceding year, along with a statement of current account balance(s). This report and the budget shall be made available to any member upon request to the Board of Directors. This year-end financial statement will be presented and distributed at the annual general membership meeting.

THCA will conduct its business and financial activity in accordance with sound accounting practices.

Only the Vice President and the Board of Directors may expend funds or transact the business of THCA. The Vice President may authorize transactions up to an amount specified by the Board. Expenditures greater than that amount will require approval of the Board of Directors.

All checks for non-budgeted use for an amount greater than a limit specified by the Board of Directors must be jointly signed by two (2) Board members authorized by the Board to do so.

Officers and directors shall serve without compensation except that the Board of Directors may authorize reimbursement for actual expenditures on behalf of THCA upon presentation of written receipts.

Within six (6) months following the founding of THCA, the Board of Directors shall submit application for status as a tax-exempt, nonprofit organization under federal law.

Article VIII

Parliamentary Authority

Meetings of the Board, committees, and general membership shall follow Roberts Rules of Order.

Article IX

Elections and Terms of Office

Section 5. Nominating procedure and time of election. A President and all Directors will be elected by the general membership. The Nominating Committee will call for nominations at least 90 days prior to the election. The Committee will search out and solicit potential candidates for office from the general membership and will also accept nominations from members outside the Committee. Candidates may be nominated by other members, by their own request, or through the activities of the Nominating Committee but must be nominated no later than 30 days prior to the election. No member shall be compelled to serve as a candidate for office and the Nominating Committee may not refuse the nomination of an otherwise qualified candidate. The Nominating Committee shall publish a list of nominated candidates and a summary of each individual's qualifications, achievements, and priorities at least 15 days prior to the annual meeting.

Section 6. Voting procedure and terms of office. Members eligible to vote in THCA elections will be limited to those individuals registered as members at least sixty (60) days preceding the election.

The election shall be by paper ballot.

Prior to the meeting in which the election is held, the President shall appoint tellers to manage the election and count the votes.

Directors shall be elected for two-year terms and the terms of Directors will be staggered so that half are elected, or re-elected, in odd-numbered years and half are elected, or re-elected, in even-number years.

The President shall be elected for a one-year term and, if re-elected, may serve a maximum of four consecutive years.

No Director shall remain on the board without standing for election at least every two (2) years, except that directors chosen by lottery to serve one-year terms at the initial election may stand for re-election at the end of their second term. No member may serve more than four (4) consecutive years on the Board of Directors.

Section 7. Eligibility for office. To be eligible to be a member of the Board, an individual must be a registered member of THCA for six (6) months prior to standing for election. For business memberships, only the business' registered representative will be eligible to hold office and, if elected, that individual will be the sole voting representative of that business in the THCA membership during that term of office.

Members of the Board must sign THCA's Confidentiality and Conflict of Interest Policy and Disclosure Form.

No member shall hold more than one office at a time.

No member shall hold office as an officer of the Board for more than four (4) consecutive years.

Article X

Amendment of Bylaws

These bylaws may be amended by a two-thirds majority of registered members eligible to vote, present and voting on the day the amendment is presented for approval at a general membership meeting where a quorum is present. All proposed amendments must be presented to the membership for a vote at a general membership meeting.

Prior notice of the amendment, including the complete text of the amendment, must have been made available to the membership at least thirty (30) days and not more than sixty (60) days prior to the general membership meeting at which it is presented for approval.

Proposals for amendments may be submitted by any member of THCA to the Board of Directors. The President shall be charged with ensuring the language of any proposed amendment is clear and in compliance with laws and statutes prior to submitting it to the membership for approval. The Board of Directors may enact a resolution recommending an amendment for approval or disapproval by the membership, but the actual adoption or rejection of an amendment rests with the membership.

Unless otherwise specified in the amendment text, an amendment to the bylaws shall take effect immediately upon certification of the membership's vote.