

**BY-LAWS  
OF THE  
JEFFERSON NEIGHBORHOOD ASSOCIATION**

**ARTICLE I - NAME**

The name of this organization shall be the Jefferson Neighborhood Association (hereinafter the "Association").

**ARTICLE II - OFFICE**

The Association's principal address shall be at 2351 W. Mulberry, San Antonio, Texas 78201. The address may be changed at the discretion of the Board of Directors.

**ARTICLE III - BOUNDARIES**

The boundaries of the Association are:

Beginning at the intersection of St. Cloud and Woodlawn Streets; thence North on St. Cloud to the intersection of St. Cloud and Babcock Streets; thence East on Babcock to the intersection of Wilson; thence South to Donaldson; thence East to the intersection of Fredericksburg Road; thence Southeast on Fredericksburg Road to the intersection of West Woodlawn; thence West on Woodlawn to the point of beginning.

**ARTICLE IV - OBJECTIVES AND LEGAL STATUS**

Preamble: Corporate Purpose and Dedication of Assets

The Jefferson Neighborhood Association, Inc. shall be committed to improving and preserving the Jefferson neighborhood and surrounding areas, with particular emphasis on:

- enhancing the quality of life of neighborhood residents,
- encouraging smart growth and business development,
- promoting economic stability,
- advancing the educational opportunities of neighborhood students,
- improving and preserving the historic and aesthetic character of the neighborhood, and
- establishing a direct line of communication with the City of San Antonio and other agencies.

This Association is formed for charitable purposes, and it will be nonprofit and nonpartisan. No substantial part of the activities of the Association will consist of the publication or dissemination of materials or statements with the purpose of influencing legislation, and the Association will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The Association may take positions on neighborhood issues by majority vote. The Association will not engage in any activities or exercise any powers that are not in furtherance of the charitable purposes described in the Articles of Incorporation.

The properties and assets of the Association are irrevocably dedicated to charitable purposes. With the exception of charitable donations (such as scholarships) that advance the educational opportunities of neighborhood students, no part of the net earnings, properties, or assets of this trust, on dissolution or otherwise, shall inure to the benefit of any private person, or any member, director, or officer of this Association. On liquidation or dissolution, all properties, assets, and obligations will be distributed or paid over to an organization dedicated to charitable purposes that has established its tax-exempt status under Internal Revenue Code Section 501 (c) (3), as amended.

#### **ARTICLE V - EMBLEM**

The emblem shall be chosen from submissions by local artists. ~~a replica of the dome of Jefferson High School.~~

#### **ARTICLE VI - POLICIES**

This Association shall be nonsectarian, nonpartisan, and nonprofit and will seek the active participation of all persons regardless of race, color, religion, age, sex, disability, veteran status, or national origin.

#### **ARTICLE VII - MEMBERSHIP**

Membership in the Association may be held by any resident or landowner in the defined boundaries set out in these by-laws, or by anyone doing business within such area. Memberships shall be divided among the following categories:

- a. Resident Membership: Any resident (18 years old or older) living in the Association boundaries shall be eligible for Resident Membership. Resident Members shall have the privileges of voting, holding office, serving on committees, and speaking on the floor at membership meetings.
- b. Non-Resident Membership: Any person (18 years old or older) owning property but not residing in the Association boundaries shall be eligible for Non-Resident Membership. Non-Resident Members shall have all the privileges of Resident Membership with the exception of holding office.
- c. Associate Membership: Any person who is interested in the objectives of the Association shall be eligible for Associate Membership. Associate Members shall have all the privileges of Resident Membership with the exceptions of holding office or voting.
- d. Business, Club, or Organization Membership: Where membership involves a business, club, or organization, such group shall, [contact the Association Business Chairperson and designate the name and address of its representative](#), who shall be entitled to cast its one vote in general membership meetings.

~~Any person, firm, or corporation described above may become a member of the Association by indicating a desire to join the Association to the Secretary, and causing her, his, or its name to be placed upon the roll of the Association.~~

#### **ARTICLE VIII - DUES**

At the time of the adoption of these by-laws, dues are set and required for membership in the Association. The dues are \$15.00 per family, \$10.00 per individual, and \$35.00 per business for each fiscal year. The Board of Directors may, from time to time, set the dues required for different classes of membership. ~~Any individual can petition the Board of Directors for a waiver of the membership dues.~~

#### **ARTICLE IX - OFFICERS**

- Section 1. The officers shall be President(s), Vice President, Secretary, and Treasurer.
- Section 2. A term of office shall be one year or until a successor is duly elected.
- Section 3. Officers shall assume their duties the month following their election.

#### **ARTICLE X - BOARD MEMBERS**

- Section 1. No more than five board members may serve at a time.
- Section 2. Term of office shall be two (2) years or until a successor is duly elected.
- Section 3. No Board member shall serve more than two (2) consecutive terms.

#### **ARTICLE XI - NOMINATIONS AND ELECTIONS**

- Section 1. Officers and board members shall be elected at the August meeting by members present by a simple majority vote.
- Section 2. To qualify to vote in all officer and board member elections, a member shall have submitted her or his membership dues at least three months in advance of the date of the election.
- Section 3. At the July meeting the nominating committee shall present the list of nominees for the positions of officers and board members. Elections shall be held at the August meeting at which time nominations from the floor may be made.
- Section 4. Vacancies in office shall be handled as follows:
- a) In the event the President(s) is/are unable to complete their term, the Vice President shall become President for the unexpired portion of the term.

b) All other vacancies shall be filled from an at large majority vote of the members with the Board of Directors acting as the nominating committee.

Section 5. No member shall hold the same office for more than two (2) consecutive terms, unless no members step forward to fill the position.

## ARTICLE XII - DUTIES OF OFFICERS

Section 1. The President(s) shall be the principal officer(s) of the Association. They shall:

- a) Preside at all meetings of the Association,
- b) Appoint standing and special committee chairs with the approval of the other officers.
- c) Sign with the Secretary or any other officer authorized by the Board any contracts or other legal instruments authorized by the Board,
- d) Coordinate with the Treasurer all withdrawals of funds from Association bank accounts, and
- e) Bring to the attention of the Association all pertinent information of interest to area residents.

Section 2. The Vice President shall:

- a) Perform the duties of the President(s) in the absence of the President(s),
- b) Serve as President for the un-expired term in the event the President(s) is/are unable to complete their term,
- c) Be an ad hoc member of all committees, and
- d) Serve in such capacities as assigned by the President(s).

Section 3. The Secretary shall:

- a) Take and record accurate minutes of the proceedings of all meetings of the Association,
- b) Preserve in file all records and letters of value to the Association,
- c) Conduct the correspondence of the Association, and
- d) Keep a roll of membership, indicating the name, address, email and telephone number of each member, as well as her or his classification of membership.

Section 4. The Treasurer shall:

- a) Have charge of all monies of the Association, and shall report thereon at all meetings,
- b) Keep an itemized record in a permanent file of all receipts and expenditures, and
- c) File Form 990 and all forms as required by the Internal Revenue Service, and all forms as required by the State Comptroller's Office.
- d) Coordinate with the Secretary regarding membership updates.

Section 5. Each officer shall deliver to her or his successor within fifteen (15) days after retiring from office all records, books, papers, and other property belonging to the Association.

**ARTICLE XIII - BOARD OF DIRECTORS/~~EXECUTIVE COMMITTEE~~**

Section 1. The elected officers, elected **board members**, and the immediate past President shall constitute a Board of Directors/~~Executive Committee~~ of the Association.

Section 2. This group shall:

- a) Supervise the affairs of the Association,
- b) Make recommendations for the Association's growth and prosperity,
- c) Adopt any proposed amendments to these by-laws as may be deemed necessary by a majority of the Board of Directors,
- d) Transact any business between meetings of the Association and report thereon at the next general meeting of the Association,
- e) Approve all requests for monetary donations from the Association to a charitable cause, and
- f) Report at the annual meeting the business transacted by the Board of Directors during the Association's year.

Section 3. This group shall meet once a month, but not less than once every six months, as set by the President(s).

Section 4. Special meetings of the Board/~~Executive Committee~~ may be called by any member of such Board upon three (3) days written notice or electronic communication (~~such as facsimile or electronic mail~~) to the remaining members. Such notice may be waived by a two-thirds (2/3) vote of the Board/~~Executive Committee~~.

Section 5. A majority of the voting members shall constitute a quorum at any meeting of the Board of Directors /~~Executive Committee~~. whether regular or special.

Section 6. Telephone conference calls **or digital correspondence**, when necessary, may take the place of a physical meeting. Voting of Board members on an issue is valid by phone or **digital correspondence**.

Section 7. No member of this group shall have more than one (1) vote ~~and in order to cast same such member must be present at the meeting at which any vote is taken~~. The immediate past President(s) **is a/are** non-voting member(s) of the group.

Section 8. Unexcused absences (as determined by the Board of Directors/~~Executive Committee~~) from three consecutive meetings **may** constitute a vacancy of office.

Section 9. An officer or **board member** may be removed from office by a three-fourths vote of the Board of Directors/~~Executive Committee~~.

**ARTICLE XIV - MEETINGS**

Section 1. Regular meetings shall be held monthly on the second Monday of the month.

Section 2. Special meetings may be called by the President(s) or by any five (5) members provided all interested parties, residents, landowners, and persons doing business in the area are notified in writing at least three days in advance of the time, place and purpose of meeting.

**ARTICLE XV - PARLIAMENTARY PROCEDURE**

The rules of parliamentary practice comprised in *Robert’s Rules of Order: Newly Revised* (latest edition) shall govern all proceedings of the Association.

**ARTICLE XVI - AMENDMENTS**

These by-laws may be amended by resolution of the Board of Directors, which shall be presented to the general membership at a regular monthly meeting, and such amendments may be adopted by a majority of the membership present at the next regular meeting scheduled thereafter.

**ARTICLE XVII - DISSOLUTION**

In the event of dissolution of the Association, same shall be carried out in accordance with the requirements and the provisions of the Texas Non-Profit Corporation Act, then in existence.

RATIFIED by a majority of the Board of Directors at its regular meeting held on the ~~27<sup>th</sup> day of December, 2007.~~

\_\_\_\_\_  
Elia Reyna and Stanley Waghalter  
Presidents

Adopted by a majority vote of the membership at the regular scheduled monthly meeting held on the ~~11<sup>th</sup> day of February, 2008.~~

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Elia Reyna and Stanley Waghalter  
Presidents

ATTEST: \_\_\_\_\_  
Vickie Wright  
Secretary