

**BYLAWS
OF
GRACYWOODS NEIGHBORHOOD ASSOCIATION**

Mission Statement: GRACYWOODS NEIGHBORHOOD ASSOCIATION is committed to building strong neighborhoods and community through support of diversity, education of participants and stewardship of the City's Northpark Greenbelt and Gracywoods Park.

ARTICLE I - NAME

The name of the organization shall be the GRACYWOODS NEIGHBORHOOD ASSOCIATION, formerly know as "North Gracywoods Neighborhood Association". The organization shall function and operate as a non-profit organization and here in after will be referred to as the Association

ARTICLE II - PURPOSE OF ASSOCIATION

The Association is to function as a charitable organization whose purpose is to improve the quality of life in North Austin communities and neighborhoods in such matters as land use, environmental protection, public services, safety, consumer protection, and other matters of concern to the neighborhood and the north Austin area.

1. Inform residents of Gracywoods and neighboring areas about issues of general concern to this area through various communication means: Gracywoods.org Website, Gracywoods.org Forum, distributed flyers, bulletin boards in the greenbelt, e-mail notifications, U.S. mail, association meetings and other means that may become available.
2. Promote community safety through the Neighborhood Watch program, safety education, and the dissemination of information through the Website, Forum, e-mails, presentations, meetings and other means as available.
3. Promote involvement and volunteerism in the greater community through participation in activities of the North Austin Coalition of Neighborhoods; a group of neighborhoods working to find ways to support and supplement the efforts of the City of Austin Departments, coordination of neighborhood activities, and encouragement of participation in the City of Austin Police Department sponsored events.
4. Protect and improve the greenbelt and park areas in our boundaries by organizing park clean up days, cooperating with Austin City departments, and notifying appropriate law enforcement about suspicious or illegal conditions and activities.
5. Encourage the enhancement of property and esthetics in the neighborhood and community areas through improvement programs and other resources.
6. Represent the interests of the neighborhood and community area to relevant governmental and civic agencies.

ARTICLE III - DEFINITION OF MEMBERSHIP

1. Members - All property owners and all households within the boundaries of Austin Park to Metric and Walnut Creek (in Walnut Creek Park) to Breaker, excluding households served by other established neighborhood associations, are currently members of the Gracywoods Neighborhood Association as set forth in standing rules.
2. Participation - All homeowners or households described above will have the right to participate in activities of the Association. (This does not include a right to a neighborhood directory if or when one is created. See "directory" references later in this document.)

ARTICLE IV - ELECTED AND APPOINTED OFFICERS, TERMS OF OFFICE, DUTIES, ELECTIONS, SPECIAL ELECTIONS AND RE-ELECTION BAN

- A. Elected Officers – will be President, Vice-President, Secretary, and Treasurer
- B. Appointed Officers - will be Block Watch Section Leaders, Parliamentarian, Sergeant at Arms, General Counsel and any others as required.
- C. Terms - Terms of office will begin at the meeting of the fiscal year to be held in July. All officials are to serve without pay.
- D. General - Either an elected or appointed office is vacated when the incumbent misses two consecutive meetings (either member or leadership team meetings) at the discretion of the Association. Neither Elected nor Appointed Officers thus removed can be re-appointed in that year.
- E. Officers-elect must establish the number, names, purposes, recommended goals, and temporary chairpersons of standing activity teams before their installation and announce same at July meeting and cause activity team volunteers to caucus, and announce the activity teams organizing meeting date. No two or more activity teams may have the same organizing date. Appointed officers may function for the 'required' Standing Activity Teams if there is not currently a team captain or team membership.

Duties of Elected Officers are as follows:

1. President - Presides firmly but fairly and with sensitivity at all meetings of the Association and Leadership Team meetings, sets meeting agendas and said agenda must always have an item called New Business and must be disseminated by e-mail to members or through home teams for those without e-mail prior to meeting, with the advice and consent of the Leadership Team. The President represents the Association in external affairs. The President will take care that the Bylaws and Standing Rules be faithfully followed. The President encourages attendance at meetings, active participation in committees and welcomes diverse views and suggestions.
2. Vice-President - Assists the President as requested. Attends NCAC and Austin Police Dept Commanders Forum meetings. Acts on behalf of the President when the President is temporarily unable to do so.
3. Secretary - Takes minutes at member and Leadership Team meetings. Sees that these are typed, accepted and available at all meetings for inspection. Maintains all correspondence and non—financial records of the Association. Keeps and brings to meetings current (up to date) copies of the Bylaws, Standing Rules, Deed Restrictions and Robert's Rules Revised and Minutes in sufficient quantities to meet the demand of member requests for copies.
4. Treasurer - Maintains current (up to date) records of Association's expenditures and revenues from all sources. Reports the Association's financial condition and all financial activity at general meetings of the member and Leadership Team meetings. The Treasurer is the Association's principal budget officer and reports regularly (as defined in standing rules) on budget compliance. The Treasurer establishes internal controls to ensure that Association spending rules are followed.

Duties of Appointed Officers are as follows:

1. Sergeant-at-Arms: Responsible for maintaining order at meetings. Will, with the assistance of others, at the instruction of a majority of those present (circumstances permitting) eject any person who becomes unruly and threatens the safety of attendees at meetings or neighborhood functions.
2. Block Watch Section Leader(s) – At present there are two sections referred to as Blue and Red section. (See Area Map and Streets) They are responsible for building up the Neighborhood Watch by soliciting Block Captains and Host Homes and assisting them with their functions. They will keep records for their sections and report activities to the Association officers.

Duties of Appointed Officers (who have no Leadership Team voting privileges) as follows:

1. Parliamentarian — Will learn and have a strong working knowledge of the Bylaws, Standing Rules and Robert’s Rules of Order - Revised. Will rule on points of order when appealed to by any member or as requested by any officer. The Parliamentarian’s rulings can be over—ridden only by two-thirds majority per voting rules established in another article of these Bylaws.
2. General Counsel — Volunteer Attorney for the Association that advises the Association, officers and Leadership Team on legal matters and assists the Association in avoiding situations of exposure.

F. Elections and Special Elections

1. These will occur at the last meeting of the fiscal year (June). Candidates for office must announce in advance of the election meeting and provide (by way of the nominations team chairman) to the Communication Team Chairman for appropriate distribution means, (i.e. webpage, forum, e-mail distribution, host home flyer, newsletter or other means of communication used by the Association), a written statement (not to exceed 100 words) on qualifications and positions on issues. This statement must be provided in time to meet the required deadline for the publication and distribution prior to the election meeting.
2. Only the office of President will have a vacancy filled by special election. Other elected officer positions will be filled through appointments by the Leadership Team. No one may be captain of more than one team. Special elections will occur only after candidates have announced for office via the Association’s established communication means for members and prior to a special meeting at which candidates are available to the membership for questioning at the end of which meeting the election will be held. The special election must occur within 45 days of a vacancy in the office of President.
3. The President may not seek or accept re-election for third term.

ARTICLE V - STANDING ACTIVITY TEAMS

- A. Chairman - Temporary chairman appointed by President to organize first meeting of the year.
- B. Organization - There is no set maximum number of members. Each recognized activity team must have at least three members.
- C. Government - Robert’s Rules Revised prevail.

D. Duties and Powers of the Permanent Activity Team Chairman:

1. To accomplish the goals of the activity team. This will include a requirement of an interactive communication in some form with all of the team members on at least a quarterly basis.
2. To organize the activity team such that all members are viably involved in accomplishing the goal(s) set by the activity team.
3. The establishment of an activity team's goal(s) shall be jointly determined by the Leadership Team and the standing activity team.
4. Written reports are made to the Leadership Team after each meeting and/or once a quarter, whichever is most frequent.
5. After the initial meeting of the standing activity team, a written report that outlines the agenda (including goal(s)), names of members and their duties, and the minutes of the meeting will be submitted to the Leadership Team and Communications Chairman.
6. Subsequent meetings will be reported in writing and will include progress reports, etc. These written reports should include any recommendations, etc. to the Leadership Team. The purpose of these reports should be to monitor the integrity of the activity team to ensure its effectiveness and to allow constructive criticism from the Leadership Team

E. Required Standing Activity teams: (There may be other standing activity teams per Article IV D.])

1. Activity team on Membership/Directories — The activity team on membership/directories shall be responsible for the recruitment of membership in all geographical areas. This activity team shall provide and collect attendance sheets at all member meetings.
 - a) The Membership Activity Team shall also keep records and undertake membership growth analyses for membership study and projection purposes. The Membership Activity Team will give a monthly update list of new members to the Directory publication group for directories to be updated as possible, and given to paid directory participants. Fees for directories will be paid to the treasurer.
 - b) The Membership activity team shall also be responsible for updating any address changes and emergency numbers for block captains. It will give the Communications chairman a once-a-month update on any address changes for all communication means. It will distribute the directories to paid directory participants only. Expenses to be incurred will have prior approval by the Leadership Team.

B Activity team on Communications – The activity team on communications will be responsible, in conjunction with the Leadership Team, for the rules to be followed and for the dispersal of information to the membership and to the public utilizing the communication means as determined appropriate by these teams. There will be a determined method for and time requirements of all needs for communication.

C Activity Team on Nominations - The activity team on nominations shall be responsible for recruiting the annual slate of officers to be voted upon by the membership of the Association.

D Activity team on Liaison- The activity team on liaison shall be responsible for establishing and maintaining communications with other associations and groups to the Association and Communications chairman and Leadership Team.

E Social Activity team — Shall be responsible for the Association's social functions.

F Neighborhood Safety Activity team - The activity team on neighborhood safety is

responsible for Crime Watch and other safety related goals.

G Other ad hoc activity teams as established by Standing Rules.

ARTICLE VI - LEADERSHIP TEAM

- A. Leadership Team will consist, of elected and appointed officers and all standing activity team chairpersons. Past presidents may serve in an advisory capacity with no voting privileges.
- B. Format — Copies of minutes of previous meeting must be available to all upon request at each meeting. Format of meetings may vary according to the plans and wishes as regards projects, but shall provide discussion, evaluation, information and exchange on such activities. Minutes and reports shall be submitted to the Secretary. The Communications Chairman shall assist in the dissemination of the information to the membership. In regards to the member's meeting, agenda topics shall be listed and circulated to those who have attended, including board members, chairpersons and audience. Topics for discussion shall be distributed through communication means prior to the meeting.
- C. Spending Rights of Activity teams and Budget - All activity teams shall submit a proposed budget for the year to the Leadership Team. The Leadership Team shall approve all budgets and optional annual audit. This shall control all expenditures and distributions. All distributions and expenditures must meet with the requirements of 501(c)(3) status. Budgets can be amended by a majority of the Leadership Team. All items approved by Leadership Team shall then be posted on the Minutes and if necessary distributed through normal communication means to the membership.
 - 1. Voting - One vote each can be cast by elected officers and standing activity team chairpersons. A simple majority of the votes shall decide the issues. Robert's Rules Revised follows thereafter.
 - 2. Recommendation of Rules — Amendment and adoption of Standing Rules shall be permitted at all meetings of the Association. Establishment of the Standing Rules shall be reviewed and acted on by the Association. Decisions made through the Association or the Leadership Team shall be posted in the newsletter. The Leadership Team at the January meeting shall make recommendations regarding the role and changes to the Architectural Control Activity team and current Deed Restrictions.

ARTICLE VII - FINANCES

- A. Initial Fundraising Solicitation — All Association members should be solicited for an annual contribution or pledge in July of each year. The language or the solicitation shall be set with final approval at the general meeting in May.
- B. Second reminder for pledges/solicitation of contributions/pledges from those members who have not previously be able to participate will be sent in October to each homeowner/resident.
 - 1. Deposits - The Treasurer shall deposit all monies within 10 days of receipt.
 - 2. Expenditures - All expenditures should be addressed to the Leadership Team with two endorsements required.
 - 3. Presidential Allowance - The Presidential expenditure limit is \$75.00 between Leadership Team meetings subject to downward revision. Any expense over \$75.00 will require a quorum of the Leadership Team with a majority vote.
 - 4. Approvals - Any expense over \$250.00 will require a two-thirds majority vote of the

Leadership Team.

5. Deficit Spending - Deficit spending is prohibited.

ARTICLE VIII - VOTING RIGHTS

A. Votes at General Membership meetings are by address, one vote per address.

1. At the beginning of each meeting, the membership/directories activity team will collect the sign-in sheets and declare an address count as soon as possible after the meeting is brought to order. Those entering the meeting after this are not eligible to vote.

B. Leadership Team meetings and standing, activity team meetings are one-person-one-vote. C. Robert's Rules of Order - Revised shall govern procedures of the election.

ARTICLE IX - MEETINGS

A. Meetings of Members:

1. Regular Meetings - Regular meetings of the members shall be held monthly, with the first meeting of the calendar year being held in January and every successive month, with the exception of December.

2. Special Meetings -Special meetings of the members may be called by the President, a majority of the then serving members of the Leadership Team or by addresses representing at least 10% of the total voting power of the Association.

3. Emergency Meetings — Emergency meetings of the members may be called for the limited purpose of authorizing the expenditure of funds of the Association for the benefit of members or the Association in the event of a disaster.

a. Any such meeting shall be valid only if attended by representatives of at least 50 addresses within the boundaries of the Association. Such representatives and addresses must be documented in writing at the meeting.

b. Expenditures shall not be more than the then available cash funds of the Association. Expenditures may be authorized by a simple majority vote of the addresses present.

c. If the President of the Association is not present at such meeting, a chairman of the meeting shall be elected by acclamation. The chairman shall be responsible for conducting the meeting, insuring that the matters authorized by the meeting are put into effect (unless such is otherwise provided for) and reporting the results of the meeting to the Leadership Team at its next regular or special meeting.

4. Place and Notice of Meetings

a. Regular, special and emergency meetings of the members shall be held within the boundaries of the Association or at a meeting place sufficient to accommodate the expected attendance as close as possible to the boundaries of the Association.

b. Notice — A good faith effort to provide a written notice of each regular or special meeting, stating the time, place and, in the case of a special meeting, the purpose or purposes of the meeting, shall be given by the Secretary (or other persons authorized to call such meetings) by posting such written notice on the community bulletin boards and on the forum for the association's website. For all annual meetings and, where possible, for special meetings, such notice should also be sent to the current email list

being maintained by the association. Notice of regular meetings shall be given not more than 45 or less than 10 calendar days prior to such meeting. All notice of special meetings shall be given not more than 15 or less than 3 calendar days prior to such meeting. No notice of emergency meetings is required.

5. Order of Business — The order of business at all regular or special meetings of the members shall be as follows:

- a. Roll call.
- b. Proof of notice of meetings.
- c. Approval of minutes of preceding regular meeting and any intervening special meetings.
- d. Report of Leadership Team.
- e. Report of officers (Treasurer report must also be oral)
- f. Report of standing activity team. g.

Elections, if applicable.

- h. Unfinished business.
- i. Program, if applicable. j.

New business.

6. Conduct -- Meetings shall be conducted by consensus or by Robert's Rules of Order, as then revised, if requested by any member.

B. Leadership Team Meetings:

1. Regular Meetings - Regular meetings of the Leadership Team shall be held monthly, with the first meeting of the calendar year being held in January after the January members meeting. Successive regular meetings shall be held each following month.
2. Special Meetings - Special meetings of the Leadership Team may be called, by the President or by any three of the then serving members of the Leadership Team.
3. Place - Regular and special meetings of the Leadership Team shall be held within the boundaries of the Association or at a meeting place sufficient to accommodate the expected attendance as close as possible to the boundaries of the Association.
4. Notice - A good faith effort to provide a written notice of each regular or special meeting, stating the time, place and, in the case of a special meeting, the purpose or purposes of the meeting, shall be given by the Secretary (or other persons authorized to call such meetings) by posting such written notice on the community mailboxes serving any member. For all annual meetings and, where possible, for special meetings, such notice should also be reprinted in the Association newsletter. All such notices of regular meetings shall be given not more than 15 nor less than 3 days prior to such meetings. All such notices of special meetings shall be given not more than 15 nor less than 1 day prior to such meetings.
5. Quorum - A quorum for the transaction of business by the Leadership Team shall be the lesser of either; a majority of the then serving members of the Leadership Team or as fixed by these Bylaws or five such members. However, at least one then serving elected officer must be in attendance for a quorum to exist.
6. Order of Business — The order of business at all meetings of the Leadership Team shall be

as follows:

- a. Roll call.
- b. Proof of notice of meetings.
- c. Approval of the Minutes: of the preceding regular meeting and any intervening special meeting.
- d. Elections.
- e. Report of standing activity teams. f.

Unfinished business.

- g. New business.

7. Open Meetings - All meetings of the Leadership Team shall be open to all members; provided, however, that members who are not then serving on the Leadership Team may not participate in any deliberation or discussion unless expressly so authorized by the vote of a majority of a quorum of the Leadership Team.
8. Conduct - Meetings shall be conducted by consensus or by Robert's Rules of Order, as then revised, if requested by any member.

C. Standing Activity team Meetings:

1. Regular Meetings - Regular meetings of the standing activity teams shall be held as directed by the chairperson of that activity team; however, each activity team shall meet at least once between each regular Leadership Team meeting.
2. Special Meetings - Special meetings may be called by the lesser of; a majority of the members serving on that activity team or three such members.
3. Place - Regular and special meetings of the standing activity teams shall be held within the boundaries of the Association or at a meeting place sufficient to accommodate the expected attendance as close as possible to the boundaries of the Association.
4. Notice - Oral notice of each regular meeting, stating the time, place and purpose of such meeting, shall be given by the person or persons calling such meeting, to each member serving on said activity team at least 24 hours prior to such meeting. Notice of the meeting shall also be published in the newsletter, if possible. For special meetings, the member calling such meeting shall make a good faith effort to orally notify all activity team members prior to the meeting.
5. Conduct - Meetings shall be conducted by consensus or by Robert's Rules of Order, as then revised, if requested by any member.

ARTICLE X - NEWSLETTER AND PUBLICATIONS

- A. General - The Association shall publish and distribute to each subscribing member a newsletter and such other publications as from time to time as are appropriate. The Association may publish other materials either occasionally or serially. The newsletter shall be under the direction of the editor or editors appointed by the Leadership Team. The chief editor may appoint assistant editors. All such editors are under the supervision of the Leadership Team, who shall be responsible for guidance of the editor. Advertising may be included which pertains to the general interest of the Association. The Leadership Team shall decide the advertising fee, as well as subscription fees, to the newsletter. The editor or his staff shall collect the collections and payment of advertising. Format shall be provided to the editor prior to taking office. This shall enable the editor to set guidelines for publications. If any

changes are to be made, they then shall be made through the Leadership Team, including but not limited to, any suggestions or format or compliance. If format is not suggested prior to taking office, then the editor may use his own suggested format. The distribution of the newsletter shall be in or along the Association boundaries.

- B. Content - The newsletter shall contain only information of a factual nature. The editors shall endeavor to publish items in the newsletter in an unbiased and straightforward manner. The newsletter shall not permit nor engage in editorial commentary. The editor and the Leadership Team are directed to investigate and instigate, if reasonable, procedures by which the newsletter and other association communication means may be made self- supporting.

ARTICLE XI - AMENDMENTS

These Bylaws may be adopted, amended or repealed at a regular meeting of the members by a two-thirds majority vote of the addresses in attendance. All proposals for adopting, amending or repealing all or any part of these Bylaws must be published in the newsletter or by the communications set out above for the announcement of general meetings, prior to the meeting at which the vote is to be taken.

ARTICLE XII – DISOLUTION OF ORGANIZATION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution will be as determined by majority vote of the then standing Leadership Team.

SECRETARY’S CERTIFICATE

Votes for adopting new By-laws: _____

Votes against adopting new By-laws: _____

The foregoing Bylaws were adopted by vote of the members of Gracywoods Neighborhood Association on the 5th day of February, 2008. In witness whereof, I _____, the secretary of this Association do, by my signature, hereby certify.
