

## **TOBIN HILL COMMUNITY ASSOCIATION**

### **BYLAWS**

#### **Article I**

##### **Name and Boundaries**

**Section 1.** The name of this organization shall be The Tobin Hill Community Association, hereinafter referred to as THCA.

**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 Tobin Hill Historic District and other historic buildings; 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. 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 Neighborhood Association and its purpose, but does not reside, own property, or operate a business in Tobin Hill. Associate members are not voting members. Officers, directors, committee chairs, and voting members of committees will be registered 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 at least six (6), and up to ten (10), 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.

A two-third (2/3) majority of the Board will be composed of residents within the Tobin Hill neighborhood boundaries, only one of whom may be a non-home owner (i.e., a tenant), the remainder being resident home owners. The remaining seats are reserved for 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 except that this limitation shall not apply to the initial board of directors that will be elected at the first annual meeting. 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, the Board of Directors, and the Executive Committee.
- 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 will have authority to conduct financial transactions of \$100 or less. All checks over \$100 issued from organization funds must be jointly signed by the President and one of the two (2) other Board members chosen by the Board for that purpose.
- The President shall have the power to appoint committees.
- 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 a permanent voting member of all standing committees.

**B. Vice President:**

- The Vice President shall perform the duties of the President in the absence of the President.

**C. Secretary:**

- The Secretary shall ensure minutes are recorded for all meetings of the Board of Directors, the Executive Committee, 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.

**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 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.

**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 will include written or electronic communication, and shall be published in both English and Spanish whenever possible.

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 by a simple majority of the Board unless required otherwise by these bylaws.

Electronic voting (e.g., e-mail or telephone) shall be reserved for emergency situations 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.

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 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 among the 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 if there is less than six (6) months remaining in the term, the Board may choose to allow the Vice President to assume the duties of President until the next general membership election.

**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.

The first election of Board members and a President will take place not more than six (6) months after the founding of the organization - which will have occurred when at least ten (10) residents have become members under these bylaws.

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 Directors elected by the membership at the first election of the Board (see Art. IV, Section 6) shall choose from among themselves, by some form of lottery, which Directors will serve two-year terms and which will serve an initial one-year term.

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, except that directors chosen by lottery to serve one-year terms at the initial election may serve a total of five (5) years if re-elected by the membership.

**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 except that this limitation shall not apply to the initial board of directors that will be elected at the first annual meeting. 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.

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 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 fax. 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**  
**Executive Committee**

Following each election, the Board of Directors will elect from among their number the following officers: a Vice President, a Secretary, and a Treasurer. These officers, along with the President, will constitute the THCA Executive Committee, which shall be charged with carrying on the routine financial and business activities of the organization.

The Executive Committee shall meet at least once each month.

**Article VII**  
**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 committee shall have at least three (3) members plus the President, who will serve as a permanent voting member. It shall be the duty of this committee to advise the Board in matters relating to the historic integrity of the Tobin Hill Historic Area, 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. Economic Development Committee.** The Board shall appoint the chair (or co-chairs) of an Economic Development Committee within 60 days following each annual election. The committee shall have at least three (3) members plus the President, who will serve as a permanent voting member. The Economic Development Committee shall be tasked with identifying opportunities for the economic growth of the neighborhood and for advising the Board regarding the impact of such development on the neighborhood.

**Section 3. Nominating Committee.** The President 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 President, in consultation with 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 members 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 two or more committees simultaneously.

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

**Section 5. Other committees.** The President, within the limits of authority in Article IV, or 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 at least once every three (3) months, with notice of the meeting provided to the general membership at a reasonable time 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 full 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 VIII**

### **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 report 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 President and the Board of Directors may expend funds or transact the business of THCA. The President may authorize transactions involving the expenditure of \$100 or less. Expenditures greater than that amount will require approval of the full Board of Directors.

All checks over \$100 issued from organization funds must be jointly signed by the President and one of two (2) Board members chosen by the Board.

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.

THCA Bylaws

Final Approved October 27, 2008

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 IX**  
**Parliamentary Authority**

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

**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.

Signed this 27<sup>th</sup> day of October, 2008

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Carolyn Kelley, President\*

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Bo Brockman, Director

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Joe Shaffer, Vice President\*

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Celeste Diaz-Ferraro, Director

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Frederica Kushner, Secretary\*

\_\_\_\_\_  
Melissa Johnson, Director

\_\_\_\_\_  
Paul Sanchez, CPA, Treasurer\*

\*Denotes Officers