



# BYLAWS OF THE RIVER ROAD NEIGHBORHOOD ASSOCIATION

## ARTICLE I. NAME

THE NAME of this State recognized 501(c) (3) Corporation shall be called the *River Road Neighborhood Association* (hereafter referred to as the Association).

## ARTICLE II. BOUNDARIES

THE NEIGHBORHOOD AREA is defined as including those parts of San Antonio City Block numbers 3242,6538,3091,3092,6391,6461,6200,6201 lying east of the North Expressway, and all of City Blocks 2806,6077,6078,7036,7080, 6938, 6939,6530,6531,6202,6203,6204. This land is understood to include the area bordered on the west by U.S. 281 (McAllister Freeway), on the east by the San Antonio River and the public lands adjacent to it. This area is bordered on the north by Block A of Pastores Street and on the south by East Craig Place.

## ARTICLE III. PURPOSES

Section A. THE GENERAL PURPOSES of the Association is the protection, maintenance and enhancement of the River Road Neighborhood (hereafter referred to as the Neighborhood) areas, including protection, maintenance and enhancement of the ecological, historical, social and cultural elements which formed the Neighborhood, endowed the area with its present character and to support the quality of life and make this Neighborhood a pleasant place to live and work.

Section B. THE SPECIFIC PURPOSES of the Association include:

1. Researching and assessing projects planned by public or private agencies which may have an impact on the Neighborhood and interacting with such agencies to ensure the compatibility of their plans with the wishes of the residents and landowners of the Neighborhood.
2. Identifying public and private agencies with specific maintenance responsibilities and interacting with such agencies to ensure the proper and timely maintenance of the Neighborhood.
3. Identifying other agencies with responsibilities in the Neighborhood and interacting with them to ensure cooperation between them and the Neighborhood.
4. Encouraging, planning and carrying out activities designed to maintain the area.
5. Encouraging, planning and carrying out activities designed to enhance the area.

6. Encouraging, planning and carrying out activities designed to bring residents, landowners and tenants together for mutual enjoyment.

Section C. IN THE SUPPORT OF THESE PURPOSES, the Association shall solicit and receive funds and real, personal or mixed property and interests therein by gift, transfer, devise or bequest, and invest, reinvest, hold, manage, administer, expend and apply such funds and property, subject to such limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise or bequest.

Section D. THIS ASSOCIATION SHALL NOT serve or act in disputes among neighbors.

Section E. THIS ASSOCIATION shall in no way reserve the right to in any way infringe upon the rights and privileges of property owners or residents in the use, maintenance, alteration, or improvements of said property.

#### **ARTICLE IV.** **MEMBERSHIP**

Section A. ACTIVE MEMBERSHIP - Active Membership shall be open to all persons who are either residents, landowners, or tenants in the defined area of the Neighborhood. Active Members shall have the right to vote and are eligible for Board Membership and shall have the right to hold Executive Office.

Section B. ASSOCIATE MEMBERSHIP - Associate Membership shall be open to persons who are interested in the objectives of the Association, but are neither owners of property or residents of the defined area of the Neighborhood. Associate Members shall have the right to vote and are eligible for Board Membership with the exception of holding Executive Office.

Section C. BUSINESS MEMBERSHIP - Business Membership shall be open to persons representing business located within the defined area of the Neighborhood. Business Members shall have all privileges of Active Membership excepting that Board Membership is limited to one (1) Business Member.

Section D. DUES

1. Regular Membership dues shall be \$10.00 per year.
2. Associate Membership dues shall be \$10.00 per year.
3. Business Membership dues shall be \$25.00 per year.
4. Dues shall be payable at the Annual Membership Meeting.

Section E. ANNUAL MEMBERSHIP MEETING

1. The Association shall have an Annual Membership Meeting to be held on a Sunday of March of each year.
2. Written notice of at least ten (10) days before such Meeting shall be posted and distributed to each Member.
3. The purpose of the Meeting is to elect the Board and other business of the Association.
4. Only one Member per household may cast a vote.
5. Annual Membership Dues shall be payable at this Meeting.
6. Only Members who are current in payment of their dues shall be eligible to vote.
7. A quorum shall be ten percent (10%) of the Membership
8. Copies of these Bylaws shall be available to the Membership at this meeting.



Section F. SPECIAL MEMBERSHIP MEETINGS may be called by the Board or the Chair or ten percent (10%) of the Membership for a stated purpose or purposes. Not less than ten (10) days before such Meeting notice shall be posted and distributed to each Member.

Section G. ALL MEMBERSHIP MEETINGS shall be open to the Membership.

## ARTICLE V. BOARD OF DIRECTORS

### Section A. BOARD POWERS

1. The affairs of the Association shall be under the management of a Board of Directors (hereafter referred to as the Board) or whomever it designates.
2. The Board shall have and exercise all of the powers and prerogatives granted to the Directors of private corporations under the laws of the State of Texas.
3. The Board shall make an annual report to the Membership at the Annual Membership Meeting.

### Section B. REPRESENTATION ON THE BOARD

1. Nine (9) Directors shall represent and be elected by the Active Membership, excepting that not more than three (3) Directors may be non-property owners or residing outside the boundaries of the Neighborhood, nor shall more than one Director be elected or appointed from any single household located in the Neighborhood.
2. One (1) additional Director shall represent the Business Membership.

### Section C. DIRECTORS

1. Directors shall serve without pay.
2. Any Director or Officer who files for election to any public office shall therewith cease to be such Director or Officer without further notice, and their resignation as Director or Officer is effective upon and as of the date of such filing.
3. Directors representing the Active, Associate and Business Membership shall be elected at the Annual Meeting for a single term of three years and may be elected to another term only after one intervening year.
4. Board vacancies shall be filled by the Board and the person or persons so appointed to fill such vacancies shall hold office until the next Annual Membership Meeting when the remaining portion of the term of office shall be filled as usual. Persons appointed to fill a vacancy shall be eligible to seek election to the Board.
5. Directors absent from three or more consecutive Regular Board of Directors Meetings may be replaced by the Board, at its discretion, upon a majority vote.
6. Nominations for Directors shall be made by the Nominating Committee. Nominations may also be made from the floor.

### Section D. BOARD MEETINGS

1. The Board shall hold their Annual Directors Meeting within ten (10) days after adjournment of the Annual Membership Meeting for the purpose of electing Officers and general organizational purposes.
2. Regular Board of Directors Meetings shall be scheduled by the Board.
3. Special Board of Directors Meetings may be called by the Board Chair or three Members of the Board. Special Board of Directors Meetings must be called for a specific purpose or purposes and three (3) days notice must be given and posted for the Membership.



4. A majority of the Board shall constitute a quorum of any Board Meeting.
5. All Board Meetings shall be open to the Membership.

Section E. BOARD OFFICERS

1. At the Annual Directors Meeting the Board shall elect from its Members a Chair, Vice-Chair and Secretary.
2. Officers shall serve for one year.
3. Officers shall serve without pay.
4. In the event of a vacancy in any Office, the Board shall fill such vacancy from its Members.

Section F. DUTIES OF OFFICERS

1. The Chair shall preside at all Meetings of the Board and at Membership Meetings, shall be an ex-officio member of all Committees, sign all instruments in writing on behalf of the Association requiring the Chair's signature, and perform such other duties as pertains to the office and as may be required of the Chair by the Board.
2. The Vice-Chair shall perform such duties as are normally performed by one in this position and such others as shall be designated by the Chair.
3. The Secretary shall attend all Meetings of the Membership and of the Board and shall keep a full and accurate account of the proceedings of such Meetings in a permanent book to be kept for that purpose. The Secretary shall keep such other books and perform such other duties as pertains to the office and as may be required of the Secretary by the Board or by the Chair. All such accounts and records shall be the property of the Association.

Section G. THE BOARD SHALL SELECT A TREASURER to serve at the pleasure of the Board. The Treasurer shall keep a full and accurate account of all receipts and disbursements of the Association in permanent books belonging to the Association and shall deposit all money and valuable objects of the Association in such depositories as may be designated by the Board. A report of the finances of the Association shall be made by the Treasurer whenever required by the Chair, and a report of like character shall be submitted at each Annual Membership Meeting. The Treasurer may be required by the Board or by the Chair at any time to give suitable bond. The Treasurer shall perform such other duties as pertains to the office and as may be required of the Treasurer by the Board or by the Chair.

Section H. STANDING COMMITTEES

1. NOMINATING COMMITTEE - The Nominating Committee shall consist of three (3) Members appointed by the Chair at least sixty (60) days prior to the Membership Meeting for the purpose of selecting a slate of candidates for Board Membership. The Chair shall not serve on the Nominating Committee.
2. BYLAWS COMMITTEE – The Bylaws Committee shall consist of at least three (3) Members appointed by the Chair for the purpose of reviewing for appropriateness all amendments proposed by Members and, together with their recommendation, informing the Membership of the intent to amend the Bylaws as may be required.
3. PROGRAM COMMITTEE – The Program Committee shall consist of at least three (3) Members appointed by the Chair for the purpose of organizing and carrying out the programs and activities of the Association as directed by the Board.
4. HISTORIC RESOURCES COMMITTEE – The Historic Resources Committee shall consist of at least three (3) Members owning property within the River Road Historic District appointed by the Chair for the purpose of assisting Members and the Association in its interactions with City of San Antonio entities as may concern the River Road Historic District as directed by the Board.



Section I. SPECIAL COMMITTEES may be created by the Board and appointed by the Chair. Special Committees shall terminate upon the date stipulated in their creation or at the Annual Directors Meeting unless renewed by the Board.

Section J. PERSONS SELECTED BY THE BOARD TO REPRESENT the Association on other Boards, Committees, Task-Forces, etc. shall be subject to annual renewal at the Annual Directors Meeting and at the discretion of the Board.

## ARTICLE VI. ASSETS AND INCOME

Section A. THIS ASSOCIATION shall be without capital stock.

Section B. THIS ASSOCIATION is strictly not for profit and any income it may receive shall be used for the purpose for which this Association is formed.

Section C. THE INCOME OF THIS ASSOCIATION shall be derived solely from Annual Membership Dues as herein provided, from donations and contributions from its members and others, and from projects designed to finance and to further the aims of this Association. This Association shall receive funds as may be necessary to carry out its objectives from such dues, voluntary subscriptions, donations, gifts, conveyances, bequests, annuities or otherwise.

Section D. TITLE TO ALL PROPERTY owned or which may be owned by this Association shall be vested in this Association and may be sold, conveyed or otherwise disposed of or encumbered by said Association in the manner provided by the laws of the State of Texas. In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of this Association, voluntary or involuntary or by operation of law, or any provisions hereof, the following provisions shall apply:

1. THIS ASSOCIATION shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this Association from qualifying (and continuing to qualify) as a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1954, contributions to which are deductible for federal income tax purposes.
2. NO SUBSTANTIAL PART of the activities of this Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any activities that are unlawful under the laws of the United States, or Texas, or any other jurisdiction where such activities are carried on; nor shall it engage in any transaction defined at the time as "prohibited" under Section 501 (c) (3) of said code.
3. THIS ASSOCIATION shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part of portion of the assets or net earnings of this Association shall be used, nor shall this Association ever be organized or operated for purposes that are not exclusively charitable, scientific, or educational within the meaning of Section 501 (c) (3) of the code.
4. NO COMPENSATION or payment shall ever be paid or made to any Officer, Director, or Trustee of this Association or substantial contributor to it, except as reasonable allowance for actual expenditures or services actually made or rendered to or for this Association; and neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any Member or private individual within the meaning of Section 501(c)(3) of the code.



5. IN THE EVENT OF TERMINATION, dissolution or winding up of this Association in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to (and only to) one or more organizations described in Section 501 (c) (3) of the code.

Section E. ANY REFERENCES HEREIN to any provision of the Internal Revenue Code of 1954 shall be deemed to mean such provision as is now or hereafter existing, amended, supplemented, or superseded, as the case may be.

Section F. THE PRIVATE PROPERTY of the Members of the Board of Directors and officers of this Association shall not be subject to payment of corporate debts to any extent whatsoever.

**ARTICLE VII.**  
**MISCELLANEOUS**

Section A. SEAL - This Association may have a Seal if so voted by the Board, and in such event the Board shall determine the design of such Seal.

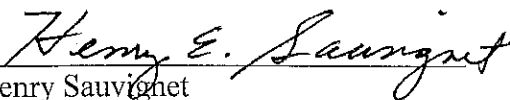
Section B. FISCAL YEAR - The fiscal year of this Association for all purposes other than the payment of dues as provided herein, shall begin on January 1st and end on December 31st following in each year.

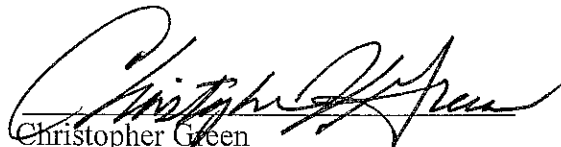
Section C. RULES OF ORDER - The rules contained in the latest issue of *Robert's Rules of Order* shall govern this Association.

**ARTICLE VIII.**  
**AMENDMENT**

AMENDMENT – Proposed amendments to these Bylaws must be submitted in writing to the Bylaws Committee for review. The Bylaws Committee shall, upon ten (10) days notice to the Membership of intent to amend, present the proposed amendment along with the Committee’s recommendations to the Members at the Annual Membership Meeting or to a Special Called Membership Meeting called for the specific purpose of amendment. A majority vote of the membership present shall be required for amendment.

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Henry Sauvignat  
Board Secretary

  
Christopher Green  
Board Chair