

BYLAWS OF THE MUELLER NEIGHBORHOOD ASSOCIATION (MNA)

Adopted by General Membership, January 2016

ARTICLE I. NAME

Section 1.1 The name of the organization is the “Mueller Neighborhood Association,” a Texas nonprofit corporation.

ARTICLE II. PURPOSE

Section 2.1 The Mueller Neighborhood Association (“Association” or “MNA”) is a non-profit, non-partisan organization purposed with promoting common interests as well as with preserving and enhancing the quality of life, safety, residential characteristics, and property values in the Mueller neighborhood and adjoining areas.

ARTICLE III. BOUNDARIES

The boundaries of the Association are as defined by the metes and bounds description in Exhibit A of the Mueller Master Development Agreement.

ARTICLE IV. MEMBERSHIP

Section 4.1 Any person eighteen years of age or older who resides within the described boundaries may become a voting member of the Association. In addition, a person who has signed a real estate contract to purchase or to rent and occupy a residence within six months within the described boundaries shall be deemed to reside there and is eligible for voting membership.

A. Members are required to pay dues and submit a completed membership form before they are allowed to vote on any matter before the Association.

B. Annual dues shall be assessed on each person eighteen years of age or older who seeks membership in this organization and who resides within the boundaries described above. Dues shall be renewed on or before November 30 of each year regardless of when the individual joined the Mueller Neighborhood Association. Dues paid after November 30 shall be applied to the next fiscal year.

C. New members who join the Association between October 1 and November 30 shall be granted membership effective immediately and the term of the membership shall be valid until the expiration on November 30th of the following fiscal year.

Section 4.2 Membership shall be relinquished by any member who changes residence to outside of the described boundaries.

Section 4.3 Each voting member shall be entitled to vote on any matter that comes before the membership. —A member's right to vote commences 14 days after initial payment of dues and the submission of a membership form. Each member shall be entitled to one vote on each question.

A. A member who has been delinquent in payment of dues for less than 6 months may be reinstated to membership with voting rights upon payment of dues, with no waiting period. A member delinquent in payment of dues for more than 6 months may rejoin as a new member but must adhere to the 14 day waiting period before voting.

B. Voting by proxy shall not be permitted either in votes of the general membership or of the Steering Committee.

C. Any person or organization may become an associate member of the Association. Associate membership shall convey no voting rights.

Section 4.4 Any person or organization may become a business member of the Association. Business members may be listed in each newsletter published by the Association at the discretion of the Newsletter Committee. Business membership shall convey no voting rights.

Section 4.5 Annual dues for each level of membership shall be set by the Steering Committee before November 15th of each year. If the Steering Committee fails to act on setting dues, dues will remain at the previous year's level.

Section 4.6 The Association may itself be a member of the Austin Neighborhoods Council and other organizations that relate to the Mueller neighborhood and each year the Steering Committee shall designate a member or members to represent it at meetings of that body and other bodies.

Members so designated are empowered to cast any votes such member determines in good faith to be in keeping with established policy of the MNA. If there is no clear established policy and time is of the essence, such member is entitled to cast a vote that such representative believes to be in the best interest of the MNA, provided that, any such vote shall, as soon as reasonably practicable, be reported to the MNA SC. For the avoidance of all doubt, in the event that there is established MNA policy on a matter to be considered by such representative, such representative must vote in

accordance with such MNA policy, however, in the absence of such established policy, the representative is entitled to make a determination on behalf of the MNA SC.

If at any time, a majority of the MNA SC determines that such representative is not, has not, or cannot adequately represent the MNA on such organization, then the MNA SC may revoke such authority to cast a vote on its behalf and assign such representation to another MNA member.

ARTICLE V. MEETINGS OF THE MEMBERSHIP

Section 5.1 An annual meeting of the membership shall be held in January each year, at a time and place to be determined by the Steering Committee, for the purpose of electing members to the Steering Committee and transacting such other business as may come before the meeting. If the election of the Steering Committee should fail to take place on the date designated, the Steering Committee shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be done.

Section 5.2 Regular meetings of the membership shall be held at least quarterly at a time and place to be determined by the membership at a previous meeting, or by the Steering Committee.

Section 5.3 Special meetings of the members may be called by the Steering Committee or shall be called by the Steering Committee upon the written request of not less than 10 voting members. Only that business specified in the call may be taken up at a special meeting.

Section 5.4 4. All annual, regular, and special meetings of the members shall require notice specifying date, time, place and agenda as known.. Posting on the official website that has been selected by the Steering Committee shall suffice for notice. The notice shall be provided not less than 7 days nor more than 30 days prior to the meeting.

Section 5.5 5. A quorum for the annual meeting and all subsequent general membership meetings shall be 20 voting members.

ARTICLE VI. STEERING COMMITTEE

Section 6.1 The Steering Committee shall be the principal governing and policy recommending body of the Association. Actions of the Steering Committee shall be subject to the will of the membership as expressed at annual, regular, and special meetings.

Section 6.2 The Steering Committee shall consist of 13 members and one (or two, if there are Co-Chairs whose terms have expired) *ex-officio* (non-voting) member(s), all of whom

must be current members of the Association. No more than one member of a household may serve on the Steering Committee as a voting member at any given time.

Section 6.3 Members of the Steering Committee shall be elected at large to serve one-year terms, the election to take place at the annual meeting.

A. At least 13 names shall be submitted in nomination to the Steering Committee by the Nominating Committee. Nominations may also be made from the floor by any voting member. Any nomination by the Nominating Committee shall be published in the notice of the annual meeting.

B. Election of the Steering Committee members shall be by paper ballot if there are more than 13 nominees. Each voting member may cast 13 votes, each for a different nominee. A tie shall be decided by an agreed upon method of chance.

C. Members of the Steering Committee shall take office at the close of the meeting at which they are elected and shall serve until their successors are elected.

D. A member may serve no more than three consecutive one-year terms on the Steering Committee.

Section 6.4 Vacancies on the Steering Committee occurring between annual meetings shall be filled by election at the next membership meeting, provided that the election is included in the agenda in the required notice of the meeting.

Section 6.5 The Steering Committee shall hold regular meetings a minimum of 4 times a year at a time and place designated by the Steering Committee.

Section 6.6 Special meetings of the Steering Committee may be called by the Chairperson or by any four of its members. There shall be at least two days notice of a special meeting to all Steering Committee members.

Section 6.7 7. A quorum of the Steering Committee shall be seven voting members.

Section 6.8 The Steering Committee shall be empowered to conduct the business of the Association between membership meetings. Any action taken by the Steering Committee shall not be in direct contradiction of the will of the general membership. In case of necessity, it shall be empowered to determine policy questions by an affirmative vote of at least 7 members, but only in the name of the "Mueller Neighborhood Association Steering Committee."

Section 6.9 The Steering Committee shall govern and maintain an official neighborhood website. This responsibility may be delegated to a Special Committee.

Section 6.10 The Steering Committee may take action via electronic voting provided that all members of the Steering Committee are present on the electronic correspondence.

Section 6.11 Any member of the Association may participate at Steering Committee meetings. However, only Steering Committee members eligible to vote may vote on questions before the Committee.

Section 6.12 With the exception of costs relating to publication and distribution of a newsletter, expenditures in excess of \$50.00 require approval of the Steering Committee or the members. Either the Chair, Co-Chairs, or Treasurer are the only authorized representatives to sign checks on behalf of the MNA. Expenditures less than \$50 require the express permission of at least one officer of the MNA other than the Treasurer.

Section 6.13 A member of the Steering Committee who fails to attend three consecutive regular meetings of the Steering Committee (including regular membership meetings) without reasonable excuse, or who ceases to be a member of the Association, shall be considered to have resigned, and a vacancy shall be declared by the Steering Committee. A member of the Steering Committee may be removed from the Committee for any reason by a two-thirds vote of a quorum of the general membership, provided that the recall is included in the agenda of the required notice of the meeting. A Steering Committee member may resign by submitting his/her resignation, in writing, to the current Steering Committee Chair. Any Steering Committee member who has resigned or who has been removed is not barred from future service on the Steering Committee.

ARTICLE VII. STEERING COMMITTEE OFFICERS

The officers of the Association shall be the Chair (or, at the discretion of the Steering Committee, two Co-Chairs), Vice-Chair, Secretary, Treasurer, and the Immediate Past Chair(s).

Section 7.1 A newly-elected Steering Committee shall meet in executive session following the election, to elect officers. A majority of the Steering Committee shall elect the officers. A temporary Chair may be selected until a permanent Chair is elected, provided that the election shall be no later than 30 days from the Steering Committee's election.

Section 7.2 The officers shall take office at the close of the meeting at which they are elected. The terms shall extend for one year.

Section 7.3 The duties and responsibilities of the officers are as follows:

A. The Chairperson (or a Co-Chair) shall preside at all meetings of the membership and the Steering Committee. The Chairperson (or Co-Chairs) shall be the principal representative of the Association. The Chair (or Co-Chairs) shall be responsible for providing the

required notices for meetings to all members. The Chair (or one of the Co-Chairs) will be designated as the Registered Agent for the Mueller Neighborhood Association for all official correspondence between the MNA and the State of Texas.

B. In the absence or disability of the Chairperson (or both Co-Chairs), the Vice-Chairperson shall perform the duties of the Chairperson. The Vice Chair, or a designee on the Steering Committee, shall maintain a complete and current roster of members in order to ensure that only members in good standing can vote at meetings. The Vice Chair should also notify members before their annual membership expires

C. The Secretary shall keep a complete record of all general membership meetings and Steering Committee meetings. Minutes of Steering Committee and general membership meetings shall be posted for review prior to the next general membership meeting or Steering Committee meeting, whichever comes first. In the absence of both the Chairperson (or both Co-Chairs), and Vice-Chairperson, the Secretary shall call the meeting to order and preside over the meeting.

D. The Treasurer shall collect, disburse, and safely keep all Association monies. The Treasurer, shall make a report to the general membership and to the Steering Committee at each of their meetings.. The Treasurer will serve as liaison between the Steering Committee and the Newsletter Committee. In the absence of both the Chairperson (or both Co-Chairs), and Vice-Chairperson, and Secretary, the Treasurer shall call the meeting to order, or another member of the Steering Committee designated by the Chair (or Co-Chairs) and preside over the meeting.

E. The Immediate Past Chair (outgoing Chair or Co-Chairs) shall remain on the Steering Committee for one year as an *ex-officio* (non-voting) member to assist in the transition and provide continuity between changes of officers.

Section 7.4 An officer who fails to properly perform the prescribed duties of office shall be removed by a majority of the entire Steering Committee or by a two-thirds vote of the membership, provided that there is a quorum and the recall is included in the agenda of the required notice of the meeting. When an officer is removed from office, they may no longer serve as an officer for the remainder of their term. An officer may resign by submitting their resignation, in writing, to any other officer on the Steering Committee.

ARTICLE VIII. COMMITTEES

Section 8.1 There shall be two classes of committees within the Association: Standing Committees and Special Committees.

Section 8.2 Members of standing committees shall be elected each year by the Steering Committee as soon as possible after the annual meeting. Members shall be selected from the general membership and from the Steering Committee. Each standing committee shall select a chairperson from among its members. There shall be three standing committees: Nominating, Audit, and Newsletter.

A. The Nominating Committee shall be a standing committee consisting of at least five members, no more than two of whom shall be members of the Steering Committee. It shall present a slate of eligible candidates who have presented notice of an intent to run for election for the Steering Committee election prior to the annual meeting as specified previously in the bylaws; choosing from among persons who have demonstrated interest in activity furthering the goals of the Association. It shall verify that all candidates are eligible per the Bylaws.

B. The Audit Committee shall be a standing committee consisting of three members, exactly one of whom is a member of the Steering Committee. This committee should meet once a year, at a determined time.

(i) It shall review the annual budget (if applicable) and fiscal condition of the Mueller Neighborhood Association. It shall also review IRS and State of Texas filings and records maintenance.

(ii) It shall also issue a periodic report to the Steering Committee regarding the Association's income and expenses.

(iii) Neither the Treasurer nor the signatories of checks shall serve on this committee.

C. The Newsletter Committee shall be a standing committee consisting of at least five members, including the Treasurer and at least one other member of the Steering Committee. It shall publish and distribute the official MNA newsletter on at least a quarterly basis.

D. In the absence of a Nominating Committee, Audit Committee, or Newsletter Committee the functions of those committees shall be prescribed to the Steering Committee.

E. Additional standing committees may be formed upon recommendation of the Steering Committee and approval of the membership.

Section 8.3 Special Committees may be formed or dissolved as necessary by the Steering Committee or by motions from the floor at membership meetings. Special Committee chairpersons must be Association members and are appointed by the Steering Committee. At the time of the formation of a Special Committee, the Steering Committee shall designate the

proportion of members of the Special Committee who must be members of the Association. A majority of those on each Special Committee must be Association members.

Section 8.4 From time to time, a Bylaws Committee shall be appointed as a special committee according to the terms of Section 8.3.

ARTICLE IX. POLITICAL ACTIVITIES

Section 9.1 Neither the Association nor any member purporting to speak for it shall endorse any candidate for public office or any political party. Nonpartisan candidate forums sponsored by MNA are permitted.

ARTICLE X. POLICY DETERMINATION

Section 10.1 MNA Policy positions shall be determined by a majority vote when a quorum is present at a general meeting of the membership. Between membership meetings, policy positions may be determined with a vote of at least 7 Steering Committee members, as specified Section 6.8 of these Bylaws.

Section 10.2 No member of the Association or its Steering Committee may make a public statement as a representative of either body without such authorization.

Section 10.3 Any voting member of the Association may raise a motion regarding a policy determination if the policy item is properly noticed on the agenda.

ARTICLE XI. BOOKS AND RECORDS

Section 11.1 All books and records of the Association may be inspected by any voting member at any reasonable time.

Section 11.2 The roster of members may not be given to any non-MNA entity without Steering Committee or general membership approval. The roster shall not be used for political, commercial, or any other activity not directly related to the association. Neither the Steering Committee nor any member of the Steering Committee shall release the roster or the names of its members or any information pertaining to them except for Steering Committee- or general membership-approved MNA-related events or business or activities.

Section 11.3 Members may specify that information about them may not be released at all.

ARTICLE XII.
FISCAL YEAR

Section 12.1 The fiscal year of the Association shall begin on December 1st and extend to November 30th of the following calendar year.

ARTICLE XIII.
PARLIAMENTARY AUTHORITY

Section 13.1 Rules contained in the current edition of Roberts' Rules of Order, Newly Revised shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XIV.
AMENDMENT

Section 14.1 The bylaws may be amended, altered, or repealed by a two-thirds vote at any meeting of the membership with a quorum, provided that the exact wording of the proposed change is included in the agenda of the required notice of the meeting.

ARTICLE XV.
DISSOLUTION OF THE MNA, PAYMENT OF DEBTS AND DISTRIBUTION OF THE
REMAINING ASSETS.

Section 15.1 Upon dissolution of the MNA, all obligations will be paid. Remaining assets will then be donated to the Mueller Foundation, a not-for-profit organization.

ARTICLE XVI.
REPEAL

Section 16.1 With adoption of these bylaws, all previous bylaws and articles are hereby repealed.

This completes the Bylaws of the Mueller Neighborhood Association.