

**ARTICLE I
NAME**

The name of this Corporation shall be V. J. NEIGHBORHOOD, INC., hereinafter referred to as the Corporation. (V.J. = Vance Jackson)

**ARTICLE II
OBJECTIVES**

The objectives of this Corporation shall be as follows:

1. To research the special historical, cultural, ecological and cultural elements, which form the neighborhood, and educate the membership and any interested parties concerning these elements.
2. To encourage an active and knowledgeable involvement in community affairs so that the quality of life in the neighborhood will be maintained and enhanced;
3. To study and educate ourselves and any interested parties in all aspects of city planning theory and practices;
4. To promote a spirit of cooperation and pride among the residents, landowners and anyone doing business in the area;
5. To identify public and private agencies which have an interest or responsibility in the neighborhood, and to work with such agencies to plan for orderly growth so that such growth will be compatible with the character of the neighborhood;

**ARTICLE III
BOUNDARIES**

The defined area of the Corporation is all the land in San Antonio, Bexar County, Texas. Which would be enclosed by the following borders:

- NORTHERN BORDER: Huebner Road.
- EASTERN BORDER: Union Pacific/Southern Pacific right-of-way.
- SOUTHERN BORDER: Callaghan Road, extended southward, east of Vance Jackson Road to Old Brook Lane to include Colonial Oaks.
- WESTERN BORDER: Interstate 10.

**ARTICLE IV
MEMBERSHIP**

- SECTION 1.** Membership is open to residents, landowners, tenants, businesses, and institutions in the defined area. Such parties become members of the Corporation by notifying the secretary of the Corporation of such desire and by paying annual dues.
- SECTION 2.** Dues are due and payable in January of each year.
- SECTION 3.** Only members of the Corporation whose dues are current may vote and no member may cast more than one vote.
- SECTION 4.** All meetings of the Corporation shall be open to the general public, except when the board of directors meet in executive session to consider personnel or legal matters.

**ARTICLE V
GOVERNMENT**

- SECTION 1.** Board of directors. The general management of the affairs of the Corporation shall be vested in the board of directors. The directors shall act only as a board and individual directors shall have no powers as such.
- SECTION 2.** Officers. The officers of the Corporation shall consist of a president, vice-president, secretary, and a treasurer and such other officers and assistant officers as the board of directors may deem necessary.
- SECTION 3.** President as a committee member. The president shall be a member, ex officio, of all committees (except a nomination committee). The president may appoint the vice-president to serve ex officio on all committees.
- SECTION 4.** Representation authority.

A. Public position. The "official position" of the Corporation may only be determined by the Directors action or vote of the membership.

B. Public announcements. Only the president or his appointed representative may speak for the organization when presenting any official position, unless the board of directors designated another individual to speak for the Corporation.

SECTION 5. Registered officer and agent. The Corporation shall continuously maintain in the state of Texas a registered agent as required by the Texas Non-Profit Corporation Act. The registered office need not be the same as the principal office of the Corporation, and the address (which includes street and number) may be changed as desired by the board of directors upon formal notification of the Secretary of State.

**ARTICLE VI
MEETINGS**

SECTION 1. Annual meeting of membership. The annual meeting of members of the Corporation called to elect the board of directors shall be held within the first thirty-one (31) days of the new calendar year. Written notice of the annual meeting shall be made to each member at least ten (10) days prior to the meeting.

SECTION 2. Special meetings of members. Special meetings shall be called by the president: (1) at the president's discretion, (2) at the direction of the board of directors, or (3) upon written request to the President by 10% of the membership. Notice of the meeting shall be made to each member at least ten (10) days prior to the meeting. At such special meeting there shall be considered only such business as is specified in the notice of the meeting.

SECTION 3. Quorum for members' meeting. At all meetings of the Corporation 10% of the membership present, in person or by proxy, shall constitute a quorum. The vote of the majority of the votes entitled to be cast at a meeting where a quorum is present shall be the act of the members' meeting.

SECTION 4. Lack of quorum. If a quorum is not present, the presiding officer may adjourn the meeting until a quorum is present.

SECTION 5. Meetings of board. Meetings of the board of directors shall be called by the president whenever it is deemed necessary (at least once a quarter) or by the secretary upon request of any three members of the board of directors. A minimum of three (3) days notice of meetings of the board shall be made to all directors. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

SECTION 6. Quorum for board meetings. Eight (8) directors present in person shall constitute a quorum. Directors present by proxy may not be counted toward a quorum. The act of the majority of the directors present in person or by proxy shall be the act of the board of directors.

**ARTICLE VII
ELECTION OF DIRECTORS AND OFFICERS**

SECTION 1. Election of directors. Directors shall be elected for two-year terms by neighborhood caucus prior to or at the annual VJ Meeting; those elected will so notify the secretary. Each neighborhood shall be represented by two directors. The neighborhoods should stagger their directors' terms for the sake of representational continuity.

SECTION 2. Vacancies in the board of directors. A vacancy shall be filled by the neighborhood where the vacancy occurs; a director so elected will serve until the next annual meeting and then be subject to the normal election process.

SECTION 3. Election of officers. The board of directors shall elect from among their number a president, a vice-president, a secretary, and a treasurer. Any two or more offices may be held by the same person, except the offices of president and secretary. The meeting of the board of directors to elect officers shall be held within ten (10) days following the annual meeting of the members. Officers elected shall hold office until new officers are elected.

SECTION 4. Vacancies in offices. If a vacancy occurs among the officers, except in the office of president, the vacancy shall be filled for the unexpired term by the board of directors. In the event of a vacancy in the office of president, the vice-president shall become president for the unexpired portion of the term.

**ARTICLE VIII
DUTIES OF OFFICERS**

SECTION 1. President. The president shall preside at all meetings of the Corporation and of the board of directors and shall appoint such committees as are considered expedient or necessary.

SECTION 2. Vice-President. In the absence of the president, the vice-president shall perform his duties; in the absence of both president and vice-president, the treasurer shall preside and assume the duties of the president.

SECTION 3. Secretary. The secretary shall keep the minutes of all meetings of the Corporation and of the Board of Directors; maintain a current voting (membership) list; and shall initiate all notices for meetings of the Corporation or the board of directors.

SECTION 4. Treasurer. The treasurer shall have charge of all receipts and monies of the Corporation, deposit them in the name of the Corporation in a bank approved by the board of directors, and disburse funds as ordered or authorized by the board of directors. He/she shall keep regular accounts of his/her receipts and disbursements, submit his/her record when requested, and give an itemized statement at meetings of the Corporation. He/she shall sign checks and withdrawal slips on behalf of the Corporation upon any and all of its bank accounts, and the same shall be honored on his/her signature.

SECTION 5. Execution of Instruments. The president, vice-president, secretary, or treasurer shall, on being so directed by the board, sign all leases, contracts, or other instruments in writing.

SECTION 6. Service of officers. Each officer shall serve until a successor has been duly elected, and shall deliver to his/her successor, within fifteen days after retiring from office, all records, books, papers, and other property belonging to the Corporation.

**ARTICLE IX
DUTIES OF DIRECTORS**

SECTION 1. The board of directors shall make an annual report to the annual membership meeting.

SECTION 2. Any director or officer who files for election to any paid public office shall therewith cease to be such director or officer without further notice, and his/her resignation as director or officer is hereby accepted upon, and as of, the date of such filing.

SECTION 3. The board of directors is accountable to the members of the corporation for managing the affairs of the Corporation, and none of its actions shall conflict with the actions approved by vote of the membership. The board is also accountable to the state of Texas and the federal government for purposes of adhering to state corporate law and federal legislation affecting non-profit corporations.

**ARTICLE X
FINANCE**

SECTION 1. This Corporation shall be without capital stock.

SECTION 2. General considerations.

a. In support of the charitable and education purposes for which it was formed, the Corporation may solicit and receive funds and real, personal or mixed property and interests therein by gift, grant, 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. The Corporation may also receive income from membership dues as here-in provided. The amount of the dues shall be recommended by the board of directors and approved by the membership.

b. No compensation or payment shall be paid to any officer.

director, or any other officer of the Corporation or contributor to it, except as reasonable allowance for actual expenditures or services actually rendered to or from this Corporation; neither the whole or 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 Internal Revenue Code.

SECTION 3. Fiscal year. The fiscal year of the Corporation shall be from January 1 through December 31, inclusive.

SECTION 4. Financial review. A financial review to make an annual examination of the financial accounts of the Corporation, shall be performed and submitted to the board of directors. This review will be performed by a person who may be a member or director, but may not be an officer of the Corporation.

**ARTICLE XI
GENERAL PROVISIONS**

SECTION 1. Seal. This Corporation may have a seal if so voted by the board of directors, and in such event, the board of directors shall determine the design of such seal.

SECTION 2. Parliamentary authority. The rules contained in the current edition of ROBERT'S RULES OF ORDER, newly revised, shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Corporation may adopt.

SECTION 3. Prohibited activity. No substantial part of the activities of this Corporation 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 distributing of statements), any political campaign on behalf of any candidate for public office.

SECTION 4. Maintenance. It will NOT be the purpose of this organization to take on any maintenance expense of any one or more neighborhood areas, but rather each neighborhood area is responsible for its own maintenance of common property, fences, entry ways et cetera.

SECTION 5. Notice. The term "notice" in regards to meeting shall be construed to include place, date, and time.

**ARTICLE XII
AMENDMENT OF BY-LAWS**

These by-laws, or any part thereof, may be amended or repealed at any meeting of the membership at which there is a quorum, by a majority vote of those present. When any amendment of the by-laws is to be proposed at any such meeting, a notice of such meeting, containing a recital of the by-law or by-law to be amended, and including the proposed amendment, must be given at least (10) days in advance of such meeting.

REVISION APPROVED: 1/28/99

Supersede Original 9/18/85
Amends. 1/16/96 & 5/14/97