

AMENDED AND RESTATED BY-LAWS
OF
THE SWEDE HILL NEIGHBORHOOD ASSOCIATION
(A TEXAS NONPROFIT ASSOCIATION)
(Effective October 7, 2014)

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(A TEXAS NON-PROFIT ASSOCIATION)

(Effective July 7, 2015)

The Swede Hill Neighborhood Association (hereinafter referred to as the “SHNA”) hereby adopts these Amended and Restated By-Laws which supersede all previous By-Laws of the SHNA in their entirety:

ARTICLE I

PURPOSE AND OBJECTIVES

Section 1.1. The is a nonprofit association organized on March 3, 1995 under the laws of the State of Texas. The SHNA will not engage in partisan politics or endorse or otherwise support political candidates. The SHNA is not organized for profit, and no profit shall accrue to any person by virtue of membership or office in the SHNA.

Section 1.2. The purpose of the SHNA is to foster an amicable, supportive community of neighbors; provide a forum for communication and discussion amongst neighbors; act as liaison between neighborhood residents and federal, state, municipal and community agencies and their representatives; and seek to improve the quality of life for Swede Hill residents by addressing matters including, without limitation, land use and development, traffic and parking, environmental protection, public services, beautification, and crime.

Section 1.3. The objectives of the SHNA are to inform Swede Hill residents and property owners about issues that affect the neighborhood; preserve the historic and residential character of the neighborhood; investigate matters of neighborhood concern and share recommendations with residents and property owners and all relevant community, municipal, state and federal agencies; promote safety and security for Swede Hill residents and businesses, with particular attention to crime, traffic and parking; promote development of desired commercial services that respects and enhances the residential core; work toward greater inclusion of all residents in the SHNA’s decisions and actions; and preserve and enhance public green space within the SHNA’s boundaries, including, without limitation, Swede Hill Park and Oakwood Cemetery.

ARTICLE II

DEFINITIONS

In these By-Laws:

1. The "SHNA" shall mean the Swede Hill Neighborhood Association.
2. "Swede Hill Resident" or "Resident" shall mean any person residing within the boundaries of the SHNA.
3. "Single Family Property" shall mean any property within the SHNA boundaries with a base zoning designation of SF-3 or SF-4a or b, excluding any such property that is operated as an STR 2 or STR 3 as defined by the City of Austin.
4. "Multifamily Property" shall mean any property within the SHNA boundaries with a base or combining zoning designation of SF-5 or higher, including, without limitation, SF-5, SF-6, MF-1, MF-2, MF-3, MF-4, MF-5, MF-6, -MU, or VMU.
5. "Non-Resident Swede Hill Business Owner" shall mean any person not residing within the boundaries of the SHNA but possessing a business interest or owning a real property other than a Single Family Property that lies within the boundaries of the SHNA.

ARTICLE III

BOUNDARIES

The boundaries of the SHNA are as follows: The north side of East 12th Street to the south, the east side of IH-35 to the west, the south side of East Martin Luther King Jr. Boulevard to the north, and the west side of Comal Street to the east.

ARTICLE IV

MEMBERSHIP

Section 4.1. Membership in the SHNA is open to any person 18 years of age or older who is a Swede Hill Resident or a non-resident owner of a Single Family Property within the boundaries of the SHNA.

Section 4.2. A maximum of four (4) memberships shall be granted with respect to a given Multifamily Property, with the distribution of such memberships to be determined by the owner(s) and tenant(s) of such Multifamily Property.

Section 4.3. Non-Resident Swede Hill Business Owners are invited to participate in the SHNA as non-members.

Section 4.4. Any eligible person shall become a member of the SHNA after all of the following occur: (1) attendance at a meeting of the SHNA, (2) registration of his or her name and address in the SHNA membership roll, and (3) payment of applicable annual dues. Member registration may be made at any regular or annual meeting of the SHNA.

Section 4.5. The annual membership period shall run from the start of the annual meeting up until the start of the next annual meeting. All members must renew their membership annually in order to maintain their membership and corresponding rights.

Section 4.6. To renew his or her membership in the SHNA, a member must annually (1) re-register his or her name and address in the SHNA membership roll and (2) pay applicable annual dues.

Section 4.7. The amount of annual dues shall be established by a vote of the SHNA members.

ARTICLE V

MEETINGS OF THE SWEDE HILL NEIGHBORHOOD ASSOCIATION

Section 5.1. Meetings of the SHNA shall be held monthly unless the Board of Directors establishes otherwise. In no event, however, shall there be fewer than four (4) such regular meetings per year. A regular meeting may be cancelled or rescheduled by majority vote of the Board of Directors.

Section 5.2. Special meetings of the SHNA may be called by a majority of the Board of Directors for urgent matters. When a meeting is called with fewer than seven (7) days notice, it shall be considered a special meeting. Only the business specified by the call can be taken up at a special meeting. Notification must be provided to the SHNA's membership at least three (3) days prior to the date of the special meeting.

Section 5.3. The annual meeting of the membership shall be held every year on the 1st Tuesday in October upon thirty (30) days notice to the members. The purpose of the annual meeting is to inform the membership of events and issues concerning the SHNA and to elect members to the Board of Directors for the upcoming year. All standing committee reports shall be presented at the annual meeting.

Section 5.4. The Board of Directors shall prepare and approve by majority vote the proposed agenda for all regular, special and annual meetings of the SHNA.

Section 5.5. The President or designated Director shall attempt to provide notification for all regular, special or annual meetings of the SHNA by emailing a copy of the proposed meeting agenda to the members and posting the proposed meeting agenda on the SHNA's website at least ten (10) days prior to such a meeting. The Board of Directors may approve additional means of notification.

Section 5.6. The proposed meeting agenda shall include a brief but complete and fair description of any matter to be voted upon.

Section 5.7. Members may request that an item be placed on the proposed agenda for any regular or annual meeting by contacting the President or Secretary at least three (3) days before the meeting.

Section 5.8. The Secretary shall distribute copies of the proposed agenda at the beginning of each regular, special or annual meeting of the SHNA.

Section 5.9. A simple majority of the Board of Directors shall constitute a quorum regular, special or annual meeting of the SHNA.

Section 5.10. All regular, special and annual meetings of the SHNA are open to the public.

ARTICLE VI

VOTING

Section 6.1. All members of the SHNA are permitted to vote at any regular, special or annual meeting of the SHNA, subject to the limitations contained in these By-Laws.

Section 6.2. No member may cast more than one vote, regardless of the number of properties within the boundaries of the SHNA in which he or she has an ownership or leasehold interest.

Section 6.3. Except as set forth in Section 6.4 herein, voting shall be conducted in accordance with the following procedures: (1) upon signing in on the membership roll, each member shall receive a voting card from the Vice President or other designated monitor; (2) each member shall cast his or her vote by raised card; (3) the Secretary or designated counter shall count the votes cast and record them in the minutes; and (4) each member shall return his or her voting card to the Vice President or designated monitor by the end of the meeting.

Section 6.4. Voting shall only be conducted by ballot for elections of the Board of Directors or upon written request by a member with business up for a vote before the SHNA. Voting by ballot shall be conducted in accordance with the following procedures: (1) upon signing in on the membership roll, each member shall receive a ballot from the Vice President or other designated monitor; (2) each member shall complete his or her ballot and return it to the Secretary or designated counter; and (3) the Secretary or designated counter shall count the votes cast in the ballots and record them in the minutes.

Section 6.5. All ballots shall be prepared by the SHNA Board of Directors.

Section 6.6. Absentee and proxy voting are not permitted member of the the 's

ARTICLE VII

BOARD OF DIRECTORS AND OFFICERS

Section 7.1. The SHNA Board of Directors shall consist of five (5) or seven (7) Directors, dependent upon the availability of candidates running for the Board. Four (4) Directors shall serve on the Board's Executive Committee as officers (President,); and the remaining Directors shall serve at-large.

Section 7.2. The Board of Directors shall have the following responsibilities and powers:

- (a) To guide and carry out neighborhood business in accordance with these By-Laws and with the will of the membership;
- (b) To make decisions according to majority Board vote and represent the interests of the SHNA on all matters for which it is impractical to present to the membership in advance, and to report such actions to the membership at the next regular meeting;
- (c) To and staff committees to perform necessary functions and represent the SHNA on specified topics; and
- (d) To elect Officers.

Section 7.3. Each of the Officers on the Executive Committee shall be elected by a majority vote of all the members of the Board of Directors. The Officers' respective responsibilities and powers are as follows:

- (a) The President shall preside over all regular, special and annual meetings of the SHNA and all meetings of the Board of Directors and the Executive Committee.
- (b) registering new members; voting cards or , as applicable,
- (c) The Treasurer shall have charge of all funds belonging to the SHNA; shall maintain and have signing authority on the SHNA's bank account; receive, deposit and disburse funds for the SHNA in accordance with these By-Laws and the will of the membership; prepare financial reports annually and as otherwise directed by the Board of Directors; and shall

prepare the annual franchise tax report for filing by the SHNA's registered agent.

- (d) ; and shall organize and staff the election process according to these By-Laws

Section 7.4. The President, Secretary may each designate Director to perform such Officer's duties in his or her absence.

Section 7.5. The term of office for all Directors is one year. A Director may serve on the Board of Directors for a maximum of two (2) consecutive terms, following which he or she shall again become eligible for election after a minimum of one year as a non-director member. Only members are eligible to serve as a Director or Officer.

Section 7.6. The SHNA members may fill any vacancy on the Board of Directors by majority vote of the members present at a regular meeting or at a special meeting called for such purpose. A member elected to fill a vacancy shall serve the remainder of the unexpired term.

Section 7.7. Directors shall be elected annually by a vote of the membership at the SHNA's annual meeting as set forth below:

- (a) The names of candidates may be placed in nomination by any member;
- (b) Voting shall be conducted in accordance with the procedures set forth in Section 6.4 herein; and
- (c) The five (5) or seven (7) candidates receiving the highest number of votes cast shall be elected to the Board of Directors for the next term.

Section 7.8. The Board of Directors shall establish procedures with respect to the annual election as necessary and consistent with these By-Laws.

Section 7.9. The Board of Directors may meet from time to time, as determined by the President or a majority of the Board of Directors.

Section 7.10. A Director may be removed from office, with or without cause, by the members. Removal of a Director requires a majority vote of the members present.

Section 7.11. An Officer may be removed by a majority vote of the other members of the Board of Directors, whenever in their judgment the best interests of the SHNA will be served thereby.

ARTICLE VIII

COMMITTEES

Section 8.1. The Executive Committee shall consist of each of the Officers of the SHNA. Any Officer may call a meeting of the Executive Committee. The Executive Committee shall act on behalf of the SHNA subject to the approval of the Board of Directors and the SHNA members when applicable. The Executive Committee shall report to the Board of Directors when directed to do so by the Board.

Section 8.2. The Membership Committee shall be a standing committee consisting of three (3) to five (5) members and shall be chaired by the . The Membership Committee shall organize and implement membership drives to register members and organize campaigns that encourage participation in the SHNA.

Section 8.3. There shall also exist ad hoc committees that may be appointed for specific purposes by the Board of Directors at its discretion.

Section 8.4. All committee members shall serve for one year renewable terms. After each annual meeting of the SHNA, standing committees shall be appointed by the newly-elected Board of Directors. At that time, ad hoc committees may be renewed as deemed appropriate.

Section 8.5. All committees shall annually report their activity to the general membership and as otherwise directed by the Board of Directors.

ARTICLE IX

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the SHNA 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 SHNA may adopt.

ARTICLE X

CONFLICT OF INTEREST

A conflict of interest exists when a member may realize any direct financial or material benefit from business before the SHNA. In such an event, the individual shall recuse himself or herself from voting on any such business before the SHNA. The conflict of interest may be disclosed by the individual with the conflict or by any other individual aware of the conflict.

ARTICLE XI

DEBTS, LIABILITIES AND OBLIGATIONS

Directors, Officers and members of the SHNA shall not be personally liable for debts, liabilities or obligations of the SHNA.

ARTICLE XII

AMENDMENT OF BY-LAWS

All amendments to these By-Laws shall first be proposed in writing and submitted to members for a reading at a regular meeting of the membership before a vote on their adoption can proceed at a subsequent regular meeting. Notice of a proposal to amend the By-Laws, specifying the date, time and place for consideration, must be provided to all members a minimum of twenty-eight (28) days before voting. Adoption of any amendments to these By-Laws shall require a majority vote by the members present.