

BY-LAWS
OF
NORTH CENTRAL THOUSAND OAKS NEIGHBORHOOD ASSOCIATION
(A NON-PROFIT TEXAS CORPORATION)

(As amended by the General Membership, May 2, 2017)

ARTICLE I - NAME

1.1 The name of the organization shall be the North Central Thousand Oaks Neighborhood Association.

ARTICLE II - OFFICE

2.1 The Association's principal office shall be the residence of the Association President. The Board of Directors may designate another location at its discretion.

ARTICLE III - BOUNDARIES

3.1 The boundaries of the Association are the interior area formed by Thousand Oaks Boulevard to the north, Brook Hollow and Carlton Oaks to the south, Jones-Maltsberger to the east, and Henderson Pass to the west. A limited exception to our regular boundaries includes the eight homes located on the west side of Henderson Pass, running northeast from Shadow Cliff to the nearby drainage ditch. The residents here described are eligible, should they so choose, to join NCTONA as regular members. These boundaries are located within San Antonio, Bexar County, and the State of Texas.

ARTICLE IV - PURPOSES AND POWERS

4.1 To promote the civil well-being of the North Central Thousand Oaks Neighborhood.

4.2 To extend opportunities for cooperative Neighborhood involvement to residents, landowners, entrepreneurs, and other interested parties through education about Neighborhood and community affairs and local topics of immediate interest.

4.3 To protect the investment and enhance the value of property owned by its members.

4.4 To arrange for such security as desired by the membership and as the Board of Directors deems feasible.

4.5 To encourage or provide for maintenance and enhancement of common areas of the North Central Thousand Oaks Neighborhood to the extent the Board of Directors, at its discretion, deems advisable.

4.6 To provide programs, welcome new residents to the Neighborhood, make new residents aware of activities available in the Neighborhood, and provide the matrix within which social contacts between neighbors can develop spontaneously.

4.7 To produce, acquire, distribute, buy, sell, lease, and trade or deal in and with personal property, real property, and services, subject to Part IV of the Texas Miscellaneous Corporation Laws Acts, as deemed appropriate in the future.

4.8 To establish a bank account for the common treasury and for all separate funds which are required or may be deemed advisable by the Board of Directors.

4.9 To keep and maintain full and accurate books and records showing all of the receipts, expenses, or disbursements, and to permit the examination thereof at any reasonable time by each of the members.

4.10 To have available a statement showing all receipts, expenses or disbursements.

4.11 Such other acts as, in the discretion of the Board of Directors, shall promote and encourage the development and maintenance of the Neighborhood as a prime residential area.

4.12 To coordinate and promote adherence to the recorded deed restrictions as the Board of Directors deems feasible.

4.13 To protect the privacy of Association members by not providing membership lists or other personal data on members or non-members to any person, business enterprise, or public agency except for official business of the Association. (Added May 4, 2000)

ARTICLE V- NON-PROFIT CHARTER

5.1 The North Central Thousand Oaks Neighborhood Association, Inc. is a non-profit corporation, organized and operated exclusively for non-profit purposes. No part of its net earnings shall inure to the benefit of any officer, director, member, or private individual for services rendered in his or her capacity as an officer, director, or member of said non-profit corporation; nor shall it ever declare or make to such persons dividends. Nothing herein shall prevent payment of reasonable expenses incurred in connection with the Association's affairs.

ARTICLE VI - SUPPORT POLICY

6.1 The North Central Thousand Oaks Neighborhood Association, Inc. shall be a nonpartisan organization and shall not support candidates for public office. The Association may take positions on issues. All action appropriate to sustain an approved Association position must be

authorized by the Board of Directors before the President or the President's representative may so act.

ARTICLE VII - MEMBERSHIP

7.1 There shall be four categories of membership in the Association: Household, Business, Associate, and Group. Active membership for any of the four categories requires application to be made to the Board of Directors and payment to be made of all required Dues and fees.

7.1.1 A Household (Regular) Membership of the North Central Thousand Oaks Neighborhood Association shall be all persons over the age of eighteen who resides in a single family residence or owns residential property within the Association's boundaries. Owners of more than one single family residence shall be entitled to only one membership in the Association.

7.1.2 A Business member of the North Central Thousand Oaks Neighborhood Association shall be any person, firm, corporation or other form of business entity operating a business within or adjoining or contiguous to the Association's boundaries. Each such business shall be entitled to only one membership in the Association. (Amended May 2, 2017)

7.1.3 An Associate member of the North Central Thousand Oaks Neighborhood Association shall include any person, firm, corporation or other form of business entity not qualifying for either a Regular or Business membership but nevertheless maintaining an interest in the Association and its purposes. (Amended May 2, 2017)

7.1.4 (Deleted May 2, 2017)

7.2 Each Regular and Business member of this Association shall be entitled to one vote on all matters presented before the general membership. Voting power is vested in active, fully paid Regular and Business members of the Association. Associate members shall have the privilege of the floor but no vote.

7.3 (Deleted May 3, 2001)

7.4 (Deleted November 5, 2009)

ARTICLE VIII - SOURCES OF REVENUE.

8.1 Annual membership Dues (per residence or business operating within the Association boundaries) in the amount of \$25.00 shall become due and payable the first day of January of each year. Associate membership Dues in the amount of \$15.00 shall become due and payable the first day of January of each year. There shall be no proration of the amount of any of the types of dues. (Amended May 2, 2017)

8.2 Annual membership Dues of the Association may be changed by two-thirds (2/3) vote of those active members present at the annual meeting or for a specially called meeting for which

notice is given and for which a quorum of twenty percent (20%) of the then current membership is present. Active member means a member who has paid all dues for the current year. (Amended May 2, 2017)

8.3 The North Central Thousand Oaks Neighborhood Association may engage in fundraising activities related to its purposes. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Association.

ARTICLE IX - MEETINGS OF MEMBERS

9.1 All membership meetings shall be governed by Roberts Rules of Order.

9.2 The annual meetings of active members shall be held in the second and fourth calendar quarters in each year, for the purpose of electing Directors and acting upon such other business that may be properly brought before the meeting.

9.3. Annual meetings shall be held at such place as the Board of Directors designate by notice to the members.

9.4 Notice of meetings shall specify the date, time, place, and purpose of such meeting. Such notice may be delivered either by first class mail, fax, electronic message (email), or other electronic communication (website, neighborhood bulletin board, etc.) to each active member entitled to vote or be placed conspicuously throughout the North Central Thousand Oaks Neighborhood. Such notice shall be given not less than ten (10) days nor more than forty (40) days before the meeting, except as deemed necessary to respond to extenuating circumstances. Such circumstance shall be made a matter of record in the Minutes of the Board of Directors. (Amended May 2, 2017)

9.5 (Changed to read) Nominations for Directors are submitted by the then Board of Directors or by any member. Nominations may be made from the floor of the General Membership meeting. No person is to be considered for nomination unless they are an active member.

9.6 (Deleted November 5, 2009)

9.7 In election of Directors, voting will be by voice vote or such other method as deemed appropriate by the Board of Directors. A majority vote of members present is necessary for election and approval of other motions.

9.8 (Deleted November 5, 2009)

9.9 The Board of Directors may call a special meeting of members upon its own motion and must call a special meeting of members upon receipt of a petition requesting such meeting, bearing signatures of not less than ten percent (10%) of the active membership of the Association. No business shall be transacted at the special meeting except as stated in the notice unless by consent of four-fifths (4/5) of the members present either in person or by proxy.

9.10 (Deleted November 5, 2009)

ARTICLE X - BOARD OF DIRECTORS

10.1 (Changed May 1, 2012) The property and business of the Association shall be managed by its Board of Directors, elected at large, consisting of no fewer than five (5) nor more than eleven (11) members (exception Article 12.5), all of whom shall be of legal age, residents of the North Central Thousand Oaks Neighborhood Association in Bexar County, Texas, and active Regular members of the Association.

10.2 (Deleted November 5, 2009; Reinstated May 6, 2013) Each Board of Directors member shall be elected for a two (2) year term.

10.3 All Directors shall assume the duties of office effective June 1 following the date of their election.

10.4 A majority of Directors then in office, but in no event less than one-half (1/2) of the then authorized Directors, shall constitute a quorum for the transaction of business. If at any meeting less than a quorum is present, a majority of those present may adjourn the meeting without further notice until the quorum be obtained.

10.5 In case one or more vacancies shall occur in the Board of Directors for any reason, a majority of the remaining Directors, although less than a quorum, may elect a successor or successors for the unexpired term or terms.

10.6 (Changed May 1, 2012) Directors may be elected to no more than four (4) consecutive terms. A former Director may be reelected to the Board of Directors if that person has not served on the Board for a period of one (1) year immediately preceding his/her reelection.

ARTICLE XI - MEETING OF DIRECTORS

11.1 All Board meetings shall be governed by Roberts Rules of Order.

11.2 The Board of Directors shall hold monthly meetings as required.

11.3 Additional meetings may be held at any time by the call of the President or by any three (3) Directors by oral or written notice, given or sent to each Director, not less than two (2) days before such meeting.

11.4 A meeting of the Board of Directors may be held without notice immediately after the annual meeting of active members at the same place for the purpose of determining the Officers, setting meeting schedules, establishing committees, or conducting any other business deemed necessary.

11.5 Notice need not be given for regular meetings of the Board of Directors held at times fixed by resolution of Board of Directors.

11.6 The Board of Directors, in its discretion, by affirmative vote of the majority of those Directors present at any meeting, may appoint committees which shall take such action as the Board of Directors shall direct. Such committees shall report directly to the Board of Directors and act only through such authority as is vested in such committee by the Board of Directors. The members of said committee may be selected by the Board of Directors, or if the Board of Directors deems appropriate, by the President.

11.7 (Deleted November 5, 2009)

11.8 Unexcused absences, as determined by the remaining Board of Directors, of a Board member from three (3) consecutive meetings shall constitute a vacancy of office.

ARTICLE XII - OFFICERS AND TERMS

12.1 The Board of Directors, as soon as practicable after the annual meeting of the members, shall elect a President, one or more Vice-Presidents, a Secretary, and a Treasurer and from time to time may appoint Assistant Secretaries, Assistant Treasurers, and such other officers, agents, and employees as it may deem proper. The offices of Secretary and Treasurer may be held by the same person. The President shall be chosen from among the Directors.

12.2 Officers shall serve a term of one year and thereafter until their successors are elected and qualified.

12.3 Officers may be elected to consecutive terms.

12.4 Officers may be removed from office either with or without cause at any time by a vote of two-thirds (2/3) of the members of the Board of Directors then in office. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Directors.

12.5 The President shall be the Chief Executive Officer and shall preside at the meeting of the Board of Directors and the annual meeting of members. The President shall see that all orders and resolutions of the Board are carried into effect. In the absence of the President, the next ranking officer present shall assume the authority and duties of the President. The out-going President will serve for a period of one year as a non-elected member of the Board of Directors. This term begins after the officer elections and terminates one year later when the annual election of officers takes place.

12.6 The Secretary shall keep Minutes of the proceedings of all Board and membership meetings. Such Minutes shall be available for inspection upon request of any active member. A copy of the minutes may be provided upon payment by the requester of a reasonable fees as determined by the Board of Directors.

12.7 The Treasurer shall keep correct and complete books and records of accounts and shall make such reports as the Board shall require. (Following added November 2014) There shall be an annual audit of the Treasury books and account records. The audit team will consist of two (2) volunteers who are North Central Thousand Oaks residents to exclude current board members. In the event that more than two North Central Thousand Oaks residents volunteer, the board shall determine by majority vote the qualifications of each and make a decision as to which two volunteers will make up the audit team. Volunteers for the audit team will be solicited through North Central Thousand Oaks communication channels. In the event that only one North Central Thousand Oaks resident volunteers, a current board member can substitute as the second audit team member. The audit team shall meet once a year in the month of January or February at a location to be mutually agreed upon by the audit team members. The audit team shall report their findings at the North Central Thousand Oaks Neighborhood Association board meeting in February or March each year.

12.8 In general, the officers shall have such authority and duties as are given by these By-Laws and as the Board shall from time to time determine.

12.9 Any signatures required by members of the Board of Directors or officers of the Association may be done in writing on paper, including by facsimile, or by digital or electronic signature. (Added May 2, 2017)

ARTICLE XIII - FISCAL YEAR

13.1 The fiscal year of the Association shall begin on the first day of January of each year and shall end on the last day of December unless otherwise determined by the Board of Directors.

ARTICLE XIV- CORPORATE SEAL

14.1 The Association shall have no corporate seal.

ARTICLE XV - FINANCES

15.1 The Association shall be authorized to raise funds by Dues, solicitations, benefits, and other legitimate methods. The funds shall be expended only in the furtherance of the Association's purposes. Deposits shall be maintained at such bank or banks as the Board shall determine. (Amended May 2, 2017)

15.2 Signatures of two (2) officers are required on all checks, one of which must be the Treasurer.

ARTICLE XVI - INDEMNIFICATION

16.1 The Corporation shall indemnify the Directors, and the officers, their heirs, their executors and administrators against all loss, costs, and expenses, including attorney's fees, reasonably incurred by such Director or officer in connection with any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a Director or officer of the Association, except as to matters as to which he or she shall be finally adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct. The foregoing right shall not be exclusive of other rights to which such Director or officer may be entitled. All liability, loss, costs, and expenses incurred or suffered by the Association by reason of, or arising from, or in connection with the foregoing indemnification provision, shall be treated and handled by the Association as a common expense.

ARTICLE XVII - EXPENDITURES LIMITED TO ASSESSMENTS

17.1 The Association shall at no time expend more money within any one fiscal year than the total amount of the revenues for that particular year and any surplus which it may have on hand from any previous year's revenues; nor shall the Association enter into any contract whatever binding the revenues of any future year to pay for any such obligation. No such contract shall be valid or enforceable.

ARTICLE XVIII - EXECUTION OF INSTRUMENTS

18.1 The persons who shall be authorized to execute any and all instruments or conveyance, or enter into contracts on behalf of the Association shall be the President and the Secretary of the Association or such other persons as the Board of Directors may from time to time designate.

ARTICLE XIX - WAIVER OF NOTICE

19.1 Whenever any notice is required to be given to any person, a waiver thereof in writing, signed by such person, whether before or after the time stated therein, shall be equivalent to giving of such notice.

ARTICLE XX - RESIGNATION

20.1 Any Director, officer, or committee member may resign at any time by giving notice in writing to the President or the Secretary. (Amended May 2, 2017)

ARTICLE XXI - AMENDMENT OF BY-LAWS

21.1 The By-Laws of the Association may be amended, added to, rescinded, or repealed by a vote of two-thirds (2/3) of the active members present at any general or specially called meeting,

providing notice of the proposed change is given in the notice of such meetings and PROVIDED, HOWEVER, that Article XVI – Indemnification, of the By-Laws herein cannot be rescinded or repealed.

ARTICLE XXII - DISSOLUTION

22.1 Upon dissolution of the Corporation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, or trust or other organization to be devoted to purposes and uses that most clearly reflect the purposes and uses to which they were required to be devoted by the corporation.

The foregoing By-Laws, originally adopted on May 14, 1994 and as amended on November 8, 1995; May 1, 1997; November 6, 1997; May 4, 2000; May 3, 2001; May 2, 2002; May 1, 2003; May 4, 2006; November 2, 2006; May 1, 2008; November 5, 2009; May 1, 2012; May 6, 2013; November 7, 2014; May 2, 2017 of the North Central Thousand Oaks Neighborhood Association, Inc. are hereby adopted by the General Membership of said Corporation on May 2, 2017.

ATTEST:

G. Lawrence Lamborn
President

Jennifer Mueller
Secretary - Parliamentarian