

BYLAWS OF THE MOUNTAINVIEW NEIGHBORHOOD ASSOCIATION, INC.

**As approved by the Board of Directors and the Members at a meeting of the Association on
March, 11, 2024.**

ARTICLE I: NAME

1.01 The name of this entity is the Mountainview Neighborhood Association, Inc. (“the Association”).

ARTICLE II: BOUNDARIES

2.01 The Mountainview Area is the area shown on the map attached hereto as Exhibit “A”.

2.02 These boundary lines are also the boundaries of the community referred to hereinafter in the Bylaws as “the neighborhood.”

ARTICLE III: PURPOSE

3.01 The Mountainview Neighborhood Association’s mission is to foster and promote a strong sense of cooperation and neighborliness between residents in the Mountainview Area of Waco, TX, to respond to neighborhood concerns of the members and to assist and encourage the restoration, preservation, and improvement of the Mountainview area.

3.02 The Association shall be non-partisan and shall take no public or official stance with respect to the endorsement of or opposition to any candidate for any political office.

3.03 The Bylaws shall govern the Association and facilitate the fulfillment of the purpose of the Association.

ARTICLE IV: MEMBERSHIP

4.01 ELIGIBILITY: Membership in the Association is available to:

- a. Any current resident of the neighborhood
- b. Any owner of property located in the neighborhood; or
- c. Any authorized representative of a nonprofit, house of worship, school, or business located in the neighborhood.

4.02 DURATION: Membership in the Association shall be for one year. Each membership year shall be from January 1 to December 31, regardless of when the annual membership dues are paid during the year.

4.03 VOTING RIGHTS:

4.04.1 Subject to the provisions of section 4.03, payment of the annual membership dues shall entitle members to one vote.

4.04.2 For first-time members or members whose annual membership dues have been owing for over six (6) months, voting rights shall begin thirty (30) days following payment of the annual membership dues.

4.04.3 Each residence shall be limited to a maximum of one vote, regardless of the actual number of residents or paid memberships. A residence is defined as a residential structure having its own street address.

4.04.4 Each nonprofit, house of worship, school, or business shall be limited to a maximum of one vote, exercised through its authorized representative.

4.04.5 No member shall exercise more than one vote on any matter on which a vote is called.

4.04.6 Subject to the provisions of section 4.03, each member shall be entitled to vote on all matters submitted at any official meeting of the Association.

4.05 No member shall have the right to use the name of the Association without the written consent of the Board of Directors. No member shall undertake or purport to speak on behalf of the Association, without the written consent of the Board of Directors.

4.06 Any matter put to a vote of the members shall be subject to any restrictions imposed by law, and the Certificate of Formation. Further, the Members shall not approve any act that would jeopardize the Association's exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

ARTICLE V: DUES

5.01 Annual membership dues shall be:

Current resident or property owner	\$10.00
Nonprofit, house of worship, school, or business	\$10.00

The annual membership dues shall be payable at such time as the Board of Directors may determine and shall be subject to change as determined by the Board of Directors. Annual membership dues shall not be pro-rated for any membership year.

ARTICLE VI: MEETINGS OF THE ASSOCIATION MEMBERS

6.01 FREQUENCY OF MEETINGS. Regular meetings of the Association shall be held at least quarterly. The Annual Meeting shall be the first quarterly meeting of the year. Special meetings may be called by the Board of Directors or at the written, printed, or electronic request of one fifth (1/5) of the membership of the Association.

6.02 NOTICE OF MEETINGS. A written, printed, or electronic notice of each meeting, stating the place, day, and hour of the meeting, shall be given by the Secretary of the Association to each member. This notice shall be given at least seven (7) days before the date named for the meeting.

6.03 The number of members who are present shall constitute a quorum for the transaction of business at any quarterly or duly called meeting. Any resolution presented at such meeting shall be adopted by a simple majority vote of the members present and voting, unless otherwise provided by the Bylaws. Any member may call for a secret ballot. No proxy voting shall be permitted.

ARTICLE VII: BOARD OF DIRECTORS

7.01 The Association shall be governed by a Board of Directors.

7.02 POWERS AND DUTIES. The direction and management of the affairs of the Association and the regulation of its business shall be vested in the Board of Directors, and be subject to any restrictions imposed by law, the Certificate of Formation, the Bylaws, or by vote of the members. The Board of Director shall not approve any act that would jeopardize the Association's exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

7.03 ELIGIBILITY TO SERVE ON BOARD OF DIRECTORS. To be eligible to serve on the Board of Directors, an individual must be a member prior to the election and have paid the annual membership dues.

7.04 MEMBERSHIP OF THE BOARD OF DIRECTORS. The Board of Directors shall be composed of:

- 1) President,
- 2) Vice President,
- 3) Treasurer,
- 4) Secretary,
- 5) Immediate Past President,
- 6) Board Member at Large Position 1,
- 7) Board Member at Large Position 2, and
- 8) Board Member at Large Position 3.

7.05 TERM OF OFFICE: The term of service of a Board Member shall be one year.

7.05.1 ELECTION OF OFFICERS. The election for Officers shall occur each year at the Annual Meeting. The nominee who receives the most votes for each office shall serve in that office.

7.06 DUTIES OF OFFICERS. The duties of the Officers are as follows:

7.06.1 PRESIDENT. The President shall be the principal executive Officer of the Association and shall preside over all meetings, represent the Association on public occasions, and make such committee appointments from the membership as shall be deemed advisable for the effective conduct of the work of the Association.

7.06.1.1 ELIGIBILITY TO SERVE AS PRESIDENT. To be eligible to serve as President of the Association a member must have previously served at least one full term on the Board.

7.06.2 VICE PRESIDENT. The Vice President shall assist the President as the President requests, serve as an administrator of neighborhood social media technology, and represent the Association on appropriate occasions. The Vice President shall also, in the absence or disability of the President, perform the duties and exercise the powers of the President of the Association.

7.06.3 TREASURER. The Treasurer shall collect, safeguard, disburse and make periodic reports of all funds collected in the name of the Association. All funds shall be held in an account exclusively for the Association.

7.06.4 SECRETARY. The Secretary shall keep attendance records and record the proceedings of all meetings, maintain adequate records of the Association activities, and conduct such official correspondence as shall be required.

7.06.5 IMMEDIATE PAST PRESIDENT. The Immediate Past President shall assist and advise the Board of Directors. In the absence or disability of both the President and the Vice President, the Immediate Past President shall perform the duties and exercise the powers of the President of the Association.

7.06.6 BOARD MEMBERS AT LARGE. In addition to having all general duties and responsibilities incumbent on all Board Members, Board Members at Large may be assigned other duties, including, but not limited to the duties of an officer of the Board, at the sole discretion of a majority of the board of directors.

7.06.7 Unless so authorized by the Board of Directors, no Officer shall have any power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render it liable financially for any purpose or in any amount. Only the President or the Board of Directors' designated representative may speak on behalf of the Association.

7.07 VACANCIES AND REMOVAL FROM OFFICE. Any Officer or Director may be removed by a majority vote of the Board of Directors, excluding the Officer or Director who is the subject of the removal action. Upon the death, removal, resignation, or incapacity of an Officer or Director of the Association, a majority vote of the Board of Directors shall appoint a successor to serve in that capacity for the unexpired term.

7.8 QUORUM. Attendance by over one half the members of the Board of Directors shall constitute a quorum.

7.9 MEETINGS OF THE BOARD. The Board of Directors shall meet at least twice annually at a time and place to be designated by the Board. A special meeting of the Board may be called at any time upon request of the President or by one half (1/2) of the Board members. Each member of the Board shall be given written or electronic notice at least three (3) days prior to any special Board meetings. All meetings of the Board shall be open to the public.

7.09.1 At least one half (1/2) of the Board of Directors must be present in order for business to be transacted at any meeting of the Board. Any action shall be taken by a majority of the Board present at a meeting where a quorum is present. No proxy voting shall be permitted.

7.09.2 Any decision of the Board of Directors may be nullified by a vote of two thirds (2/3) of the members present and voting at the next duly called meeting of the Association.

7.10 MEETING BY TELECOMUNICATIONS: Any member of the Board of Directors or all of the members of the Board of Directors may participate in a meeting of the Board of Directors by means of a remote electronic communications system, including telephone conference, videoconferencing technology, only if the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate with each other. Participation in the meeting shall constitute presence in person at such meeting.

7.11 ANNUAL REPORT: The Board of Directors shall present an Annual Report of the Association for the year to the members at the Annual Meeting. A copy of the Report shall be available for inspection by the members at any regular meeting of the Association.

7.12 FINANCIAL REPORT: The financial records of the Association shall be examined and reconciled each year, and this may occur at any time at the direction of the Board of Directors, and regularly before the Annual Meeting of the Association. The President shall appoint an audit committee at least two (2) weeks before the Annual Meeting, to accomplish such examination and reconciliation and to present a yearly report.

ARTICLE VIII: COMMITTEES

8.01 AUTHORITY TO ESTABLISH APPOINTED COMMITTEES: The Board of Directors may establish committees as it deems necessary to pursue stated objectives. The committee shall have such power and authority as assigned to it by the Board of Directors. Chairpersons and members of the committee shall be appointed by the President from the membership of the Association with approval of the Board.

ARTICLE IX: PARLIAMENTARY RULES

9.01 RULES OF ORDER: Unless suspended at the discretion of the presiding officer, the current edition of Robert's Rules of Order shall be the procedure applied during all meetings and shall resolve questions not specifically addressed in the Bylaws of the Association.

ARTICLE X: BYLAWS

10.01 AMENDMENTS: The Bylaws may be amended by the affirmative vote of two thirds (2/3) of the members of the Association present and voting at a duly called meeting provided that written, printed, or electronic notice of the proposed amendment shall have been given to the membership of the Association in accordance with paragraph 6.02.

10.02 INITIAL BYLAWS: The initial Bylaws of the Association may be adopted by the Board of Directors.

ARTICLE XI: DISSOLUTION

11.01 DISTRIBUTION OF ASSETS: In the event the Association is dissolved, any assets remaining, after payment of, or the provision for payment of, all debts and liabilities shall be distributed to such organizations that are organized and operated exclusively for charitable purposes and that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine.

Exhibit "A"

