

**Articles Of Association
For Re-organization
Of
The Balcones Civic Association**

Authority

On September 30, 1997, at the Annual Meeting of the Balcones Civic Association the members present authorized and directed the Executive Committee to take such procedural actions as are necessary to re-organize the Balcones Civic Association as either an unincorporated, nonprofit association or as a nonprofit corporation, as determined by the Executive Committee.

Pursuant to such authority, the Executive Committee, composed of the undersigned Representatives, duly elected by the membership in accordance with the Balcones Civic Association bylaws as amended on September 23, 1985 and on September 19, 1995, being competent, natural persons of eighteen (18) years of age or more, adopt the following articles of association for the purpose of re-organizing the Balcones Civic Association as an unincorporated non-profit association pursuant to the Texas Uniform Unincorporated Nonprofit Association Act at a meeting called for that purpose, and execute at Austin, Texas, the following articles of association.

Article I.

Name & Area

The name of the association and the name by which it will be hereafter known is **The Balcones Civic Association**, referred to in these articles as "the association." The association is also known as the Westover Hills Neighborhood Association and is a successor to that organization.

The association presently encompasses the area situated in Austin, Travis County, Texas bound on the east by Mo-Pac highway (Loop 1), on the south by Spicewood Springs Road, on the west by the Capital of Texas Highway (Loop 360) and on the north by U. S. Highway 183 (Research Boulevard), to expressly include all real property fronting on both sides of each boundary road.

Article II.

Purposes

The association is a "neighborhood organization" as defined in the City of Austin Land Development Code, Section 13-1-22. The association is organized, and shall be operated, for the public interest. The objects and purposes of the association shall be as follows:

A) The association shall encourage orderly community development and growth, and shall maintain and improve the quality of life in the association's area.

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B) The association shall provide a forum for persons living within or on the geographic boundaries of the association to encourage orderly, responsible community development and growth, to promote a local or "neighborhood" character of properties within the boundaries of the association in contrast to a more "community" or "regional" outlook, to promote the maintenance, expansion and improvement of neighborhood infrastructure, and to help maintain and improve the quality of life for all persons residing and working within the association's area, through the research and study of contemporary community issues and the dissemination of information regarding such issues.

C) The association shall work to lessen neighborhood tensions, to eliminate and prevent prejudice and discrimination within the neighborhood, to combat crime and juvenile delinquency within the neighborhood and to combat community deterioration within the neighborhood.

D) The association shall co-ordinate and co-operate with other neighborhood associations, law enforcement agencies and with other organizations having objectives similar or complimentary to the purposes of the association.

E) The association shall operate exclusively for such educational, community and charitable purposes as will qualify it as an exempt organization pursuant to Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax law, including, for such purposes, the making of distributions to organizations that qualify as tax exempt organizations pursuant to that Code.

F) The association shall do any and all such other things as may be necessary, appropriate or convenient for the accomplishment of its educational, community and charitable purposes, and in furtherance of such purposes will have and exercise all rights and powers conferred upon unincorporated associations generally pursuant to the laws of the State of Texas. The association may solicit contributions and grants of money, property and services from the general public, governmental agencies and scientific and educational corporations for the association's purposes, and may expend such contributions exclusively in furtherance of purposes that fall within the scope of purposes allowable pursuant to Section 501 (c) (3) of the United States Internal Revenue Code of 1986, or pursuant to any corresponding provision of any future applicable law. Provided however, the association is not empowered to engage in any activity that is not itself in furtherance of its purposes as set forth in paragraphs a) through f) of this article, nor is it empowered to engage in any activities mentioned in paragraphs g) and h) of this article.

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G) This association will not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, nor will it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign in behalf of any candidate for public office.

H) No part of the net earnings, properties, or assets of this association will inure to the benefit of any private person or individual, or to any member or officer of this association, upon dissolution or otherwise. Upon liquidation or dissolution, all properties and assets of this association remaining after payment or provision for all debts and obligations will be distributed and paid over to such fund, foundation, or corporation organized and operated for educational, community or charitable purposes as the Executive Committee shall determine, and as will at the time qualify as a tax-exempt organization pursuant to Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

I) For the purpose of carrying out its objects and purposes, the association may acquire, receive and hold in its own name, by purchase, gift, grant, or bequest, real or personal property, and may transfer, sell, mortgage, convey, let, or otherwise use the same, subject to and in accordance with, these articles of association and any bylaws of the association adopted after the date of these articles, consistent with the purposes for which the association is formed.

Article III.

Property Dedication

The property of this association is irrevocably dedicated to educational, community and charitable purposes.

The association's revenue and income are, and will be, from the dues of its members, rents, investments, gifts, bequests, and from such other sources as may be authorized by the Executive Committee. The Executive Committee shall have the authority to collect from each household as much as \$10.00 per year for administrative and legal expenses, payable on or before the annual meeting in September.

Article IV.

Membership

All individuals residing within or on the geographic boundaries of the association and interested in the objectives and purposes of the association shall be deemed nonvoting members of the association. Upon request and payment of any fee, due or membership assessment levied

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uniformly upon all members or members' households by the association, each such resident shall be recognized for all purposes as a full, equal and voting "member in good standing."

All businesses operating within the association's area are eligible for associate membership, and upon payment of any fee, due or associate membership assessment levied uniformly upon all associate members by the association, each such business shall be recognized for all purposes, except voting and holding office, as an "associate member in good standing."

Article V.

Voting

Each "member in good standing" shall have one vote upon any matter to be voted upon by the membership of the association.

No associate member shall be entitled to vote upon any matter to be voted upon by the membership of the association.

Article VI.

Executive Committee

The Executive Committee is to be the governing body of the association. The Executive Committee shall consist of no less than four duly elected members, serving two year staggered terms, from each of four designated areas, provided total membership shall not exceed twenty, except as provided by this Article. The boundaries of the four designated areas are to be determined by equally dividing the association area as closely as possible according to population. The boundaries are to be reviewed and established by the Executive Committee no later than the first day of August of each year. Each of the designated areas shall assemble during members of the Executive Committee. Executive Committee members shall be eligible to succeed themselves for one (1) two-year period only, provided however, that anyone appointed to fill an unexpired term shall be eligible, if elected, to succeed himself to two consecutive elected terms. Of the sixteen elected Executive Committee members, eight shall be elected in odd-numbered years. If a member of the Executive Committee serves as President in the second year of any term, the individual shall serve one additional year on the Executive Committee, the other provisions of this Article notwithstanding. The Executive Committee shall fill any vacancies from the appropriate area in which the vacancy exists

At the October or November meeting of the Executive Committee, said committee shall be empowered to elect four (4) additional members to the Executive Committee. These additional members shall be designated as at-large members and their time as members of the

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Executive Committee shall expire as of the next annual meeting in September of the following year. Said at-large member may or may not have previously served or been elected as members of the Executive Committee.

Article VII.

Compensation

No compensation or payment will be paid to any member, officer, or organizer of the association, nor to any contributor to the association. Neither the whole nor any part or portion of the assets or earnings of the association shall be distributed to or divided among any member or officer. No asset or earning of the association shall 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 of 1986.

The Executive Committee may, in its sole discretion, reimburse members and other parties for reasonable and ordinary costs and expenses actually incurred in behalf of the association.

Article VIII.

Meetings

A) An Annual Meeting of members of the association shall be held during the month of September of each year at such time and place as the Executive Committee shall determine. Notice of the Annual Meeting shall be posted at least ten (10) days prior to such meeting in not less than two (2) prominent locations in each sector designated for such purpose by the Executive Committee. Other meetings of the membership may be held as and when a majority of the Executive Committee shall determine necessary, and like notice shall be given to the membership. The members present at the Annual Meeting shall constitute a quorum.

B) Meetings of the Executive Committee of the association shall be scheduled in advance by the Executive Committee, may be called by the President, and shall be called by the Secretary upon the written request of three (3) members of the Executive Committee, at such times and places as may be deemed necessary and appropriate. At the time each successive President of the Association is selected, the incoming President shall establish the requirements for a quorum for meetings of the Executive Committee during that President's term.

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Article IX.

Officers and Operations

A) Officers. At a meeting called within thirty-five (35) days of the Annual Meeting, the Executive Committee shall elect the following officers:

- President
- Vice President for Operations
- Vice President for Programs
- Secretary
- Treasurer
- Chairperson Sector 1
- Chairperson Sector 2
- Chairperson Sector 3
- Chairperson Sector 4

Each officer shall serve for a term of one year, and shall be eligible to succeed himself in the same office for one (1) one-year period only, except that the President, Secretary and Treasurer may be re-elected for any number of terms.

B) Sub-Committees. The Executive Committee shall be authorized to establish one or more sub-committees to engage in such activities and to perform such functions as the Executive Committee shall from time to time direct. At the time of this reorganization, the following sub-committees have been authorized.

1) Municipal Relations

Composition. Composed of a Chairperson and two (2) additional members who are members of the Executive Committee, and two additional members who are members of the association.

Officer. The Chairperson shall be appointed by the Vice President for Programs, subject to approval of the President. The individual shall be knowledgeable in City Government, and familiar with current City of Austin administration.

Term. The Chairperson shall be appointed to serve for a term of one (1) year, and shall be eligible for reappointment.

Responsibilities. To work with the City of Austin officials when and where necessary to further association objectives. All other association committees shall refer to this Committee when such contact is required in their responsibility areas

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to determine how such contacts shall be made and by whom. To investigate and analyze all City programs affecting the association, such as bond issues, and to recommend action to the Executive Committee.

2) Parks & Recreation

Composition. Composed of a Chairperson and four (4) additional members from the association's membership.

Officer. The Chairperson shall be appointed by the Vice President for Programs, subject to approval of the President. He shall be interested in the purpose and need for municipally sponsored park and recreational facilities, and be capable and willing to devote fruitful attention to this objective.

Term. The Chairperson shall be appointed to serve for a term of one (1) year, and shall be eligible for reappointment.

Responsibilities. To analyze potential for strip parks, recreational parks, a community center, a municipal swimming pool, hike/bike trails, use of school playgrounds and other publicly-sponsored facilities of this type in the association's area, and recommend courses of action for Executive Committee; to follow through on projects deemed feasible, working closely with the Municipal Relations Committee to seek optimum provision for such facilities by the city and/or county.

3) Schools

Composition. Composed of a Chairperson and two (2) additional members from the association's membership.

Officer. The Chairperson shall be appointed by the Vice President for Programs, subject to the approval of the President.

Term. The Chairperson shall be appointed to serve for a term of one (1) year, and shall be eligible for reappointment.

Responsibilities. To maintain close liaison with school administrators and PTA executives in the association's area, analyze school bond issues for Executive Committee review, investigate association area needs relating to school children such as transportation, sidewalks and safety requirements, working closely with other association committees, such as the Transportation-& Communications committee, to develop recommendations for action by the Executive Committee.

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4) Transportation & Communications

Composition. Composed of a Chairperson and two (2) additional members from association membership.

Officer. The Chairperson shall be appointed by the Vice President for Programs, subject to approval of the President. The individual shall be knowledgeable and interested in traffic problems, security needs and related matters.

Term. The Chairperson shall be appointed to serve for a term of one (1) year, and shall be eligible for reappointment.

Responsibilities: Shall be concerned with all problems in the association's area relating to traffic safety, police coverage, street lighting, sidewalks, street traffic signs, street name signs, availability of municipal fire coverage, extension of cable TV and any other matter involving Transportation and Communications. The Chairperson shall report findings and recommendations for action by the Executive Committee.

5) Zoning

Composition. Composed of a Chairperson and four (4) additional members, all of whom are members of the Executive Committee, with legal counsel serving as an ex-officio member of the committee. The membership of this committee shall be composed of at least one resident of the four subdivisions. Care should be given in the appointment of membership to this committee. It is considered of utmost importance that only members who are vitally interested in zoning be included in this committee.

Officer. The Chairperson shall be appointed by the Vice President for Programs, subject to approval of the President. The individual shall be knowledgeable in the real estate field and familiar with the Austin zoning process.

Term. The Chairperson shall be appointed to serve for a term of one (1) year, and shall be eligible for reappointment.

Responsibilities. Shall maintain close liaison with the Municipal Relations Committee, City Planning Department, and be prepared to recommend to the Executive Committee any action necessary to protect member interests in regard to requests for zoning change in the association's area; shall maintain liaison with real estate developers in the association's area, and seek cooperative, positive

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relations with such developers wherever possible; shall continue to seek firm master planning for the association's area which would assure the best possible solutions for association members, and all other interests involved; shall recommend for Executive Committee review changes in city zoning regulations, etc.

6) Finance

Composition. Composed of a Chairperson and two (2) additional members from the association's membership.

Officer. The Treasurer shall serve as Chairperson of Finance.

Term. The term of office shall coincide with the Treasurer's term of office and the Chairperson shall be eligible for reappointment.

Responsibilities. To formulate dues structure subject to the Executive Committee's approval, and to manage the collection and handling of all funds; to submit annual budget for approval of the Executive Committee.

7) Publicity & Public Relations

Composition. Composed of a Chairperson and three (3) additional members from the association's membership.

Officer. The Chairperson shall be appointed by the Vice President for Operations, subject to approval of the President. The individual preferably shall have had experience in public relations work, and shall be willing and capable of making desirable contacts with the news media, including radio and television.

Term. The Chairperson shall be appointed to serve for a term of one (1) year, and shall be eligible for reappointment.

Responsibilities. To compose and publish the association's newsletters and related materials at the direction of the Executive Committee; to maintain good public relations with the various forms of news media, to create a favorable image of the association. This would include organization of a telephone committee.

8) Membership

Composition. Composed of a Chairperson and two (2) additional members from the association's membership.

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Officer. The Chairperson shall be appointed by the Vice President for Operations, subject to approval of the President. The individual preferably shall have had experience in organization work.

Term. The Chairperson shall be appointed to serve for a term of one (1) year, and shall be eligible for reappointment.

Responsibilities. To conduct the association's membership campaign, constantly seeking increase in active membership of the association throughout its area. The responsibilities of this committee, at the discretion of the President and Vice President for Operations may be combined with the Finance Committee.

9) Organization & Bylaws

Composition. Composed of a Chairperson and two (2) additional members from the association's membership.

Officer. The Chairperson shall be appointed by the Vice President for Operations, subject to approval of the President. The individual preferably shall have had experience in organization work and parliamentary procedures.

Term. The Chairperson shall be appointed to serve for a term of one (1) year, and shall be eligible for reappointment.

Responsibilities. To work with appropriate committees to develop recommendations for change in the association's organization procedures and Articles, subject to membership review and vote of approval.

10) Special Committees

The President shall be empowered to appoint Special Committees, and their respective Chairmen, for such purposes as the need arises, to serve for the term of the President.

The Executive Committee shall have the power to remove any Committee Chairmen upon the recommendation of the President and the Vice President under which that Chairman serves.

C) Legal Counsel. The Executive Committee shall have the authority to hire legal counsel to assist in carrying out any purpose of the association.

Article X.

Address

The official address of the association is P.O. Box 26864, Austin, Texas 78755-0864.

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Article XI.

Reconstituted Executive Committee

The persons who are to serve on the initial Executive Committee after adoption of these articles until their successors are elected and qualified shall be: Jim Hooser, President, Representative At Large through the 1999 Annual Meeting of Members; Larry Garrett, Vice-President, Operations, Representative Sector 4 through the 2000 Annual Meeting of Members; Belinda Herrera, Secretary, Representative At Large through the 1999 Annual Meeting of Members; Rose Rung, Treasurer, Representative Sector 4 through the 1999 Annual Meeting of Members; Tony Atero, Sector 1 Representative through the 1999 Annual Meeting of Members; William Pierson, Sector 1 Representative through the 2000 Annual Meeting of Members; Bill Rader, Sector 1 Representative through the 1999 Annual Meeting of Members; Mary Tannahill, Sector 1 Representative through the 2000 Annual Meeting of Members; Wade Classen, Sector 2 Representative through the 2000 Annual Meeting of Members; Mike McMinn, Sector 2 through the 1999 Annual Meeting of Members; Carl Pingry, Sector 2 through the 1999 Annual Meeting of Members; Craig Williams, Sector 2 through the 2000 Annual Meeting of Members; Bill Gardner, Sector 3 through the 2000 Annual Meeting of Members; Watson M. Howell, Jr., Sector 3 through the 1999 Annual Meeting of Members; Kyle Humphries, Sector 3 through the 2000 Annual Meeting of Members; Matthew Levitt, Sector 3 through the 1999 Annual Meeting of Members; Burton Eubanks, Sector 4 through the 2000 Annual Meeting of Members; Sam Robertson, Sector 4 Representative through the 1999 Annual Meeting of Members; Lauren Currie, Representative At Large through the 1999 Annual Meeting of Members; and John Hill, Representative At Large through the 1999 Annual Meeting.

Article XII.

Amendments

These articles of association may be amended by a two-thirds vote of members voting at any Annual Meeting, of the membership, provided that the notice of any such Annual Meeting of the membership shall state the nature of the proposed amendment.