

**BYLAWS OF  
NORTH PARK ESTATES NEIGHBORHOOD ASSOCIATION**

**ARTICLE I : NAME AND OFFICE**

The name of the association is the North Park Estates Neighborhood Association ( hereinafter referred to as the "Association" and abbreviated as "NPENA".)

1.01: The association is to have perpetual existence.

1.02: The principle office of the Association shall be located within the boundaries of the Association, in the City of Austin, County of Travis, State of Texas.

**ARTICLE II : MISSION STATEMENT**

The Association working in partnership with other Neighborhood Associations , City, County, and State Offices to build a sense of community among its members and to implement goals designed to promote mutual interests within our neighborhood.

**ARTICLE III : BOUNDARIES**

The boundaries of the Association for residence and membership purposes shall be reflected in "Exhibit" attached , in which the heavy line designates the geographical boundaries and area within which an eligible residential household must be located. Without limiting or enlarging the boundaries as set forth in (exhibit I ). The boundaries of the association are as follows.

( 1 ) Northern boundary: Eubank Drive.

( 2 ) Western Boundary: Austin Park Lane.

( 3 ) Southern Boundary: Braker Lane.

( 4 ) Eastern Boundary: North Lamar Blvd.

**ARTICLE IV : MEMBERSHIP**

Any person over the age of eighteen residing within the defined boundaries, and who considers such residence as his or her homestead for voting purposes in any federal, state or local governmental election, shall be considered for membership of the Association.

**ARTICLE V : DUES**

The annual dues, per member, required for active membership in the Association, shall be determined by the Association Board of Directors. Annual dues are payable in advance at the annual meeting.

**ARTICLE VI : VOTING RIGHTS**

All adult Association members of each household are eligible to attend meetings of the Association and to vote on matters before the Association. No proxy votes are acceptable.

**ARTICLE VII : MEETINGS OF THE ASSOCIATION**

7.01: Annual Meeting . An annual meeting of the membership shall be held at such date and time as shall be designated by the Board of Directors and stated in the notice of the meeting, for the purpose of electing Directors, electing the president, setting the amount of annual dues, receiving reports and for the transaction of other business as may properly come before the meeting.

7.02: Special Meetings: special meetings of the membership may be called by the President or Board of Directors, and must be called by the President or Board of Directors on receipt by the Board of Directors of a petition requesting and stating the reason for such meeting and bearing the signatures of on fewer than twenty (20) percent of the active members of the Association. Only business specified in the call may be transacted. The meeting must be called within thirty (30) days unless a previously scheduled meeting shall intervene. In which case the business of the special meeting shall be considered at the previously scheduled meeting.

7.03: Place of Meeting: The Board of Directors may designate any place to meet for any annual meeting or for any special meeting called by the Board of Directors. When possible meetings shall be held within the boundaries of the Association.

7.04: Notice of Meetings: Except as otherwise expressly provided by these Bylaws written or printed notice stating the place, day and hour of the meeting of members shall be delivered, either personally, by electronic mail, or by mail to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, or the Secretary, or officers, or the persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail, addressed to the members address as it appears on the records of the Association, with postage thereon prepaid.

7.05: Informal Action of Members: Any action required by law to be taken at a meeting of the members or any action which may be taken at any meeting of the members may be taken without a meeting, if a consent in writing, set forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

7.06: Quorum: The members present shall constitute a quorum at such meeting.

7.07: Absentee Voting: On all matters put to a vote of the membership, only ballots cast by members present in person plus absentee ballots if expressly permitted by the Board of Directors as stated in the notice for the meeting, shall be counted. Absentee ballots, if permitted, must be in writing, signed by the voting member and delivered to the person designated in the notice of the meeting prior to the meeting.

7.08: voting by mail: When Directors or Officers are to be elected by members, such election may be conducted by mail or electronic mail in such a manner as the Board of Directors shall determine.

#### **ARTICLE VIII: BOARD OF DIRECTORS**

8.01: Nomination: Prior to the Annual Meeting, the Board of Directors shall appoint a nominating committee to select nominees for the Board of Directors to be elected at the next annual meeting, and one shall be additionally nominated for election to the office of President. Current Directors are eligible for nomination. Other nominations may be made in writing by any member and delivered to the Secretary at least fourteen (14) days before the annual meeting, and these nominations shall be presented to the membership at the annual meeting. Nominations from the floor will be accepted.

8.02: Regular Meetings: A regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place for holding of additional regular meetings of the Board without other notice than such resolution.

8.03: Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President, or any three (3) Directors. The person or persons authorized to call a special meeting of the Board may fix any place within the boundaries of the Association as the place for holding any special meetings of the Board called by them.

8.04: Notice: Two (2) days notice of any special meeting shall be given by mail, electronic mail, delivery or telephone to each Director. Any Director may waive notice of the meeting. The attendance of a Director at any 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 because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or the waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

8.05: Quorum: Those Board of Directors present shall constitute a quorum for the transaction of any meeting of the Board.

8.06: Manner of Acting: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.

8.07: Resignation and Removal:

( a ) Any Director may resign from the Board of Directors for any reason, effective upon delivery of notice of resignation to the President or Secretary.

( b ) Any Director absent from three (3) consultative meetings of the Board of Directors without an explanation satisfactory to the remaining Directors shall be deemed to have resigned as a director and may be reinstated only upon a majority vote of the Board of Directors, provided such vacancy has not been filled as provided in the bylaws.

( c ) Any Director or the entire Board of Directors may be removed with or without cause, by a majority vote of the members at a special meeting of the members called expressly for that purpose.

8.08: Vacancies: any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the remainder of the term of his or her predecessor in office.

8.09: No Compensation: Directors as such shall not receive any compensation for their services to the Association other than reimbursement for reasonable and necessary expenses incurred on behalf of the Association, but nothing herein contained shall be construed to preclude any Director from providing services to the Association in any other capacity and receiving compensation therefore.

8.10: Informal Action By Directors: Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by the majority of the Directors. Communication via electronic mail shall be considered “ in writing”.

8.11: Telephone Meetings, Electronic Mail or Messages: The Board of Directors or members of any committee designated by the Board of Directors may participate in and hold meetings of such Board or committee by means of conference telephone, electronic communications, or other equipment by means of which all persons participating in the meeting can understand each other, and participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**ARTICLE IX: OFFICERS**

9.01: Officers: The officers of the Association shall be a President, one or more Vice Presidents ( the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and other such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time by the Board of Directors. A committee duly designated may perform the functions of any officer and the function of any two or more officers may be performed by one person or committee, including officers of President and Secretary .

9.02: Election and term of office: The officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the membership. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

9.03: Removal from office: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

9.04: Office vacancies : A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the remaining portion of the term.

9.05: President: The President shall be the principle executive officer of the Association and shall supervise and control all of the business and affairs of the Association, and shall preside at all meetings of the members and the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors , any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed,

except in cases where the signing an execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Association and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

9.06: Vice President: In the absence of the President or in the event of his / her inability or refusal to act, the Vice President ( or in the event there be more than one Vice President, the Vice President in order of their election ) shall perform the duties of the President, and when so action shall have all the powers of and be subject to all restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be prescribed by the President or Board of Directors.

9.07: Treasurer: The Treasurer shall keep the books and accounts of the Association and have charge and custody of and be responsible for all funds and securities of the Association; and shall not co mingle funds, receive and give receipts for moneys due and payable to the Association from any source whatsoever; deposit all such moneys in the name of the Association in such banks, or trust companies, or other depositories as shall in accordance with the provisions of these bylaws and in general perform all the duties incident to the office of the treasurer and other duties as from time to time as may be prescribed by the President or the Board of Directors.

9.07: Secretary: The Secretary shall keep the minutes of the meetings of the members and the Board of Directors in a permanent book provided for that purpose, information may be gathered by recording or other electronic means ; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by each member and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the President or by the Board of Directors. Any of these duties may be delegated by the Secretary.

9.08: Assistant Treasurer and Assistant Secretary: The Assistant to the Treasurer and Secretary in general perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

9.09: Other Officers: The Board of Directors may designate such other officers or appointive positions and prescribe duties therefore as may be desirable to assist the Association in fulfilling its purpose, including but not limited to the following:

( a ) The Membership Chairperson shall check the qualifications of the membership applications, and maintain an accurate roll of all members;

( b ) The Newsletter Editor shall supervise and coordinate, as appropriate, the preparation of the Association newsletter, including the writing of the text, the typing and the copying of the newsletter. The Editor shall call upon other Association members for assistance as needed;

( c ) The Block Chairperson shall coordinate communication with the membership. Principal duties include maintenance of an organization of members willing to assist in the dissemination of a newsletter and information in general, and the collection of petition signatures when needed.

## **ARTICLE X: COMMITTEES**

10.01: Committees of Directors: The Board of Directors, by resolution by the majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more persons, a majority of whom shall have the exercise the authority of the Board of Directors in the management of the Association. However no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Association; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefore; adopting a plan for the distribution of all assets of the Association; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law. Any non-director who becomes a member of such committee shall have the same responsibility with respect to such committee as a director who is a member thereof.

10.02: Other Committees: Other committees not having and exercising authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association and may, but not need be, directors, and the President of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint the members thereof whenever in their judgment the best interest of the Association shall be served by such removal.

10.03: Term of Office: Each member of a committee shall continue as such until the next annual meeting of the members of the Association and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

10.04: Chairman: One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

10.05 Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

10.06: Quorum: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

10.07: Rules: Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

#### **ARTICLE XI : CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

11.01: Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by the bylaws, to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the Association. Such authority may be general or confined to specific instances.

11.02: Checks and Drafts: All checks, drafts or orders for the full payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such interments shall be signed by the Treasurer or the Assistant Treasurer.

11.03: Deposits: All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

11.04: Gifts: The Board of Directors may except on behalf of the Association any donation, contribution, gift, bequest or devise of property, whether real or personal, for the general purpose or for any special purpose of the Association.

#### **ARTICLE XII : MISCELLANEOUS**

12.01: Books and Records: The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Association may be inspected by any member or his agent for any proper purpose at any reasonable time.

12.02: Fiscal Year: The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

12.03: Seal: The Association will not have a corporate seal.

12.04: Waiver of Notice: Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation of the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

12.05: Amendment to Bylaws: The Articles of Incorporation of the Association or these Bylaws may be amended by the affirmative vote of two-thirds of the membership present and casting a vote at an annual or special meeting of the Association, provided written notice of the amendment (s) shall have been given the membership by mail at least thirty days prior to the meeting at which said amendment (s) are to be presented for consideration and adoption. Proposed amendment (s) to either the Articles of Incorporation or by these Bylaws originating with and sponsored by the majority vote of the Board of Directors shall be submitted at the annual or a special meeting of the Association. Proposed amendment (s) to either the Articles of Incorporation or these Bylaws obtaining five percent (5%) or more household membership sponsors by petition must be submitted at the annual meeting for consideration, unless presented at an earlier special meeting of the Association by a majority vote of the Board of Directors.

12.06: Rules of Procedure: Unless otherwise provided herein, Robert's Rules of Order Newly Revised shall be the parliamentary authority for all members procedure. It is understood that these rules shall be used for the practical and orderly governance of the Association.

**Ratified by Membership on Date: 5/25/05**

Attachment : To the Bylaws (Exhibit I)

North Park Estates Neighborhood Association  
City of Austin, Travis County Texas

Street Index:

Street	Beginning	Ending
Apollo Drive	1011	1109
Austin Park Lane	11300	11700
Braker Lane 800 1109	800	1109
Circle Bend Drive	11300	11507
Eubank Drive	11300	11841
Gemini Drive	1101	1109
Huntridge Drive *	900	1105
Huntridge Circle	1102	1106
Minda Drive	900	1111
Minda Circle	11600	11603
North Bend Drive	800	1109
Orbit Road	11500	11505
Rebecca Drive	900	1109
Satellite Road	11500	11505
Silbury Street	900	1015
Space Lane	1000	1105
Space Circle	1107	1205
Titian Drive	11300	11503

The above streets and addresses are a accurate account of the North Park Estates Association Boundaries.  
The above numbers were taken from existing homes in our subdivision and present a more accurate  
account of existing locations for police and fire control.

President  
North Park Estates Neighborhood Association  
P.O.Box 81395 Austin, Texas 78758

**\* Corrected 11/6/2006 8:27 PM**