

**BY-LAWS OF THE CROWNHILL PARK NEIGHBORHOOD ASSOCIATION
A NON-PROFIT CORPORATION**

ARTICLE 1 – NAME OF ORGANIZATION

1.1 The organization shall be a Non-Profit Corporation registered in the State of Texas and named Crownhill Park Neighborhood Association, Inc. hereinafter referred to as CHPNA.

ARTICLE 2 – REGISTERED OFFICE & AGENT

2.1 The principal office of CHPNA shall be located in the City of San Antonio, Bexar County. CHPNA shall continuously maintain in the State of Texas a registered office and a registered agent in the same location.

ARTICLE 3 – MEMBER ELIGIBILITY

3.1 Every property owner and adult resident of Crownhill Park, hereinafter referred to as the Subdivision, shall be eligible for CHPNA membership. The Subdivision is defined as residences on the following streets: Colwyn Pass, Contessa, Coronet, Downshire, Duchess, Marquis, Regal, Trafalgar and Whitehall. Membership is limited to one per residence, with the exception of off-site property owners whose primary tenant of a qualifying residence may also apply for membership.

ARTICLE 4 – MEMBERSHIP DUES

4.1 CHPNA Membership Dues apply to up to one calendar year and are due each January. Dues are determined at each Annual Meeting and approved via majority vote of the Membership. A surcharge may be levied for electronic payment methods.

ARTICLE 5 – TERMINATION OF MEMBERSHIP

5.1 Members may voluntarily terminate membership at any time. No refund of Dues paid shall be provided for voluntary termination of membership. Memberships which fall delinquent in timely payment of Dues shall be considered voluntarily terminated.

5.2 Membership can be involuntarily terminated without cause at any time via two-thirds Board of Directors vote. A pro-rated refund of Dues paid shall be provided for involuntary termination.

ARTICLE 6 – SPONSORS

6.1 CHPNA supporters who do not qualify for membership may become Sponsors for a fee determined by the Board of Directors on a case by case basis via majority vote. Sponsors have no rights.

ARTICLE 7 – MEETINGS

7.1 CHPNA shall conduct four types of meetings:

- Membership Meetings include the Annual Meeting which is to be held every March. The Membership shall be provided with reasonable notice not more than 30 days and not less than 10 days beforehand. Required quorum threshold: Majority of Directors plus not less than 10% of general Membership.
- Regular Meetings to be held by the Board of Directors not less than once per quarter at consistent time and physical or virtual location. The Membership shall be provided with reasonable advance notice and may attend or speak via prior request to President. Required quorum threshold: Majority of Directors.
- Non-Regular Meetings may be called by the President or any two Directors at a time and location announced to Board of Directors with not less than 24 hours advance notice. The Membership may be excluded for discussion of sensitive matters. Required quorum threshold: Majority of Directors.
- Committee Meetings can be called at any time by the respective Director. Required quorum threshold: None.

7.2 Virtual participation is allowed to achieve quorum of any meeting.

7.3 Any person deemed to be overtly disruptive or endangering safety can be removed from any meeting via two-thirds vote among Board of Directors present.

7.4 If the Board of Directors fails to conduct Regular Meetings or the Annual Meeting within the timing specified herein, the President shall promptly call a Membership Meeting allowing reevaluation of the organization's leadership.

ARTICLE 8 – BOARD OF DIRECTOR VOTING

8.1 Each Director is allotted one vote on all matters put before the Board of Directors at a duly called meeting. Directors not in attendance at any meeting may submit a written proxy ballot to the President prior to the vote, provided each ballot clearly specifies the respective issue. Majority prevails unless otherwise noted herein.

ARTICLE 9 – MEMBERSHIP VOTING

9.1 Members in good standing who have provided the equivalent of annual membership dues within the prior 12 months are allotted one ballot on all issues put before the Membership. Ballots are limited to one per residence. Distribution of written or virtual proxy ballots may be issued via Board of Director majority approval.

ARTICLE 10 – BOARD OF DIRECTORS

10.1 The business and affairs of CHPNA shall be managed by the Board of Directors. Not less than 4, and not more than 12, members in good standing shall serve as Directors. Directors are selected via majority vote of the Membership at each Annual Meeting. Members who have paid the equivalent of one year Membership Dues are eligible for nomination. Only one Director is allowed per residence.

10.2 Each Director shall serve a two-year term. Ideally, half of Director terms expire each year to enable organizational continuity.

10.3 Directors are not compensated but shall be reimbursed for actual and approved expenses incurred. Directors and their immediate family members are prohibited from monetary gain of CHPNA expenditures without majority approval among the Board of Directors.

10.4 Members may nominate themselves for the Board of Directors by submitting their qualifications for the ballot at least 6 weeks prior to Annual Meeting. Board of Directors may approve late ballot additions via majority vote prior to the Annual Meeting.

10.5 Members may be removed from the Board of Directors via majority vote of the Membership. Removed Directors remain Members unless otherwise determined in accordance with Article 5.

10.6 Directors may resign from the Board of Directors at any time. Any Director absent from one-third of Regular Meetings within 12 consecutive months may be declared resigned via majority vote among the remaining Board of Directors.

10.7 The remaining Term of a vacated Director position can be filled via majority vote of the Board of Directors at any time.

10.8 Any Director whose participation is determined to be of concern may be temporarily suspended for up to 6 months at a time via two-thirds vote of the Board of Directors.

ARTICLE 11 - OFFICERS

11.1 The Board of Directors shall select up to 4 Directors to serve as Officers. Election of Officers shall be via majority vote of the Board of Directors immediately following the Annual Meeting. Each Officer shall serve a one year term and may do so consecutively without limit.

11.2 Officers may be demoted without cause via majority vote of the Board of Directors at a duly called meeting. Demoted Officers remain Directors unless otherwise determined in accordance with Article 10.

11.3 Upon termination of role, each Officer shall provide his or her successor with complete and timely documents for continuation of duties.

11.4 Officers have no powers other than those herein.

11.5 The following recommended Officer roles shall be reaffirmed or modified as needed immediately upon election:

- President. Set agenda and lead duly called meetings to guide discussion and resolution of issues. Transact general business between meetings. Co-sign contacts with Vice-President. Approve all payments initiated by Treasurer. Delegate tasks to Committees and monitor progress. Serve as default contact for the Membership and public unless otherwise delegated. Maintain working relationships with governmental officials and nearby neighborhood associations.
- Vice President. Support President and fulfill duties in his or her absence. Co-sign contracts with President. Approve all publicity, including newsletter and online posts, prior to publication. Serve as default for all unassigned committee-level tasks. Arrange for periodic guest speakers at meetings.
- Treasurer. Maintain bank account and accurate financial records. Initiate payments for President to approve. Oversee governmental filings including tax documents and organizational registrations. Maintain proper insurance coverage. Process and record Membership Dues and other donations. Solicit potential sponsors.
- Secretary. Coordinate duly called meetings. Ensure compliance with By-Laws during meetings. Record notes at meetings including all balloting. Serve as custodian of organizational documents including By-Laws and Committee archives. Ensure contact registration with City is current to enable notifications. Alert Directors of relevant notifications in a timely manner.

ARTICLE 12 – COMMITTEES

12.1 Each Director shall lead or co-lead at least one Committee. Committee assignments shall be determined via majority vote of the Board of Directors within 60 days following the Annual Meeting. Term of Committee assignments shall be one year.

12.2 Committees are entrusted to act in the best interests of the organization and make low risk decisions independently. Directors shall report Committee priorities and progress at each Regular Meeting, and if unable to attend, shall provide a report to the President beforehand.

12.3 Directors may enroll residents to assist with Committee tasks. These volunteers are not required to be members.

12.4 Upon termination of Committee leadership, the Director shall provide his or her successor with complete and timely documents for continuation of duties.

12.5 The Board of Directors may from time to time appoint special Committees whose duties shall be specified by the President.

12.5 The following recommended Committees shall be reaffirmed or modified as needed immediately upon assignment:

- Newsletter. Create, publish and coordinate distribution of periodic newsletter to all residents. Keep residents informed of Committee tasks, progress and achievements. Publicize upcoming meetings, events and other opportunities.
- Publicity. Create, publish and oversee website, social media, signage and other non-newsletter communications. Generate email campaigns using Database system. Keep residents informed of Committee tasks, progress and achievements. Publicize upcoming meetings, events and other opportunities.
- Database & Directory. Utilize Bexar Appraisal District and membership data to maintain detailed list of property owners. Collect and store emails in system to be utilized by Publicity. Maintain community directory and publish periodically. Actively monitor home sale activity and alert the Membership accordingly.
- Membership. Solicit and collect Membership Dues and other types of donations to be processed by Treasurer. Welcome new residents to community.

- Community Engagement. Advocate for protections and enhancements that impact neighborhood property values and quality of life. Engage nearby businesses and leaders of other neighborhood associations for common causes. Support Officers on addressing critical threats to community.
- Infrastructure. Ensure proper maintenance of public assets such as roadways, speed bumps, sidewalks, city signage, and drainage. Advocate for neighborhood enhancements and beautification. Coordinate landscaping care of median islands.
- Crime & Compliance. Monitor and chronicle criminal activity. Alert residents of threats and recommend precautions. Alert Code Enforcement to ordinance violations that undermine property values and quality of life; ensure resolution by City or SAPD. Engage SAFFE Officer to address neighborhood concerns.
- Social. Organize a series of periodic events that unify and inform community. Solicit sponsors for select events.

ARTICLE 13 – HOUSEKEEPING

13.1 The CHPNA physical mailing address shall be via locking mailbox located at the home of a Member willing to guarantee its placement for not less than 10 years.

13.2 Website with corresponding domain(s) and email(s) shall be maintained by the Board of Directors to enable communication with the Membership. Online content shall be updated periodically to keep the Membership informed.

ARTICLE 14 - FIDUCIARY

14.1 CHPNA fiscal year shall be January 1 through December 31.

14.2 The Board of Directors is authorized to raise funds to achieve goals consistent with the CHPNA charter.

14.3 All Committee expenditures shall be pre-approved via majority of the Board of Directors. Officers are authorized to spend up to \$50 without prior Board of Director approval, however shall report such expenditures at the next Regular Meeting.

14.4 The Treasurer shall keep a record of all CHPNA assets valued at more than \$100.

14.5 The Treasurer shall provide any requesting Member an accurate financial record of accounts within a reasonable time frame.

14.6 CHPNA shall conduct an independent audit of its financial record of accounts prior to each Annual Meeting.

ARTICLE 15– LIABILITY

15.1 The Treasurer shall maintain D&O liability insurance at all times, and if failing to do so, shall promptly advise Board of Directors of potential risk.

15.2 The Treasurer shall maintain CHPNA status as a registered non-profit corporation which provides additional legal protection, and if failing to do so, shall promptly advise the Board of Directors of potential risk.

ARTICLE 16 – AMENDMENTS TO BY-LAWS

16.1 By-Laws may be amended via majority vote of the Membership at the Annual Meeting.

ARTICLE 17 – DISSOLUTION OF CHPNA

17.1 This organization may be dissolved by a two-thirds vote among the Membership. All outstanding debts shall be paid out of CHPNA funds. Any remaining funds of assets shall be donated to a non-profit organization selected by the Board of Directors.