

In accordance with the current By-Laws of the Dellcrest Area Neighborhood Association, the following amendments to the By-Laws are being proposed and will be voted upon at the April 27, 2010 meeting.

Current:

Article VIII Meetings

8.0 Regular meetings of the Corporation shall initially be held on the 4th Tuesday of the month at the New Covenant Missionary Baptist Church, 1107 S.E. Loop 410, Fellowship Hall, unless designated otherwise.

Proposed change:

8.0 Regular meetings of the Corporation shall be held on the 4th Tuesday of the month at the Emmanuel AME Church, 1600 Semlinger Road, Fellowship Hall, unless designated otherwise.

Current:

8.01 The annual Corporation meeting shall be to elect the Board of Directors. The term of office is two (2) years. Written proxy ballots are allowed.

Proposed change:

8.01 The annual Corporation meeting shall be to elect the Board of Directors. The term of office is one (1) year. Written proxy ballots are allowed.



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D.A.N.A. Bylaws**BY-LAWS****OF****DELLCREST AREA NEIGHBORHOOD ASSOCIATION***As amended to April 22, 2008***ARTICLE I****NAME**

1.0 The name of the association is the Dellcrest Area Neighborhood Association (DANA) and hereinafter referred to as the "Corporation." The principal mailing address for the Corporation is PO Box 201042, San Antonio, Texas 78220. Meetings will be held in the State of Texas, County of Bexar, as decided and announced by the officers of the Corporation as they so determine.

ARTICLE II**OFFICE**

2.0 The Corporation's principal office shall be the residence of the Corporation's current president. The Board of Directors may designate another location at their discretion.

ARTICLE III**BOUNDARIES**

3.0 The boundaries of the Corporation are that area of Dellcrest Subdivision, San Antonio, TX, bounded on the North by Lord Road and includes Glenoak Road and Rice Road and, in Dellcrest Subdivision, Bernadine Drive, South by Rigsby Ave., East by Loop 410, and West by So. W.W. White Rd.

ARTICLE IV**PURPOSES**

4.0 The purposes of the Corporation are to: Provide an organized forum to promote, preserve, and enhance the quality of life for everyone. To encourage our Neighbors to become involved in community affairs. To identify and address issues which may exist in the area and/or in the city. To keep all neighbors informed concerning changes and proposals that may affect the community. Finally, we shall at all times, make known our civic, environmental and basic needs for the well-being of the area. These objectives will be met within the meaning of the Internal Revenue Code Section 501(c)(3) and applicable Texas statutes.

ARTICLE V**LEGAL STATUS**

5.01 The Corporation shall be organized and operated not for profit. The Corporation does not have nor shall exercise any authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent qualifying as a corporation described in Section 501 of the Internal Revenue Code.

5.02 The Corporation shall be a non-profit, non-partisan organization and shall not support candidates for public office. The Corporation may take positions on issues. All action appropriate to sustain the Corporation's approved position must be authorized by the Board of Directors before the President or the President's representative may so act.

5.03 The Corporation shall never be operated for the primary purpose of making

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a profit. No part of its net earnings, donations, grants, or any other funds received in any manner, form or kind shall be used to the benefit of private individuals other than those that may be employed from time to time to perform official Corporation functions.

ARTICLE VI

MEMBERSHIP

6.01 Membership to the Corporation is open to anyone living in the community and shall be of three types:

Regular: a. Any person residing within the assigned boundaries of the Corporation who pays the annual membership dues as established by the Association shall be considered a member in good standing and entitled to voice and vote - one vote per household.

B. Residents of the area who have not paid the annual membership dues shall be entitled to voice, but no vote.

Associate: Persons who live outside the neighborhood, but support the purposes of the Corporation, are eligible for "Associate". They shall be entitled to voice.

Business, Club or Organization: Where membership involves a business, club or organization, such group shall, on being accepted into membership, immediately file with the Secretary the name, address, and phone number of its representative. They shall be entitled to voice and one vote provided they pay the membership dues, but only voice and no vote if they do not pay membership dues.

6.02 Membership Dues - There shall be dues as required by the Board of Directors to be a member of the Corporation in the amount of \$12 per annum, which may be amended from time to time. Membership year is calendar year and dues may be pro-rated for members joining during the year.

6.03 Membership of 30 days is required to be able to vote in any meeting of the Corporation duly called.

ARTICLE VII

SOURCES OF REVENUE

7.0 The fiscal year is the calendar year unless changed otherwise by Board of Directors resolution.

7.01 The Corporation may engage in fundraising activities related to its purposes. The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.

7.02 The Board of Directors may decline any contribution, gift, bequest, or device without comment.

ARTICLE VIII

MEETINGS

8.0 The Board of Directors shall meet as required to achieve the Corporation's objectives and goals. All meetings will be publicly announced. All meetings are open to the general public. Annual meetings will be held during the month of April at a time, place and location to be determined by the Board of Directors. Regular meetings of the Corporation shall initially be held on the 4th Tuesday of the month at the New Covenant Missionary Baptist Church, 1107 S.E. Loop 410, Fellowship Hall, unless designated otherwise.

8.01 The annual Corporation meeting shall be to elect the Board of Directors. The term of office is two (2) years. Written proxy ballots are allowed.

8.02 The annual Corporation meeting shall also be to approve the annual budget for the following fiscal year.

8.03 A quorum for the annual meeting will be a simple majority of the Corporation. Failure to meet the quorum will require the Chair to call another annual meeting within 30 calendar days. Should a subsequent meeting fail to reach a quorum as stated herein, the Board of Directors may resolve to conduct the annual meeting by their simple majority vote.

8.04 Any and all actions decided at the annual meeting are binding on all members and officers of the Corporation.

ARTICLE IX

OFFICERS

9.0 The affairs of the Corporation shall be under the management of a Board of

Directors. The Board shall be the President, Vice President, Secretary, Treasurer, and three (3) Members-at-large. In addition, a Youth Representative - 16 to 19 years of age, shall be a member of the Board in an advisory capacity with voice, but not vote in legal matters.
The size of the Board may change from time-to-time to be determined by the Corporation. The Board of Directors shall serve without pay. The precedence of succession shall be the President, Vice President, Secretary, and Treasurer. Each of the Board of Directors must be members of the Corporation.

9.01 The officers of the Board of Directors shall be elected by the simple majority of the voting members. A Board member may serve for no more than three (3) consecutive terms in a Board position. The election shall be decided by simple majority of the quorum present.

9.02 The Board of Directors shall be the policy-making body for the Corporation and empowered to make decisions for the Corporation.

9.03 The Board of Directors shall appointment replacements in the occurrence of resignations of any officer. Those appointed by the Board shall serve for the remainder of the vacant year.

9.04 The Board of Directors will make an annual report to the membership that will focus specifically on the fiscal aspect of Corporation operations.

ARTICLE X DUTIES OF OFFICERS

10.0 The President shall be the principle officer of the Corporation and shall:

10.1 Preside at the meetings of the Corporation and is empowered to act on behalf of the Corporation on any and all matters that may reasonably be deemed the business or interest of the Corporation.

10.1.1 Represent the Corporation to all public functions, except when previously having appointed another officer or committee member to represent the Corporation. The President is designated principle spokesperson for the Corporation and may, from time-to-time, authorize other spokespersons as deemed appropriate.

10.1.2 Appoint committees and their chairs as required. Committees shall be appointed and dissolved as required during the course of Corporation business.

10.1.3 Sign with the Secretary any contracts or other legal documents expressly authorized by the Board of Directors.

10.1.4 With the assistance of the Board of Directors, set the agenda for all meetings.

10.1.5 Participate as an ex-officio member of all committees.

10.2 The Vice President shall:

10.2.1 Assist the President.

10.2.2 Represent the President whenever so designated.

10.2.3 In the absence of the President or in the event of the President's refusal or inability to act, the Vice President shall perform the duties of the President, when so acting, shall have all the powers of and be subject to any restrictions upon the President.

10.3 The Secretary shall:

10.3.1 Keep minutes and other appropriate records of the Corporation.

10.3.2 Sign with the President any contracts or other legal documents expressly authorized by the Board of Directors.

10.3.4 Preserve in a file, open to public scrutiny, the records and other affairs of the Corporation.

10.3.5 Maintain a current roster of the Corporation membership, i.e. name, mailing address, city, zip code, e-mail address (where applicable) and phone number (voluntary).

10.4 The Treasurer shall:

10.4.1 Have charge of Corporation funds/bank accounts and any other monetary instruments.

10.4.2 Sign for all withdrawals of funds. (Two officer's signatures are required.)

10.4.3 Perform other duties as designated by the President or the Board of Directors.

10.4.4 Present a monthly report of the status of Corporation accounts at each meeting and at the annual meeting.

10.4.5 Keep full and accurate account of all receipts and disbursements of Corporation activities in files that shall remain the permanent property of the Corporation.

10.4.6 Pay all bills and disburse funds as directed by the Board of Directors.

10.4.7 Act as liaison for the Corporation with a financial institution in the Corporation's name as approved by the Board of Directors.

10.4.8 Ensure an annual audit of Corporation accounts is accomplished by an outside auditor following State law and generally accepted business practices. Ensure said audit is available to the general public and make available copies for no more than the cost of reproduction.

10.5 Members-at-Large shall:

10.5.1 Represent the interests of the entire membership in all executive decisions and perform other duties as may be required throughout the course of their term(s).

10.6 A Director may be removed from office by an affirmative vote of two-thirds of voting members. Any removal action shall be preceded by no less than thirty (30) days notice to that Director by regular mail, email, telecopy or facsimile with an opportunity for the Director to address the membership.

10.7 Unexcused absences of three (3) consecutive meetings by a Board member is cause for removal from office.

ARTICLE XI

PARLIMENTARY AUTHORITY

11.0 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases in which they are not inconsistent with these bylaws and any special rules adopted by the Corporation. A quorum at Board of Director meetings shall be a majority of Board members. A quorum at a general or annual Corporation meeting shall be a simple majority of the voting members.

ARTICLE XII

AMENDMENTS

12.0 These bylaws and articles may be amended by a two thirds vote of the voting members present at any annual or special called meeting, provided a written notice has been given to the membership thirty (30) days prior. A full text of the Article I question, the proposed change and the rationale for the change, must be included in the notice. Written proxy votes are permitted.

ARTICLE XIII

AUDITS

13.0 At least one month prior to the annual meeting an audit shall be requested by the Treasurer as outlined in Article X, paragraph 10.5.8 of these bylaws. This audit will be present for the annual meeting. The Treasurer is responsible to keep one (1) copy on permanent file. Copies shall be made available for no more than the price of reproduction.

ARTICLE XIV

DISSOLUTION

14.0 The Corporation may be dissolved provided the disbursement of all monies and properties be acted upon prior to dissolution, and in accordance with requirements of the Articles of Incorporation and Texas Non-profit Corporation Act then in existence.

ARTICLE XV

INDEMNIFICATION

15.0 The Corporation shall indemnify any person (and the heirs, executors and administrators of such person) who is or was a director, officer or employee of the Corporation or of any corporation which they served as such at the request of the Corporation and of which the Corporation directly or indirectly is a shareholder or creditor, or in which it is any way interested, against any and all liability and reasonable expense than may be incurred by them in connection with or resulting from any claim action, suit or other proceeding (whether brought by or in the right of the Corporation or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which they may become involved as a party or otherwise by reason of being or having been such a director, officer or employee (whether or not a director, officer or employee at the time such liability and expense may be incurred) except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for

or guilty of negligence or misconduct in the performance of their duty. The Corporation may also reimburse to any such director, officer or employee the reasonable cost of settlement, including reasonable expense of any such action, suit or proceeding, as shall be found by a majority of a committee of directors composed of all of the directors not involved in the matter in controversy, whether or not a quorum, that it is to the best interest of the Corporation that such settlement be made and that such director, officer or employee was not guilty of gross negligence or willful misconduct.

15.01 Indemnification Not Exclusive - The rights of indemnification and reimbursement provided for in 15.0 of this Article shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any bylaws, agreement, vote of members, or as a matter of law or otherwise.

ARTICLE XVI ADOPTION OF BYLAWS

16.0 Approved by the membership on

April 22, 2008, as witnessed by

_____ President

_____ Vice President

16.01 Adopted by a majority vote of the membership at the regular scheduled meeting held on the 22nd day of April, 2008.

Posted by pamu on 06/11/2008

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