

ATTACHMENT

THE KING WILLIAM ASSOCIATION BY-LAWS

ARTICLE I NAME

The name of this organization shall be "The King William Association."

ARTICLE II PURPOSE and MISSION STATEMENT

Sec. 1 The purpose of this organization shall be as stated in Article IV of the Articles of Incorporation of the King William Association, a non-profit Texas Corporation.

Sec. 2 The mission of the King William Association is to preserve and maintain the residential nature and support preservation of historic structures of the King William Neighborhood and the diversity of its people, to intercede on behalf of the neighborhood on issues affecting the community by all civic avenues available including advocating for residential status with the city; and to improve quality of life by building community and promoting educational, cultural and recreational pursuits and activities.

ARTICLE III MEMBERSHIP

The membership of this organization shall be comprised of classes, as designated by following provisions of this Article III, and the members of each such designated class shall be the only members of this organization.

Sec. 1 Active Membership - Any individual 18 years of age or older who owns property in, or who is a resident of, the King William Area (as described below) and any business or organization that owns property in the King William Area shall be eligible for active membership, and upon payment of all applicable membership dues pursuant to Art. III, Sec. 6 of these By-Laws, shall be an "Active Member". For purposes of these By-Laws, the "King William Area" is the King William Historic District, as from time to time designated by ordinance of the City of San Antonio, Texas, and areas outside such historic district to the extent such areas are within the following bounds:

East César E. Chávez Boulevard from South Presa to South Flores streets.

South Flores from East César E. Chávez Boulevard to South Alamo Street.

South Alamo from South Flores to the San Antonio River.

The San Antonio River from South Alamo Street to Eagleland Drive.

Eagleland Drive from the San Antonio River to South Presa Street.

South Presa from Eagleland Drive to East César E. Chávez Boulevard.

Subject to Art. III, Sec. 5 of these By-Laws, Active Members shall have all the privileges of membership, including voting, holding office, serving on committees and speaking on the floor at membership meetings.

Sec. 2 Associate Membership - Associate membership shall be open, on approval of the Board of Directors, to persons who are interested in the objectives of the Association but are neither owners of property in nor residents of the area outlined in Sec. 1 of this Article. Upon approval of the Board of Directors and payment of all applicable membership dues pursuant to Art. III, Sec. 6 of these By-Laws, such persons shall be "Associate Members" with all privileges of membership, with the exception of voting or holding office. An acceptance or denial of Associate Membership shall not be based on sex, race, color, creed or national origin. Any membership dues tendered by any applicant for Associate Membership who is not accepted for Associate Membership shall be returned.

Sec. 3 Exception - Persons or organizations who entered the Association prior to the adoption of the original By-Laws shall continue to have equal status with owners of property in and residents of the area, and shall be Active Members as defined in Sec. 1 of this Article.

Sec. 4 Categories of Membership - Within the Membership there shall be the following categories:

- (1) Individual
- (2) Family
- (3) Friend
- (4) Business or Organization
- (5) Patron
- (6) Benefactor
- (7) Sustaining

Families may join at Categories 2, 3, 5, 6, 7 and, if Active Members, are entitled to two votes.

Sec. 5 Business/Organization Membership - Membership involving a business or organization which qualifies for Active Membership is not eligible to serve on the King William Association Board of Directors or hold an office. Such business or organization shall file immediately, and in writing, with the Secretary of the Association, the name and address of its representative who shall be entitled to cast its one vote in general membership meetings.

Sec. 6 Membership Dues - Membership shall be on an annual basis commencing on September 1 of any given year and ending on August 31st of the following year (the "Membership Year"). Annual dues paid during a Membership Year shall be applied to dues owed for such Membership Year (without proration for partial years) unless the member has previously paid dues for such Membership Year or the member designates that such dues are to be applied to the following year, in which cases membership dues shall be applied to the immediately succeeding Membership Year. Membership dues for a given Membership Year must be paid by members before September 1 of that Membership Year for any such members to be listed in the annual King William Association Directory for that Membership Year and for any such Active Members to be eligible to vote in election of Board of Directors for such Membership Year. The Board of Directors shall establish and may periodically adjust membership dues for the respective membership classes and categories. A list of membership dues for such classes and categories shall be available to members and prospective members at the offices of the organization.

Sec. 7 Membership Meetings - General Membership meetings shall be held on the first Wednesday of each month, except when otherwise determined by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Sec. 1 Duties of the Board - The affairs of the organization shall be governed by the Board of Directors, which shall number not less than fifteen (15) nor more than sixteen (16). The Board of Directors shall consist of Active Members of the Association, as defined in Article III, Sec. 1 of these By-Laws.

Sec. 2 Election of Directors - The Board of Directors shall be elected by the Active Membership at the annual meeting of the Association in September. Written notice of the annual meeting shall be given to the membership not later than the 10th day and not earlier than the 60th day before the date of the meeting.

Sec. 3 Eligibility for Board Membership - Eligibility for nomination to Board membership shall require one year's immediate prior active membership in the King William Association.

Sec. 4 Terms of Directors - Directors shall be elected for one-year terms, shall be eligible for three (3) consecutive terms (in addition to any unexpired term such person may have fulfilled pursuant to Art. IV, Sec. 8) and shall then be eligible to serve again after one year's absence from the Board of Directors. Exception to this provision may be made in the case of:

(1) An incumbent President who is elected to the office in, or immediately following, the third year of his or her three consecutive one year terms and is therefore eligible for an additional year in office pursuant to Art. IV, Sec. 4(2) or Art. IV, Sec. 5.

(2) A Board member who has served three years on the Board may then be elected to a single one-year term as President.

Notwithstanding the foregoing, a Board member who has been absent from four or more Board meetings during his or her then current term shall not be eligible for nomination to an immediately subsequent term.

Sec. 5 Past President - The immediate Past President shall remain a member of the Board for one year unless he or she has been absent from four or more Board meetings during his or her then current term.

Sec. 6 Nomination Procedures

- (1) Each year, a nominating committee composed of five (5) Active Members shall be formed in accordance with this Sec. 6. The nominating committee shall be charged with identification, recruitment and nomination of qualified, eligible Active Members to serve as Directors. Three members of the nominating committee shall be elected by a vote of the Active Membership at the general membership meeting in June or at such other monthly meeting or special meeting of Active Membership as determined by the Board of Directors, but in no event later than the last week of July. Two members of the nominating committee shall be appointed by the President from among members of the Board. One of the Board member appointees shall be designated by the President to chair the Nominating Committee. The President shall announce the names of the appointees from the Board prior to calling for nominations for the candidates for the elected positions on the Nominating Committee.
- (2) The Nominating Committee shall select a slate of fifteen (15) candidates for positions on the Board of Directors, one of whom shall be designated the nominee for the office of President of the Association. The list of such candidates shall be published in the KWA Newsletter or otherwise delivered in writing to the Active Members preceding the August general meeting and shall be presented at the August general meeting by the Nominating Committee or, if determined by the Board of Directors, at a special meeting called for the purpose of presenting the list of candidates, but in no event later than 10 days prior to the September annual meeting. The President shall call for nominations from the floor at the same meeting at which the Nominating Committee's slate is presented to the general membership. Persons nominated from the floor must meet eligibility requirements in Article IV, Section 3 of these By-Laws. In selecting candidates for positions on the Board of Directors, the Nominating Committee and the general membership shall bear in mind that all facets of the

Association's membership should be represented on the Board. These would include such considerations as property ownership, geography, gender and ethnicity. No person who has not previously agreed to serve shall be nominated by the Nominating Committee and any persons nominated from the floor must accept the nomination prior to the annual meeting of the Association.

Sec. 7 Election Voting Procedures – Voting in the election of the Board of Directors shall be conducted in accordance with procedures determined by the Board of Directors and announced to voting members prior to the commencement of voting. Proxy voting shall not be permitted. The King William Association Secretary is responsible for determining eligibility of voters.

Sec. 8 Board Vacancies - Vacancies on the Board of Directors between elections will be filled by appointments by the Board. Persons appointed to fill such vacancies will be eligible to be elected to a full term on the Board on completion of the unexpired term each has filled. After three consecutive absences from regularly scheduled Board meetings, the position of any director shall be declared by the Board to be vacant.

Sec. 9 Board Meetings - The Board will meet regularly on the third Wednesday evening of each month unless otherwise notified by the President. Special Board meetings may be called by the President or a majority of the Board members upon no less than twenty-four (24) hours notice. Board meetings will be open to all members, with participation in the discussion permissible on invitation of the presiding officer.

Sec. 10 Quorum - A majority of the Board members shall constitute a quorum for the conduct of business at any Board meeting.

Sec. 11 Emergency Voting Procedure - In an emergency, as deemed by the President, motions may be presented, seconded and votes taken by telephone or e-mail, provided that the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. If voting is to take place at the meeting, the Association must implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified. Any such votes require a super majority of two-thirds (2/3) of the Board.

Sec. 12 Annual Report - The Board of Directors will make a report of the year's activities to the membership at the annual meeting each September.

Sec. 13 Election of Officers - Within two (2) weeks after the annual election of the Board of Directors, the Board shall hold its initial meeting of the new organizational year for the purpose of electing officers from amongst its members. Officers shall be elected for one-year terms, and no officer shall serve more than two consecutive terms in the same office.

Sec. 14 Insuring the Board of Directors - The King William Association shall provide appropriate insurance to cover any and all members of the Board of Directors as they conduct the business of the Association.

ARTICLE V OFFICERS

Sec. 1 Offices and Vacancies - The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. The officers (other than the President) shall be elected by the Directors, as stipulated in Article IV, Sec. 14 of these By-Laws. The President shall be elected by the Active Members pursuant to Article IV. Vacancies in office shall be filled by the Board from its members.

Sec. 2 Parliamentarian - The President shall appoint a Parliamentarian from among the Board of Directors.

ARTICLE VI DUTIES OF OFFICERS

Sec. 1 President - The President of the Association, acting also as Chairperson of the Board of Directors, shall supervise the activities of the organization, preside at the Board and general membership meetings, and perform all other duties pertaining to the office of the President. The President shall form and chair the Executive Committee, be an ex-officio member of all committees with the exception of the Nominating Committee and supervise Association staff persons.

Sec. 2 Vice President - The Vice President shall serve in the absence of the President and shall perform other duties as may be assigned by the President or the Board of Directors.

Sec. 3 Secretary - The Secretary shall be responsible for keeping a full and accurate record, in a book kept for that purpose, of the proceedings of all meetings of the Board and the general membership. Other duties may be prescribed by the President of the Board of Directors.

Sec. 4 Treasurer - The Treasurer shall be responsible for ensuring that a full and accurate record of all receipts and disbursements of the Association is kept, in permanent form which shall belong to the Association, and shall cause all monies and valuable objects of the Association to be deposited in such depositories as may be designated by the Board of Directors. A report of the financial status of the organization shall be made by the Treasurer whenever so required by the President, and a yearly report shall be presented by the Treasurer, or another Director or Finance Committee member designated by the Treasurer, to the general membership at its annual meeting. The Treasurer shall be bonded, at the expense of the Association, in an amount to be determined by the Board of Directors. The Treasurer shall chair the Finance Committee (see Article VIII) and shall perform other duties that pertain to the office and are prescribed by the President or the Board of Directors.

ARTICLE VII STAFF

Sec. 1 Staff Positions. The staff may consist of an Executive Director and such other positions as the Board of Directors shall deem necessary.

Sec. 2 Executive Director. The Executive Director shall not have a vote on the Board of Directors. The Executive Director shall coordinate and supervise all projects undertaken by the Association, regularly attend meetings of the Board and provide the Board with periodic reports of projects and activities of the Association. The Executive Director shall also perform such other duties and responsibilities as may be assigned to the Executive Director by the President or the Board.

ARTICLE VIII COMMITTEES

Sec. 1 Executive Committee - The Executive Committee shall be a standing committee consisting of the President, the Vice President, the Secretary and the Treasurer. Except as otherwise provided by the Board or in these Bylaws, the executive committee shall have, during the intervals between meetings of the Board, all of the authority of the Board, except as to the election or removal of officers, removal of members of the Board of Directors, amendment or repeal of any action or resolution of the Board and any matters prohibited by applicable law. Meetings shall be held on call by the President whenever action is needed, in the discretion of the President, between meetings of the Board and when the President considers it impractical or unnecessary to call a special meeting of the Board. All actions taken by the executive committee shall be fully reported to and discussed by the Board at its next meeting.

Sec. 2 Additional Standing and Ad Hoc Committees – Additional standing committees and such others as may be required to carry out the purposes of the organization shall be appointed by the President,

who shall designate the chairperson for each such committee. Each committee shall have at least three members. If a committee has the power to act on behalf of the Board, at least a majority of its members shall be Directors. The President and Vice President shall be ex-officio member of all committees. The Chairpersons shall submit reports on the activities of such committees to the Board for its meetings. If Ad Hoc committee has not completed business in ninety (90) days, the President shall review committee and either dismiss the committee or renew its charge for a further ninety days. No committee shall have the power to act on behalf of the Board except as expressly set forth in these By-Laws or as expressly conferred by the Board. All committee members shall serve at the pleasure of the Board.

Sec. 3 Standing Committees and Their Assignments – Standing committees shall consist of the Executive Committee and the following committees, each with its outlined assignments. Others may be appointed as deemed necessary by the Board of Directors.

(1) Finance Committee:

This Committee shall be comprised of no more than 9 members, all of which shall be Active Members, and shall include the current Fair Chair, the current Treasurer (who shall act as the chair of the committee) and any other Active Members of the Association that are appointed by the President. The President shall endeavor to include past presidents and past treasurers among the appointed members. This committee shall be responsible for preparing the Association's annual budget, which shall be presented to the Board for approval no later than the final meeting of the Board preceding a new fiscal year. It shall assist the Treasurer in every way possible and work with the committees and the Board on matters pertaining to the finances of the organization.

(2) King William Fair Committee:

The King William Fair Committee shall be responsible to the Board for matters pertaining specifically to the annual Fair.

(3) Architectural Advisory Committee:

The Architectural Advisory Committee reviews plans presented to the San Antonio Historic Design and Review Commission by property owners, residents and businesses of King William. The AAC discusses the appropriateness of these plans based on the character of the neighborhood and makes recommendations to the HDRC unless otherwise directed by the Board. King William property owners, residents and businesses are encouraged to bring projects and questions to the AAC for advice before submission to HDRC.

Sec. 4 Committee Procedures Generally - Each committee shall record minutes of its deliberations, recommendations and conclusions and shall promptly deliver a copy of such minutes to the Secretary of the Association. Reasonable notice of the meetings of any committee shall be given to the members thereof and to the President and Executive Director of the Association. A majority of the members of each committee then present in person, shall constitute a quorum for the transaction of business, and the act of a majority of the members of any committee present in person at a meeting at which a quorum is present shall be the action of the committee.

ARTICLE IX RULES GOVERNING CONDUCT OF BUSINESS

Sec. 1 Legal Requirements for Non-Profit Organizations - Neither directly nor indirectly shall the Association engage in any activity which would prevent it from qualifying and continuing to qualify as a corporation such as is described in Sec. 501(c)(3) of the Internal Revenue Code for 1954, contributions to which are deductible for Income tax purposes.

Sec. 2 Dissolution - In the event of dissolution of the King William Association, in any manner and for any reason, the remaining assets, if any, shall be distributed, as may be designated by the Board, to and only to one or more non-profit organizations that (i) are organized for purposes similar to the purpose of the Association and (ii) meet the description of non-profit organizations set forth in Sec. 501 (c) (3) of the Internal Revenue Code.

Sec. 3 Reference to Internal Revenue Code - Any reference to the Internal Revenue Code of 1954 shall be deemed to mean such provision as now existing, amended, supplemented or superseded.

Sec. 4 Parliamentary Authority - The parliamentary authority governing conduct of business on any point not covered in these By-Laws shall be Robert's Rules of Order, in its latest revision.

Sec. 5 Grants and Donations - At the discretion of the King William Association Board, grants and donations of King William Association funds shall be made to schools and other organizations serving the neighborhood, as defined in Article III Sec. 1, and its residents.

Sec. 6 Expenditures and Allocations of Funds - Any single expenditure or allocation of funds by the Board equal to or exceeding \$50,000 must be approved by a minimum of eleven (11) Board members.

Sec. 7 Holdings Guidelines – The Finance Committee shall be responsible for developing an Investment Policy with the objective of preserving the Association's capital while achieving reasonable financial returns. The Finance Committee shall present such Investment Policy and any modifications thereto to the Board of Directors for approval. Funds of the Association that are required for current needs shall be deposited to the credit of the Association in such banks, trust companies or other depositories as may be designated by the Board or by any committee thereof or any officer of the Association to whom power in respect of investments shall have been designated by the Board or in the Investment Policy. Such funds as are not required for current needs shall be invested and reinvested in a manner, in accordance with the Investment Policy, as may be designated by the Board or by any committee thereof or any officer of the Association to whom power in respect of investments shall have been designated by the Board or in the Investment Policy. Funds shall be distributed amongst several institutions, as necessary, to ensure that the federally insured dollar amount is not exceeded at a single institution by more than ten percent (10%).

The Board of Directors may appoint a financial agent or agents to represent and advise the Association in the investment of its funds

Funds which exceed the federally insured amount, either received as proceeds from fundraising activities or which are needed to support such activities (such as money raised by or needed to support the Fair) may be held in a checking account at a stable banking institution for a period not to exceed six (6) months.

No less than two separate individuals shall be responsible for managing the Association's accounts: the Executive Director or, if there is a vacancy in the Executive Director position, an individual appointed by the Treasurer, shall issue checks and maintain the appropriate records; the Executive Director or, if there is a vacancy in the Executive Director position, the Treasurer or another member of the Executive Committee, shall review and sign all checks; and a qualified third party (either a member of the Association or a paid contractor) shall reconcile the account records monthly. As deemed necessary, the Board may request an outside review of the Association's financial records.

ARTICLE X INDEMNIFICATION

Sec. 1. Indemnification of Directors and Officers - The Association shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that such person is or was a Director or Officer of the Association against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding. The Association shall be required to indemnify a person in connection with a Proceeding (or part thereof) initiated by such person only if the Proceeding (or part thereof) was authorized by the Board of Directors.

Sec. 2 Indemnification of Others - The Association shall have the power to indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any Proceeding by reason of the fact that such person is or was an employee or agent of the Association against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding.

Sec. 3 Prepayment of Expenses - The Association shall pay the expenses incurred by any Officer or Director of the Association, and may pay the expenses incurred by any employee or agent of the Association, in defending any Proceeding in advance of such Proceeding's final disposition; provided, however, that the payment of expenses incurred by a person in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the person to repay all amounts advanced if it should be ultimately determined that the person is not entitled to be indemnified under this Article XI or otherwise.

Sec. 4 Non-Exclusivity of Rights - The rights conferred on any person by this Article XI shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, the governing documents of the Association, agreement, vote of disinterested Directors or otherwise.

Sec. 5 - Insurance - The Association may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Association would have the power to indemnify such person against such liability under applicable law.

Sec. 6 - Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article XI shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XI AMENDMENTS

These By-Laws may be amended by a two-thirds majority vote of the active members present and voting at any general meeting of the Association where a quorum is present, provided that the proposed amendment has been presented in writing by the Parliamentarian to the general membership at least two weeks prior to voting. A quorum for the purposes of amendment shall be forty (40) active members, or twenty percent (20%) of the active membership, whichever is less.

ARTICLE XII FISCAL YEAR

The Fiscal year of this organization shall be the calendar year.

ARTICLE XIII BUDGET YEAR

The Budget Year of this organization shall be the calendar year.

ARTICLE XIV QUORUM

A quorum for the conduct of business at any general meeting shall be ten (10) percent of the membership, with the exception of the passage of amendments, for which the quorum shall be as stipulated in Article XII.

BY-LAWS REVISED - April 3, 1974

BY-LAWS REVISED - November 3, 1976:

Art. II, Sec. 1
IV, Sec. 4
IV, Sec. 5
IV, Sec. 6
IV, Sec. 7
VII, Sec. 2 (1)
VII, Sec. 2 (8)
VII, Sec. 2 (9)
IX

BY-LAWS REVISED - December 3, 1987:

Art. III, Sec. 6

BY-LAWS REVISED - September 3, 1997

Art. III

BY-LAWS REVISED - June 3, 2009

Art. II
III, Sec. 6
IV, Sec. 4
IV, Sec. 5
IV, Sec. 11
IV, Sec. 14
VI, Sec. 1
VI, Sec. 4
VII, Sec. 2
VII, Sec. 3 (1)
VII, Sec. 3 (2)
VII, Sec. 3 (4)
VII, Sec. 3 (5)
VII, Sec. 3 (6)
VII, Sec. 3 (7)
VII, Sec. 3 (9)
VII, Sec. 3 (10)
VIII, Sec. 5
VIII, Sec. 6
VIII, Sec. 7
XI

BY-LAWS REVISED - March 5, 2014

In general each “will” was changed to “shall”

Art. III, Sec. 1, Sec. 2, Sec. 4, and Sec. 6
IV, Sec. 2, Sec. 4, Sec. 5, Sec. 6, Sec. 7, Sec. 8, Sec10, Sec. 11, Sec. 12,
Sec. 13, and Sec14
V, Sec. 1, and Sec. 3
VI, Sec. 1, and Sec. 2
VII, Sec. 1, Sec. 2, and Sec. 3
VIII, Sec. 1, Sec. 2, and Sec. 3, Sec. 3 (1), (2), (3), and Sec. 4
IX, Sec. 2, Sec. 4, Sec. 6, and Sec. 7
X,
XI,
XII,
XIII,
XIV,