

# **BYLAWS OF THE KING WILLIAM ASSOCIATION**

*Adopted 1/23/2019*

*Revised 6/5/2019*

## **Article 1. Name**

The name of this organization is “The King William Association,” also known as the “Association” or “KWA.”

## **Article 2. Purpose**

The purpose of the Association is to promote the health and welfare of the King William neighborhood by:

- (a) Preserving the historic and residential nature of the neighborhood; and
- (b) Fostering educational, recreational, and cultural activities.

## **Article 3. King William Area**

The King William Area, also known as the King William neighborhood, is bounded by the following:

- (a) The south side of East César E. Chávez Boulevard from the west side of South Presa Street to the east side of South Flores Street.
- (b) The east side of South Flores Street from the south side of East César E. Chávez Boulevard to the north side of South Alamo Street.
- (c) The north side of South Alamo Street from the east side of South Flores to the east side of the San Antonio River.
- (d) The east side of the San Antonio River at South Alamo Street to the north side of Eagleland Drive.
- (e) The north side of Eagleland Drive from the east side of the San Antonio River to the west side of South Presa Street.
- (f) The west side of South Presa Street from the north side of Eagleland Drive to the south side of East César E. Chávez Boulevard.

## **Article 4. Membership**

Section 4.01 The Association's membership consists of associate members and voting members.

### **Section 4.02 Associate Members**

- (a) Individuals 18 years or older; families, and businesses/organizations residing, owning, or leasing property in the King William neighborhood, as well as any individuals, families, or businesses/organizations outside of the King William neighborhood, that support the purpose of the Association are eligible to be associate members.
- (b) Associate members must register with the Association.
- (c) An associate member has no voting privileges.

### **Section 4.03 Voting Members**

- (a) Voting members register with the Association; pay annual dues; and reside, own, or lease property in the King William neighborhood.
- (b) Voting members are individuals 18 years or older and have one vote each; family members have two votes per family; business/organization members have one vote each.
- (c) A voting member must be current with annual dues 30 calendar days prior to any vote.

### **Section 4.04 Membership Dues**

- (a) Dues are set by the board of directors.
- (b) Associate members are not required to pay dues.
- (c) The membership year is January 1 to December 31. Dues are payable on or before January 15. Membership dues are accepted at any time but are not prorated.

### **Section 4.05 Resignation/Discipline/Termination of Membership**

- (a) A member may resign in writing.
- (b) Disciplinary procedures regarding members will follow the current edition of *Robert's Rules of Order Newly Revised*.

## **Article 5. Officers**

### **Section 5.01 Officers of the Association**

- (a) The officers are a president, a vice president, a secretary, and a treasurer.
- (b) The secretary and treasurer are selected from the board of directors by the president within one month of the annual election of directors.
- (c) The officers are the members of the executive committee.
- (d) Officers may only serve two consecutive one-year terms in their position or until their successors are elected.

### **Section 5.02 Duties of Officers**

#### **(a) President**

The president of the Association supervises the activities of the organization, presides over all meetings, chairs the executive committee, is an ex-officio member of all committees with the exception of the nominating committee, and performs other duties applicable to the office as prescribed by the current edition of *Robert's Rules of Order Newly Revised*.

#### **(b) Vice President**

The vice president serves in the absence of the president and performs other duties applicable to the office as prescribed by the current edition of *Robert's Rules of Order Newly Revised*.

#### **(c) Secretary**

The secretary is responsible for keeping a full and accurate record of all meetings, determines eligibility of voting members, and performs other duties applicable to the office as prescribed by the current edition of *Robert's Rules of Order Newly Revised*.

#### **(d) Treasurer**

The treasurer is responsible for keeping a full and accurate record of all financial matters of the Association, is responsible for monthly financial reports, presents an annual financial report to the membership, chairs the finance committee, and performs other duties applicable to the office as prescribed by the current edition of *Robert's Rules of Order Newly Revised*.

## **Article 6. Board of Directors**

### **Section 6.01 Duties of the Board of Directors**

The board of directors is responsible for the management and administration of the Association in all respects and has the power to conduct the business of the Association, except that which is retained by the membership as provided by these bylaws.

### **Section 6.02 Composition of the Board of Directors**

- (a) The voting members elect a president, vice president, and 11 directors.
- (b) The board of directors includes a parliamentarian appointed by the president who is not a voting member of the board of directors unless the appointee is also a director.
- (c) The immediate past president remains a voting member of the board of directors for one year unless he or she declines to serve.
- (d) The executive director serves on the board of directors without voting privileges.

### **Section 6.03 Eligibility to Serve on the Board of Directors**

- (a) To be eligible to serve on the board of directors, a member must have been a voting member in the Association for at least one year prior to joining the board of directors and is not subject to term limits based on prior service on the board.
- (b) A director who has three or more absences from regular meetings of the board of directors during the current term is not eligible for nomination to an immediate subsequent term.
- (c) No two members of the same household may serve on the board of directors at the same time.

### **Section 6.04 Terms of Directors**

- (a) Directors are elected annually for a one-year term beginning January 1.
- (b) A director may serve on the board of directors for three consecutive one-year terms in addition to any unexpired term, defined in the current edition of *Robert's Rules of Order Newly Revised* as less than 6 months and one day, except a director who has served three years on the board of directors may be elected to a one-year term as president.
- (c) Directors are eligible to serve again after one year's absence from the board of directors.

## Section 6.05 Electing Directors

### (a) Nominating Procedures

- (1) The nominating committee selects 13 eligible candidates for the board of directors; one is designated as the nominee for president, and one is designated as the nominee for vice president.
- (2) In selecting candidates, the nominating committee must consider broad representation of the Association's membership by geography, gender, ethnicity, and experience working within the Association.
- (3) All candidates must agree to serve on the board of directors.
- (4) The nominating committee must deliver the slate of candidates at the September membership meeting.
- (5) The presiding officer must call for nominations from the floor at the same meeting at which the nominating committee's slate is presented to the membership.
- (6) Persons nominated from the floor must meet eligibility requirements and must accept the nomination by notifying the nominating committee not later than 7 days after their nomination.
- (7) The final slate of candidates must be presented in writing to voting members not later than 10 days before the election.

### (b) Election Procedures

- (1) Voting will take place by paper ballot, following the procedures in the current edition of *Robert's Rules of Order Newly Revised*.
- (2) Proxy and absentee voting are not permitted.
- (3) Should nominations from the floor result in a slate with more than 13 candidates, then those candidates receiving a majority of the votes cast will be elected. Voting will continue until all 13 positions are filled by a majority of the votes cast.

## Section 6.06 Vacancies on the Board of Directors

- (a) A vacancy on the board of directors occurs when a director resigns; ceases to be a resident, owner, or lessee in the King William neighborhood; or otherwise vacates the position.

- (b) After three consecutive absences from regularly-scheduled board of directors' meetings, the position of any director must be declared vacant by the board.
- (c) The board of directors may fill vacancies with less than six months and one day remaining on the term. The voting members will fill by election vacancies with greater than six months and one day remaining on the term as soon as practical following the vacancy.

#### Section 6.07 Removal from Office

The board of directors by a two-thirds vote may remove an officer or director from office for misconduct or neglect of duties following the procedures according to the current edition of *Robert's Rules of Order Newly Revised*.

### **Article 7. Meetings**

#### Section 7.01 Board of Directors Meetings

- (a) The board of directors will hold regularly scheduled meetings at least nine times per year.
- (b) Special board of directors' meetings may be called by the president or a majority of the directors with no less than 24 hours' notice, and no business will be transacted except the items mentioned in the notice.
- (c) A majority of the directors constitute a quorum for the conduct of business at any board of directors meeting.
- (d) Voting by email is allowed when agreed by the board of directors at a meeting.
- (e) Electronic meetings are authorized as long as the technology allows all participating members to see each other as well as hear each other at the same time pursuant to the current edition of *Robert's Rules of Order, Newly Revised*.

#### Section 7.02 Membership Meetings

- (a) At least nine membership meetings or social functions will be held each year, except when otherwise determined by the board of directors.

- (b) The regular meeting in November will be known as the annual meeting for the purpose of electing the president, vice president, and directors; receiving reports of officers, the board of directors, and committees; and any other business that will come before the membership.
- (c) Special membership meetings may be called by the president or a majority of the directors with no less than 72 hours' notice, and no business will be transacted except the items mentioned in the notice.
- (d) The quorum for membership meetings is 5 percent of voting membership.

## **Article 8. Committees**

### **Section 8.01 Ex Officio**

- (a) The president is an ex officio member of all committees except the nominating committee.
- (b) The executive director is an ex officio member of all committees except the nominating committee and serves without a vote.

### **Section 8.02 Committee Procedures**

- (a) Each committee must meet regularly and record minutes of its decisions, recommendations, and conclusions and must promptly deliver a copy of those minutes to the Association.
- (b) Reasonable notice of the meetings of any committee must be given to members.
- (c) A majority of the members of each committee present in person at a meeting constitutes a quorum for the transaction of committee business.

### **Section 8.03 Standing Committees**

- (a) Executive Committee
  - (1) The members of the executive committee are the president, vice president, the secretary, and the treasurer. The executive director is an ex officio member.
  - (2) The executive committee has all of the authority of the board of directors during the intervals between meetings of the board, except as to the election or removal of directors and the amendment or repeal of any action or resolution of the board.

- (3) Meetings are held by call of the president whenever action is needed and when the president considers it impractical or unnecessary to call a special meeting of the board.
- (4) All actions taken by the executive committee must be fully reported to the board of directors at the board's next meeting.

(b) Nominating Committee

- (1) The voting members elect 5 voting members to the nominating committee, only two of which must be current directors.
- (2) The nominating committee is nominated and voted upon at a membership meeting not later than May.
- (3) Members of the nominating committee serve for a one-year term. A nominating committee member may serve for a second term but no more than two consecutive terms. A member may serve again after two years off of the committee.

(c) Finance Committee

- (1) The members of the finance committee are the current treasurer, who serves as chair of the committee, and no more than 8 additional voting members, whom the treasurer appoints annually from among the past presidents and treasurers of the Association as well as any other qualified member.
- (2) The finance committee prepares the Association's annual budget, to be presented to the board of directors for approval no later than the annual meeting.
- (3) With approval of the board, the finance committee develops and implements general financial practices, including investment, banking, audit, indemnification/insurance, and fundraising policies.

(d) Architectural Advisory Committee

- (1) The president appoints the chair and the members of the architectural advisory committee annually from the voting members, and a majority of the members must be directors.
- (2) The architectural advisory committee reviews plans presented to the San Antonio Historic Design and Review Commission and makes recommendations to that Commission for cases relative to the King William neighborhood.



(e) Cultural Arts Committee

- (1) The president appoints the chair and the members of the cultural arts committee annually from the associate and voting members, and at least two of the members must be directors.
- (2) The cultural arts committee promotes the arts in the King William neighborhood by pursuing grants and philanthropic gifts.

Section 8.04 Special or Ad Hoc Committees

- (a) Special or ad hoc committees are created by the president or by the board of directors, as deemed necessary to carry out the work of the Association.
- (b) If a special or ad hoc committee has been dormant for 90 days, then the committee will be dissolved.

**Article 9. Staff**

Section 9.01 The staff may consist of an executive director and such other positions as the board of directors deems necessary.

Section 9.02 The executive director coordinates and supervises all projects undertaken by the Association, regularly attends meetings of the board of directors and provides the board of directors with periodic reports of projects and activities of the Association. The executive director performs such other duties and responsibilities as may be assigned by the president or the board.

**Article 10. Parliamentary Authority**

The parliamentary authority contained in the current edition of *Robert's Rules of Order Newly Revised* will govern the Association in all cases to which they are applicable and in which they are consistent with these bylaws and any special rules of order that the Association might adopt.

**Article 11. Rules Governing Conduct of Business**

Section 11.01 The Association's fiscal year is January 1 through December 31.

Section 11.02 Legal Requirements for Non-Profit Organizations

- (a) No part of the net earnings of the Association will inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the Association is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Association's purpose.

- (b) No substantial part of the Association's activities will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation must not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (c) The Association will not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### Section 11.03 Grants and Donations

At the discretion of the board of directors, grants and donations of Association funds may be made to schools and other organizations serving the King William neighborhood and its residents.

### Section 11.04 Insurance and Indemnification

- (a) The Association must provide appropriate insurance for directors and may do so for employees.
- (b) The Association must provide an appropriate bond for the treasurer and executive director.
- (c) The Association may indemnify directors, officers, and others to the fullest extent permitted by law and as reflected in a policy adopted by the board of directors.

### Section 11.05 Dissolution

In the event of the Association's dissolution, assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or will be distributed to the federal government, or to a state or local government, for a public purpose.

## **Article 12. Amendments to These Bylaws**

These bylaws may be amended or revised by a two-thirds vote of the voting members present and voting at any meeting of the Association where a quorum of at least 20 percent of the voting membership is present, provided that the proposed amendment has been presented in writing by the parliamentarian to the membership at least two weeks prior to voting.