

Bylaws of the Congress for the New Urbanism - Central Texas Chapter

Article 1. Name and Area

Section 1.1 Name. The name of this corporation will be the Congress for the New Urbanism – Central Texas Chapter (CNU-Central Texas).

Section 1.2 Area. The focus of CNU-Central Texas' efforts will be Bastrop, Bexar, Caldwell, Comal, Guadalupe, Hays, Travis, Williamson, and Wilson Counties.

Article 2. Purposes and Powers

Section 2.1 Purposes. CNU-Central Texas is organized for purposes that are scientific, educational and charitable in aid of the promotion of New Urbanism. CNU-Central Texas will:

- Promote the Charter of the New Urbanism;
- Educate the general public regarding the benefits of New Urbanist planning, design and development;
- Support the adoption of plans and ordinances that promote Traditional Neighborhood Development, urban density, and development in the New Urbanist context; and
- Support the implementation of projects consistent with the Charter at local, county, and state levels.

Section 2.2 Powers. CNU-Central Texas may do anything and exercise any powers, which are now or hereafter lawful to do under the laws of the State of Texas, for the purpose of accomplishing any of the purposes of CNU-Central Texas.

Section 2.3 Autonomy. It is not the purpose of CNU-Central Texas to be an adjunct or alternative to any other organization, or the funding or budgeting thereof, and it will not permit itself to be seen or used in that manner. Discretionary funding of any endeavor by CNU-Central Texas will not be subject to the control of outside entities, either public or private. It is the duty of the Directors, and each of them, to protect and preserve the autonomy of both CNU-Central Texas and its assets.

Section 2.4 Activities. No part of the net earnings of CNU-Central Texas will inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause above.

No substantial part of the activities of CNU-Central Texas will be propaganda, or otherwise attempting to influence legislation, and the organization will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the CNU-Central Texas will not carry on any other activities prohibited by an organization:

- (a) that is exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or
- (b) to which contributions are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 3. Membership

Section 3.1 Qualifications and Responsibilities. Membership is available to all members of the national Congress for the New Urbanism (CNU). A member in good standing is one who support the principles outlined in the Charter of the New Urbanism and is current on any dues required by the CNU and CNU-Central Texas

Section 3.2 Dues. The Board of Directors will set the dues to be paid by members of CNU-Central Texas at the Annual Business Meeting.

Section 3.3 Eligibility. Only members in good standing will be eligible to vote and stand for election to the Board of Directors.

Article 4. Board of Directors

Section 4.1 Authority. The business and affairs of CNU-Central Texas will be controlled by a Board of Directors, which may be assisted in specific duties by the Officers. The Board of Directors will have final authority over all matters contained in the Bylaws.

Section 4.2 Number of Directors. The number of voting Directors of the Board will not be fewer than twelve or greater than eighteen.

The Nominating & Bylaws Committee will nominate six (6) Directors to be elected by the Chapter Membership at the Annual Membership Meeting. This meeting is to be held each year between March 1 and April 30. Notice of time and place of the Annual Membership Meeting of the Chapter and slate of candidates shall be posted at least ten days prior to said meeting. Any Member can propose an alternate nomination for Director; such nomination must be seconded by at least one additional Member to be considered. Directors will be elected by voice vote by Members in good standing present at the Annual Membership Meeting. The Directors will then elect officers as described in Section 5.2.

Section 4.3 Terms. All Directors will be elected for a term of three (3) years. Board members may be elected to serve an additional term. Board members may serve no more than two (2) consecutive terms, i.e., no more than six (6) years. If a Board member is elected to serve a partial term of less than one (1) year, then that Board member may serve an additional two (2) consecutive terms for a total of not more than seven (7) years. If a Board member is elected to serve a partial term of more than one (1) year, then that Board member may serve an additional consecutive term for a total of not more than five (5) years. A former Board member is eligible to be elected to the Board at any time after at least two (2) years have elapsed since the previous Board term ended. All Board terms start on May 1 of the year of election. Term limits apply as stated to all Board members with the following transitional exception: Board Members who are term limited and whose term expires in 2013 may serve another 3-year term beginning in 2013.

Section 4.4 Quorum. A simple majority of the Directors present will constitute a quorum for the transaction of business at any regular or special meeting of the Board. A motion is approved by a vote of a simple majority of a quorum present. Members present at the Annual Membership Meeting will constitute a quorum for the transaction of business.

Section 4.5 Meetings. The Board of Directors will meet at least once each year in the same month as the Annual Membership Meeting at a date and time established by the Board between March 1 and April 30.

The Directors may hold regular meetings in or outside of Central Texas, at times and places, determined by the Board. Members of the Board, or of a committee of the Board, may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment where all persons participating in the meeting may communicate and can hear each other at the same time. Participation by such means will constitute presence in person at a meeting. Actions by the Directors may be taken without a meeting if the action is evidenced by email or in writing, dated and signed by each Director.

Section 4.6 Notice. Meetings may be held after five days' notice of the date, time, place, or purpose, unless the Directors unanimously waive in writing the five days' prior notice requirement.

Special meetings of the Board may be called by the President or by a majority of the Directors. Notice of time and place of special meetings of the Board of Directors will be given to each Director by either personal notification, email, or fax at least three days prior to said meeting, or by mail sent in time to provide at least three days notice.

Section 4.7 Vacancies. In the event that a vacancy occurs on the Board, the vacancy may be filled by nomination of a substitute by the Nominating & Bylaws Committee in a regular or specially called meeting of the Board. The Board of Directors will elect the successor, who will be nominated from among the membership of the Chapter. If there are at least twelve (12) serving members, the Board may defer filling a vacancy until the next regular election.

The term of a Director will be declared vacant by virtue of that Director's absence at three consecutive board meetings unless that Director was represented by a Board Alternate as specified in Section 4.12. A Board member may not be represented by an alternate more than 2 times in any 6 month period.

Section 4.8 Procedures. The President, or in his or her absence, the Vice-President, will preside at meetings of the Board of Directors. The Board of Directors may adopt its own rules of procedure, which will not be inconsistent with these Bylaws. In the absence of supervening board rules, the then current edition of Robert's Rules of Order will govern meeting procedure and decorum.

Section 4.9 Advisory Boards and Committees. The Board of Directors, in its discretion, may establish and designate members of an advisory boards or committees to assist the Board of Directors. The Board of Directors will establish the requirements for and responsibilities of each advisory board or committee.

Section 4.10 Compensation. Neither the members of CNU-Central Texas, nor its Officers, will receive, directly or indirectly, any compensation for their service, unless voted so by the full, dues-paying membership. Provided, nothing herein will prevent reimbursement for expenses incurred on behalf of CNU-Central Texas.

Section 4.11 Director Emeritus. The Board of Directors has the authority to grant the honorary title of Director Emeritus to former Directors or other members who have distinguished themselves in advancing New Urbanism in Central Texas. Emeritus Directors are at liberty to attend Board meetings and participate in discussion at regular and special meetings, but are unable to vote, and their presence does not count towards a quorum. The title of Director Emeritus is a lifetime designation.

Section 4.12 Board Alternates.

Any Board member, at any time during their term, may designate one Board Alternate by notifying the President of that designation. Board Alternates may attend and participate in Board meetings. In the event their designating Board member is not present, Board Alternates may vote and be counted toward the number of Board members needed to be present to constitute a quorum for the transaction of business. A Board Alternate serves strictly at the pleasure of, and during the term of, his or her designating Board member.

Article 5. Officers

Section 5.1 Officers. The Officers of CNU-Central Texas will be President, Vice-President, Secretary and Treasurer.

Section 5.2 Elections. The Board of Directors will elect its Officers. The Nominating & Bylaws Committee will present a slate of nominees for officers. Any Board member can propose an alternate nomination for any office; such nomination must be seconded by at least one additional Board member to be considered. Officers will be elected during the first Board meeting following the Annual Membership Meeting to be held no later than April 30 of each year. Each Officer will hold office for a term of 1 year. The Board may extend the term of any officer who has served for 1 year until his or her successor has been duly elected and qualified. Any officer is eligible to be re-elected for one additional 1-year term for the same office. An officer may be nominated for and elected to a different office for a single 1-year term.

Section 5.3 Vacancies. Vacancies of Officers on the Board of Directors may be filled at any meeting of the Board of Directors by vote of simple majority of a quorum present.

Section 5.4 President. Subject to the control of the Board of Directors, the President will have general supervision of the affairs of CNU-Central Texas. The President will preside at all meetings of the Board of Directors, and will have such other duties as prescribed by the Board. The President will see that all orders and resolutions of the Board of Directors and committees of the Board of Directors are carried into effect. The President will serve as an ex officio member of all Committees created, with the exception of the Nominating & Bylaws Committee.

Section 5.5 Vice-President. In the absence of the President, the Vice-President will perform the duties of the President. The Vice-President will have such other duties as assigned by the Board.

Section 5.6 Secretary. The Secretary will act as secretary of all meetings of the Board of Directors and be responsible for minutes of all meetings. The Secretary will maintain the records of each Board member's term(s) and notify the Nominating & Bylaws Committee of any vacancy and/or upcoming term limit. The Secretary will perform such additional duties as will be assigned by the Board.

Section 5.7 Treasurer. The Treasurer will serve without bond and be responsible for the accounting of all monies of the organization, including depositing and/or investing them in accordance with policy adopted by the Board, and will have the responsibility to preserve and maintain the records as required for annual audit.

Article 6. Committees

Section 6.1 Designation of Committees. Standing Committees include the Nominating & Bylaws Committee, the Finance Committee, the Policy Committee, the Outreach & Membership Committee, and the Programs Committee. The Board may establish additional committees (e.g., Annual Luncheon or Special Event Committee) as needed to carry out the Purposes of the Chapter as listed in Section 2.1.

Section 6.2 Committee Composition. All committee chairs are appointed by the President from the membership of the Board of Directors. With the exception of the Nominating & Bylaws Committee, membership and subcommittee structure (if any) is then determined by the Committee Chair(s).

Section 6.3 Nominating & Bylaws Committee. The Nominating & Bylaws Committee is appointed by the President and shall consist of at least three Board Members. The President shall not serve on the Nominating Committee. The Nominating & Bylaws Committee is responsible for nominations to the Board of Directors, nominations for Officers of the Board, and maintaining the Bylaws. At least once a year, the Committee will review the Bylaws, consider changes proposed by members of the Board, and, if needed, draft changes to the Board of Directors for consideration.

Article 7. Miscellaneous

Section 7.1 Account Books, Minutes, Etc. CNU-Central Texas will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, the Board of Directors and committees.

Section 7.2 Fiscal Year. The Fiscal Year of the corporation will be January 1 through December 30.

Section 7.3 Designated Contributions. CNU-Central Texas may accept any designated contribution, grant, bequest, or devise consistent with its general tax-exempt purposes. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designation generally will be honored. CNU-Central Texas will reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in

connection with any special fund, purpose or use. Further, CNU-Central Texas will retain sufficient control over all donated funds to assure they will be used to carry out CNU-Central Texas tax-exempt purposes.

Section 7.4 Indemnity. CNU-Central Texas will, to the full extent allowed by law, defend, indemnify, and hold harmless, and advance expenses of defense to, its Directors and Officers, from and against any and all liabilities, lawsuits, judgments, settlements, fines and penalties, which any of them may incur by reason of or in connection with the performance of their duties on behalf of CNU-Central Texas.

Section 7.5 References to Internal Revenue Code. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and will include the corresponding provisions of any subsequent federal tax laws.

Section 7.6 Amendments. The Bylaws may be amended by the affirmative vote of the majority of the qualified Directors present and voting at any meeting at which a quorum is present. No action will be taken to amend any bylaw unless written notice of the proposed amendment(s) will have been given to the Board of Directors at least ten days prior to the meeting delivered by first class mail or a minimum of 72 hours prior to the meeting if the notice is delivered by email or personally.

Section 7.7 Severability. The invalidity of any provision of these Bylaws will not affect the other provisions hereof, and in such event these Bylaws will be construed in all respects as if such invalid provision were omitted.

CONGRESS FOR THE NEW URBANISM – CENTRAL TEXAS CHAPTER

By: _____

Name:

Title:

Date: