

By-Laws
Cherrywood Urban Landscape and Arts League
(CHULA League)
A Non-Profit Corporation

ARTICLE I --- NAME AND PURPOSE

Section 1 *Name:* The name of the corporation shall be Cherrywood Urban Landscape and Arts League (CHULA League). It shall be a non-profit corporation incorporated under the laws of the State of Texas.

Section 2 *Purpose:* CHULA League is organized exclusively for charitable, educational, scientific and aesthetic purposes.

The CHULA League works to ensure that the arts and public outdoor spaces play a valued role in the educational, economic and cultural well being of Cherrywood Neighborhood in Austin, Texas, (Cherrywood) and adjacent neighborhoods.

The purpose of this corporation is:

- To encourage the enrichment of private landscapes and surroundings through art, design and creative activity.
- To enhance or preserve the beauty of public outdoor spaces through art, design and creative activity
- To support arts and environmental education.
- To undertake and promote charitable events related to the appreciation of the arts and aesthetic landscapes.
- To seek grant funding and sponsorship donations for art education and public outdoor space improvements.

ARTICLE II -- MEMBERSHIP

Section 1 *Eligibility for Membership:* Application for voting membership shall be open to any current resident or property owner of Cherrywood and adjacent neighborhoods, and any business operator located in Cherrywood and adjacent neighborhoods, that supports the purpose stated in Article I, Section 2. Membership is granted after receipt of a membership application. All memberships shall be granted upon a majority vote of the Board.

Section 2 *Rights of members:* Each member shall be eligible to cast a vote in organization elections.

Section 3 Resignation and termination: Any member may resign by filing a written resignation with the Secretary. A member can have their membership terminated by a majority vote of the membership.

Section 4 Non-voting membership: The Board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III -- MEETINGS OF MEMBERS

Section 1 Annual meeting: An annual meeting of the members shall take place in the month of February, the specific date, time and location of which will be designated by the Chair of the Board of Directors. At the annual meeting the members shall elect Directors, receive reports on the activities of the organization, and determine the direction of the organization for the coming year. The first such meeting will occur in November, 2006.

Section 2 Special meetings: Special meetings may be called by the Chair of the Board of Directors, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by five percent of voting members may also call a special meeting.

Section 3 Notice of meetings: Printed notice of each meeting shall be emailed to all members (or via U.S. mail for those without email) not less than one week prior to the meeting.

Section 4 Quorum: the members present at any properly announced meeting shall constitute a quorum.

Section 5 Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV -- BOARD OF DIRECTORS

Section 1 Board role, size, and compensation: The Board is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the staff (if any) and committees. The Board shall have up to 15 members but no fewer than 3 members. The Board receives no compensation other than reasonable expenses.

The initial members of the Board of Directors shall be:

Priscilla Boston
4004 Vineland Drive
Austin, Texas 78722

Jane Walton
1606 Wilshire Boulevard
Austin, Texas 78722

Kathleen McTee
1710 East 32nd Street
Austin, Texas 78722

These members shall serve as Directors until the first regular election of the Board shall occur in accordance with the terms of Article III, Section 1 of these bylaws.

- Section 2* *Terms:* All Board members shall be elected annually and are eligible for re-election indefinitely.
- Section 3* *Meetings and notice:* The Board shall meet at least quarterly, at an agreed upon time and place. Each Board member must have written notice at least one week in advance for official business to be conducted at the meeting.
- Section 4* *Board elections:* New Directors and current Directors shall be elected or re-elected by the voting representatives of members at the annual meeting in accordance with Article III, Section 1 of these bylaws. Directors will be elected by a simple majority of members present at the annual meeting.
- Section 5* *Election procedures:* A Board Development Committee comprised of at least one current Board member and one current member at large shall be responsible for nominating a slate of prospective Board members representing the organization's diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. All members will be allotted one vote for each of the vacant Board positions. Directors so elected shall serve a term beginning on the first day of the next fiscal year.
- Section 6* *Quorum:* A quorum must be attended by at least forty percent of Board members for business transactions to take place and motions to pass.
- Section 7* *Officers and Duties:* There shall be four officers of the Board, consisting of a Chair, at least one Vice-Chair, a Secretary and a Treasurer. The officers of the Board shall be elected by a simple majority of the Board. These four officers comprise the Executive Committee. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Treasurer, and Secretary.

The Vice-Chair(s) is/are in charge of programs. There can be co-Vice-Chairs in charge of programs..

The Secretary shall be responsible for keeping records of Board actions including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. The Treasurer will assist in the preparation of statements, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8 Disallowed transactions: The organization will not purchase goods or services from a Director of the organization without approval of two-thirds of the Board of Directors. Any such transaction between the organization and a member of the Board of Directors shall be at arms-length fair value as determined by two-thirds majority of the Board of Directors.

Section 9 Vacancies: When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new Board members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9 Resignation, termination and absences: Resignation from the Board must be in writing and received by the Chair. A Board member shall be terminated from the Board due to excess absence, more than two unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a two-thirds vote of the remaining Directors. The Board retains authority to fill a vacant Board or Executive Officer position by appointment.

Section 10 Special meetings: Special meetings of the Board shall be called at the request of the Chair, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member at least one week in advance.

ARTICLE IV—COMMITTEES

Section 1 Committee formation: The Board may create committees as needed, such as fundraising, art fair, sculpture garden, neighborhood outreach, etc. The Board Chair appoints all committee Chairs.

Section 2 *Executive Committee:* The four officers serve as members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board. All action of the Executive Committee between Board meetings shall be brought before the full Board at the next meeting for discussion and review.

Section 3 *Finance Committee:* The Treasurer is the Chair of the Finance Committee, which includes two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to Board members and the public.

ARTICLE V -- DIRECTOR AND STAFF

Section 1 *Executive Director:* At such time as the size and activities of the organization merit it, an executive director position may be created by the Board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all Board meetings; report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

Section 2 *Compensation:* At such time as there are compensated employees, the Board will create a compensation committee of at least two Board members to recommend appropriate compensation for the executive director and staff based on compensation for similar positions in similar organizations.

Section 3 *No conditional compensation:* At no time will the Board award conditional compensation.

Section 4 *Compensation agreements:* Compensation agreements will be made in writing and will be discussed in a Board meeting and recorded in the minutes prior to offering the position or revising the compensation of existing positions.

ARTICLE VI --DISALLOWED ACTIVITIES

Section 1 No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign in behalf of or in opposition to any candidate for public office.

Section 2 Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 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 3 The organization will not make grants to any foreign entities.

ARTICLE VII – DISSOLUTION OF THE ORGANIZATION

Section 1 *Dissolution:* This organization can be dissolved by a vote of two-thirds of the members of the Board of Directors. The Secretary shall be responsible for carrying out all required dissolution actions with the Texas Secretary of State’s office.

Section 2 *Disposition of assets:* Upon dissolution of the organization all remaining assets shall be distributed to the Austin Parks Foundation, or if Austin Parks Foundation is no longer in existence, to a similarly purposed 501 (c)(3) organization.

ARTICLE VIII -- AMENDMENTS

Section 1 *Amendments:* These bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on May 31, 2009.

Secretary

Date

