

Proposed CCDC Bylaw Revision
As prepared by Bylaw Revision Committee and amended by CCDC
November 2011

AMENDED AND RESTATED
BYLAWS
OF
CLARKSVILLE COMMUNITY DEVELOPMENT CORPORATION

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(* Not included at this time; map boundaries defined on p. 2)

ARTICLE ONE
NAME, PURPOSES, AND DEFINITIONS

Section 1.1. Name. The name of this corporation is CLARKSVILLE COMMUNITY DEVELOPMENT CORPORATION.

Section 1.2. Purposes. The Corporation is organized and will be operated exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions or provision of any subsequent United States revenue law (the "Code"), and duties shall include but shall not be limited to i) preserving the character and history of Clarksville; ii) promoting an ethnically and economically diverse neighborhood through its affordable housing programs; iii) engaging in community projects for the benefit of the Clarksville Community; and iv) any other lawful purpose under the Texas Nonprofit Corporation Act.

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Section 1.3. Powers. The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Nonprofit Corporation Act; provided, however, that the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Code.

Section 1.4. Definitions.

Clarksville Neighborhood. For the purposes of these Bylaws, the Clarksville Neighborhood shall include the area depicted on the map attached hereto as Exhibit "A".

[Map will include all of Patterson, Theresa, Francis, Augusta, and Julia, in addition to "historic" Clarksville]

Corporation. The Clarksville Community Development Corporation, also known as the CCDC.

Delivery of Notice for Annual and Meetings. Notices for Annual and Special Meetings shall include the date, time, and place of the meeting and the purposes of the meeting. Such notice shall be delivered by hand, United States mail, or electronic mail to each residence in the Clarksville Neighborhood and all Members of the Corporation.

Directors. The elected members of the Board of Directors.

Eligible Members. Current and former residents of the Clarksville Neighborhood who are eighteen years or older. A person cannot be an eligible member who has been an adverse party to the CCDC in a legal action, has been a CCDC tenant and committed an uncured violation of the lease agreement, or has acted contrary to the best interests of the CCDC.

Immediate Family. The parents, siblings, grandparents, children, grandchildren, first cousins, uncles, aunts, nieces, and nephews of a Director, related either by blood or by marriage.

Location and Time of Meetings. All Meetings of the CCDC shall be held at 6:30 p.m. at the Pauline Brown Clarksville Neighborhood Center, 1807 West 11th Street, Austin, Texas, unless notice to the contrary is posted at that address and other locations listed below.

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Locations for Posting Information. Information relating to Meetings and Actions of the CCDC shall be posted at prominent locations in the Clarksville Neighborhood, including the bulletin boards outside the Pauline Brown Clarksville Neighborhood Center, Fresh Plus Grocery Store, Mary Baylor Clarksville Park, and Sweet Home Baptist Church, as well as on the CCDC website.

Members. Those Eligible Members who submit a complete Membership Application per the requirements outlined in Section 2.1.

ARTICLE TWO MEMBERSHIP

Section 2.1. Members. The Corporation shall have Members. An Eligible Member shall become a Member by submitting a completed Membership Application to the Board's Secretary with fourteen days of the Annual Meeting of the Members.

Section 2.2. Voting Rights. Each Member shall be entitled to one vote.

ARTICLE THREE MEETINGS OF THE MEMBERS

Section 3.1. Annual Meeting. The Annual Meeting of the Members shall be held on the third Tuesday in April. The President shall preside over the meeting. The President and any other person designated by the President shall present an annual report to the Members about the state of the CCDC, including but not limited to information on the CCDC's financial condition and the status of the CCDC's housing. The Members shall elect Directors immediately prior to the Annual Meeting and transact such other business as determined by the Directors. If the election of Directors is not held on the day designated for the Annual Meeting, or at any adjournment thereof, the election shall be held at a Special Meeting of the Directors as soon thereafter as feasible. Any Member may have a matter considered by the Board at the Annual Meeting by delivering a written request (via hand-delivery, U.S. Mail, or electronic mail) to the President within twenty days of the Annual Meeting.

The Members shall be provided written Notice of the Annual Meeting, as specified in Section 1.4 of these Bylaws, at least ten, but not more than thirty, days before the Annual Meeting.

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ARTICLE FOUR BOARD OF DIRECTORS

Section 4.1. General Powers. The Board of Directors (“Directors”) of this Corporation is vested with the management of the business and affairs of this Corporation.

Section 4.2. Number, Qualifications and Selection. The Board of Directors shall consist of nine Members who shall be responsible for the management of the affairs of the Corporation and who shall be elected by a majority of the Members who have voted at the election immediately prior to the Annual Meeting.

Section 4.3. Term of Office. The term of office of Directors shall be two calendar years commencing at the May Board meeting following the April election or on such other date as the Directors may specify. The Directors will serve staggered terms with four of the Directors being elected in odd-numbered years and five being elected in even-numbered years. In the event of an increase in the number of Directors, additional Directors shall be elected for such terms as the Board shall specify.

Section 4.4. Removal. Any Director may be removed for cause in either by a two-thirds vote of the Directors or by a two-thirds vote of the Members at the Annual Meeting of the Members.

Cause for removal may include absence without good cause from three consecutive Board meetings or any action that is adverse to the best interests of the CCDC. The Board shall provide the Director whose removal is being considered written notice of the reason for the proposed removal at least seven days prior to the meeting. If a Director is removed, the Secretary shall document the cause for the removal in the minutes of the meeting.

Section 4.5. Vacancies. A vacancy in the Board of Directors shall be filled by a majority vote of the remaining Directors, even though the number of remaining Directors may be less than a quorum, unless otherwise provided by law. A Director elected to fill a vacancy shall complete the unexpired term of the replaced Director.

Notice of the vacancy in the Board of Directors shall be posted at the locations listed in Section 1.4 of these Bylaws at least ten days prior to meeting in which the vacancy is to be filled. Any Member seeking to fill a vacancy in the Board of Directors must attend the meeting and be prepared to express their interest and qualifications.

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ARTICLE FIVE MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1. Regular Meetings. Regular Meetings of the Board of Directors shall be held on the third Tuesday of every month at 6:30 p.m. The Board may provide, by resolution, an alternate time for the regular meetings but must give notice to the Members of the change in accordance with this section of these Bylaws.

Notice of the Meetings shall be posted at least three days, but no more than seven days, before the date of each meeting.

Section 5.2. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors. Those Directors desiring to call a Special Meeting shall contact the Secretary of the Corporation who shall consult with the Board of Directors and thereby determine a time for said Meeting and who shall will post a Notice of the Meeting in accordance with the Notice requirements of this Section and Section 1.4 of these Bylaws. Special Meetings may be called to discuss and act on any item but must be called any time the Board wishes to consider and vote on any action to amend the CCDC's Bylaws, purchase or dispose of real property, or enter into a loan agreement.

Written notice of any Special Meeting shall be given to the Directors and Members at least ten days but no more than thirty days before the scheduled Meeting

Section 5.3. Quorum and Action. The act of a majority of the Directors present at a meeting at which a quorum is present shall constitute the act of the Board of Directors, unless a greater number is required by law or by a specific requirement of these Bylaws.

Section 5.4. Action by Electronic Mail. In the event of an emergency that requires action be taken prior to the next scheduled Meeting of the Directors, the Board of Directors may vote by electronic mail to take emergency action.

Each director shall be notified of the emergency item by electronic mail. All electronic communications from individual Directors shall be shared with all other Directors. Approval of the action requires a two-thirds vote of all Directors participating.

The results of said action will be included on the agenda of the next month's Regular Meeting and noted in the minutes.

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ARTICLE SIX BOARD OF DIRECTORS CODE OF CONDUCT

Section 6.1. Contracts Involving Directors. Members of the Board of Directors, or their Immediate Family shall not be permitted to maintain a direct or indirect interest in any contract for compensation relating to or incidental to the operations of the Corporation unless authorized by a two-thirds vote of the Board.

Section 6.2. Income Prohibited. No part of the income of the Corporation shall be distributed to its Directors.

Section 6.3. Loans to Directors Prohibited. The Corporation shall not lend any money or items of value to any Directors or member of his or her Immediate Family.

Section 6.4. Occupation of CCDC Property by Directors and Immediate Family Prohibited. No current Directors or member of that Director's Immediate Family shall reside in or occupy property owned by the CCDC.

Section 6.5. Salary Prohibited. No Directors or members of their Immediate Families shall receive a salary or any other form of compensation from the CCDC, other than reimbursement for out-of-pocket expenses that are accompanied by proper documentation.

Section 6.6. Immediate Family. The term Immediate Family as used herein is defined in Section 1.4 of these Bylaws.

ARTICLE SEVEN EXPENSE REIMBURSEMENT

Section 7.1. Expense Reimbursement. Whenever the Corporation pays expenses to a Director for the benefit of the Corporation which expenses are then disallowed, in whole or in part by the Internal Revenue Service, within thirty days of notice, the Director shall reimburse the Corporation for the amount of the funds disallowed. The Board of Directors shall have the power to take appropriate actions to enforce reimbursement.

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ARTICLE EIGHT OFFICERS

Section 8.1. Number. The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as may be elected by the Board of Directors or appointed in accordance with the provision of these Bylaws.

Section 8.2. Election and Term of Office. The Officers of the Corporation shall be elected by the Board of Directors at the May Regular Meeting of the Board of Directors to serve a one year term. In case of resignation, removal, or death of an Officer, a successor shall be elected by the Board to complete the former Officer's term.

Section 8.3. Removal. An Officer may be removed by two-thirds vote of the Board of Directors present at a Regular Meeting at which a quorum is present. Members of the Board of directors shall be given seven days written notice that removal of an Officer is being considered.

Cause for removal may include absence without good cause for three consecutive Board meetings or any action that is adverse to the best interests of the CCDC. The Officer whose removal is being considered shall be provided with the grounds for such action at least seven days prior to the meeting.

Section 8.4. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled for the unexpired portion of the term by a majority of the Board of Directors.

Section 8.5. Powers and Duties of the President. The President shall be the principle executive officer of the Corporation and shall supervise and control the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors and the Annual Meeting and shall present to the Members an annual report of the state of the Corporation.

Section 8.6. Vice-President. The Vice-President shall preside at all meetings of the Board of Directors when the President is absent or has a conflict of interest and shall and perform such other duties as the President or Board of Directors shall prescribe.

Section 8.7. Secretary. The Secretary shall provide notice of all meetings of the Board of Directors and the Members, shall keep accurate records of the proceedings at all meetings, shall keep and account for all books, documents, papers, and records of the Corporation, except those for which another Officer or Agent is responsible, and

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shall perform such other duties as may be prescribed by the President or the Board of Directors.

Section 8.8. Treasurer. The Treasurer shall present a monthly report on the financial condition of the Corporation at each regular meeting of the Board of Directors and present the yearly Fiscal Report at the Corporation's Annual Meeting. The Treasurer shall also maintain and keep the records of the Finance Committee, report to funding sources on behalf of the CCDC, prepare all necessary Internal Revenue Service reports and perform such other duties as prescribed by the President or the Board of Directors.

ARTICLE NINE COMMITTEES OF THE CORPORATION

Section 9.1. Standing Committees. The standing committees of the Corporation shall be the Finance Committee, the Tenant Selection Committee, and such other committees as shall be established by the Board of Directors. Any Committee member may be removed by a majority of the Directors whenever in their judgment the best interests of the Corporation shall be served by such removal. In no event shall such committees have the authority of the Board of Directors in the management of the Corporation.

Section 9.2. Ad Hoc Committees. Ad hoc committees may be created at any time by the Board of Directors. Such committees shall have those powers and duties as determined by the President in consultation with the Board of Directors.

Section 9.3. Membership on Committees. Committee membership shall be open to all interested individuals, but the majority of the membership shall be Members of the CCDC.

Section 9.4. Chairpersons. Committees shall select their own Chairpersons. Chairpersons shall be Members.

ARTICLE TEN FINANCIAL AFFAIRS OF THE CORPORATION

Section 10.1. Contracts. The Board of Directors may authorize in writing any officer to contract on behalf of the Corporation. Such authority may be general or limited to a specific contract, except as prohibited by law.

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Section 10.2. Contracts Regarding Purchase or Disposition of CCDC Property. The Board of Directors may not dispose of CCDC real estate without the approval of two-thirds of the Directors at a Special Meeting held pursuant to Section 5.2 of these Bylaws.

Section 10.3. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by two-thirds of the Directors.

Section 10.4. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation which exceed \$500 shall be signed by two Directors, at least one of whom is an Officer. Those that are less than \$500 shall be signed by one Director, who is an Officer.

Section 10.5. Deposits. All funds of the Corporation shall be deposited in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 10.6. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose of the Corporation.

Section 10.7. External Audits. The CCDC shall cause to be conducted regular audits pursuant to generally accepted accounting principles at such specific times as shall be recommended by the Finance Committee and approved by the Board of Directors.

ARTICLE ELEVEN EMPLOYEES OF THE CORPORATION

Section 11.1. Employment of Property Manager. The Corporation may employ a Property Manager to manage the properties owned by the Corporation. Neither the Property Manager nor any member of the Property Manager's Immediate Family, as defined in Section 1.4. of these Bylaws, shall reside in any of the Corporation's properties.

Section 11.2. Employment of Others. The Board of Directors may employ such others persons if it deems necessary.

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Section 11.3. Employee Voting Rights. No employee of the Corporation may vote in any CCDC elections or in any other CCDC matter.

Section 11.4. Removal of Employees. The Corporation, by a 2/3 majority vote, may at any time or for any reason terminate an employee.

ARTICLE TWELVE
INSURANCE

Section 12.1. Insurance. The Board shall purchase and maintain insurance on its properties and on behalf of Directors, Officers, Employees, and Agents of the Corporation.

ARTICLE THIRTEEN
FISCAL YEAR

Section 13.1 Fiscal Year. The fiscal year of the Corporation shall be the year ending September 30.

ARTICLE FOURTEEN
SEVERABILITY

Section 14.1. Severability. If any provision of these Bylaws is held to be illegal or unenforceable it shall not affect the enforceability of the remaining Bylaws.

The undersigned certifies that the Bylaws were adopted by the Board of Directors as of the _____ day of _____, 2011.

Kim Kronzer O'Brien, Secretary

Approved: _____
Mary Reed, President.