



North Central I-35 Neighborhood Coalition 2

By-Laws

ADOPTED 23 August 2014

I. Name

- a. The name of this organization is the North Central I-35 Neighborhood Coalition 2 (NCINC2).

II. Mission

- a. The mission of NCINC2 is to:
 - i. Represent the constituent neighborhoods that comprise NCINC2 with respect to issues regarding IH35;
 - ii. Engage as a community with TxDOT, the City of Austin, Travis County and Capital Area Metropolitan Planning Organization (CAMPO) throughout the I-35 Capital Area Improvement Program (CAIP) process;
 - iii. Inform and educate each other and the residents of the constituent neighborhoods about proposed changes to the I-35 corridor and potential impacts to adjacent communities;
 - iv. Promote East/West connectivity and advocate for the interest of constituent neighborhoods in the I-35 corridor from Martin Luther King Jr. Blvd. north to Hwy 183;
 - v. Explore and advocate for viable transportation alternatives; Share information about important developments and milestones in the I-35 CAIP process as well as neighborhood updates and issues among NCINC2 stakeholders;
 - vi. Raise awareness of the concerns of Central Austin neighborhoods, businesses and institutions about the I-35 CAIP, particularly among local public elected officials and candidates for office at the city, county and state levels; and
 - vii. Communicate our findings and concerns to other municipalities and neighborhoods throughout the Central Texas I-35 Corridor.

III. Goals

- a. On March 29, 2014 NCINC2 established its initial goals. On or about each anniversary of this date NCINC2 will revisit the stated goals of the previous year and establish goals as necessary and relevant for the coming year.

IV. Members

- a. Each North Central Austin neighborhood that elects to participate may be a member of NCINC2 (each such member a "Member Neighborhood"). Member Neighborhoods may from time to time include, but not be limited to, the neighborhood associations for the following neighborhoods: Blackland, Cherrywood, Delwood II, Eastwoods, Hancock, Mueller, Ridgetop, Rogers Washington/Holy Cross, Schieffer-Willowbrook, Wilshire Wood/Delwood I, and Windsor Park. Each Member Neighborhood of NCINC2 will be represented by a delegate or delegates duly selected by such Member Neighborhood's association.
- b. Any business located within the boundaries of any Member Neighborhood is welcome to be a Member Business of NCINC2. Each such Member Business will be represented by a duly appointed delegate or delegates of such Member Business. All Member Businesses together will form a business association (the "Business Association"). Texas Non-profits (including but not limited to 501(c)(3) entities) are considered "businesses: for the purposes of this section.
- c. Each institution, so identified by the then existing delegates of NCINC2, within the boundaries of any Member Neighborhood, or any institution described in this section below, may be an institutional member of NCINC2 (the "Member Institutions" together with the Member Businesses and the Member Neighborhoods, are the "Participating Organizations"). Member Institutions from time to time may include, but not be limited to, the University of Texas at Austin, Austin Community College, St. David's and Seton Family Hospitals. Each Member Institution will be represented by a duly appointed delegate or delegates of such Member Institution.
- d. Delegates of all Participating Organizations are expected to voice positions of their represented organization in good faith. It is the understanding of NCINC2 that all positions taken, votes cast or statements made by any delegate will reflect his or her understanding of the position or sentiment of his or her organization. Under no circumstance should a delegate cast a vote, issue a statement or take a position within NCINC2 that would be contrary in any way to any stated position or adopted policy of such delegate's organization.
- e. Each Participating Organization must duly appoint at least one (1) delegate and is encouraged to appoint one (1) alternate delegate.
- f. For all NCINC2 voting actions: 1) each Member Neighborhood shall receive one (1) vote, regardless of the number of delegates from any such Member Neighborhood present for any such vote; 2) the Business Association shall receive one (1) vote regardless of the number of delegates present from all Business Members present for such vote; and 3)

each Member Institution shall receive one (1) vote regardless of the number of delegates from such Member Institution present for any such vote.

V. Meetings

- a. Meetings will be held on the 3rd Saturday of each month (or such other time as determined by the Chair as provided for herein below), and shall be held at a time and place designated by the Chair.
- b. All delegates shall receive written notice of meetings and all agenda items, including items for action, at least seventy two (72) hours prior to the meeting; short-notice action items for group vote may be added at the Chair's discretion if necessary for a timely response within twenty four (24) hours of meeting.
- c. Participating Organizations may vote in absentia on any posted item by sufficient notice to the Chair who will cast any such vote for any such absent member in good faith, with the understanding that in the event of an amendment to any such posted item results, in the Chair's determination, in a substantive change such that the Chair cannot in good faith make a fair determination of such Participating Organization's position, then the Chair shall abstain for such Participating Organization.
- d. Posting of notice of meeting agenda will be through NCINC2 website and delivery to delegates through list-serv; delegates shall be responsible for ensuring their contact addresses are up to date on the listserv.
- e. The Secretary shall keep a list of all current and active Participating Organizations.
- f. Fifty percent (50%) of active participating Member Neighborhoods in attendance will constitute a quorum. Business Association and Member Institutions are not required to constitute a quorum, nor does participation by a Member Business or Member Institution count towards reaching the 50% needed for a quorum.
- g. A quorum shall be required for all action. In the absence of a quorum, Participating Organizations may discuss issues and take straw polls, but not take any official action.
- h. Action may be taken on items listed on the meeting agenda. No Action will be taken on items not posted to agenda prior to meeting, according to Article V(b).
- i. A majority of Participating Organizations voting will carry a vote on all items, excluding amendments to By-laws; Votes delivered in absentia shall count toward total vote count but not to a quorum of attendance.
- j. The Secretary will take minutes at all meetings which will serve as official record of actions and discussion topics of meetings:
 - i. Draft notes of Minutes will be delivered to attendees within seventy two (72) hours of each meeting. It is the responsibility of each attendee to review and provide timely comments about any errors or omissions prior the adoption of minutes at the next meeting.
 - ii. All approved and adopted minutes will be posted to NCINC2.org and become part of the permanent record of the organization.

- k. NCINC2.org is the official communication tool for NCINC2; any notice or posting required herein or otherwise by action of NCINC2 is deemed adequately made if posted in a timely manner to the “Notices” section of NCINC2.org website.
- l. Regular attendance by at least one delegate of all Participating Organizations is expected. If a delegate finds that he or she is consistently unable or unwilling to attend meetings, NCINC2 strongly recommends that such delegate’s Participating Organization designate a duly appointed replacement delegate. If, after notice, such Participating Organization is unable or unwilling to appoint a replacement delegate, then, at the sole discretion of NCINC2, that Participating Organization may be dropped from the list of active Participating Organizations.
- m. A non-scheduled meeting (any such meeting a “Special Meeting”) may be called by the Chair, with written notice posted least five (5) business days prior to any such meeting, and including the time and place of meeting.
- n. Proposed changes to By-laws may be introduced at any regular meeting and shall be eligible for adoption, with proper notice, by 2/3 majority vote at the following regular meeting.
- o. For items not specifically covered by these bylaws, Robert's Rules of Order may be consulted and, when they are not in direct conflict with these by-laws, generally adhered to, to the extent reasonably practicable, in the sole discretion of the Chair.

VI. Officers & Committees

- a. Officers of NCINC2 shall include a Chair and may include a Vice-Chair or Co-Chair, Secretary, Treasurer, and Communications Officer and other such officers that NCINC2 may from time to time deem necessary.
- b. All Officers shall be appointed to one (1) year terms, which are to be capped at two (2) consecutive terms. Each Officer shall be elected by a majority of Participating Organizations present.
- c. In the event of an Officer vacancy, a new Officer will be elected by a majority at the next regularly scheduled meeting.
- d. Committees may be chartered and will meet as necessary and present at regular meetings.
- e. Committees and additional Officers shall be appointed by the Chair and approved, with proper notice, by a majority vote at a regular meeting.
- f. Officers and delegates shall receive no compensation for their services.
- g. No dues are required of Members at inception of organization. If at any point collected dues become necessary in order to further the mission or the stated goals of NCINC2 they may be required by a 2/3rds vote in an amount not to exceed one hundred (\$100) dollars per Participating Organization per year;

VII. Duties of the Officers

- a. The Chair shall:
 - i. Preside over meetings,

- ii. Serve as a public voice for the organization,
 - iii. Be an ex-officio member of all committees,
 - iv. In consultation with other officers set the agenda for each regularly scheduled and Special Meetings, and
 - v. Serve a term of one (1) year and no more than two consecutive terms.
- b. The Vice-Chair, or Co-Chair, shall:
 - i. Assist Chair in administrative duties as necessary,
 - ii. Preside over meetings in the event of an absence of Chair, and
 - iii. Serve a term of one (1) year and no more than two consecutive terms.
- c. The Secretary shall:
 - i. Record minutes of meetings, deliver draft minutes to attendees and post approved minutes to public record and deliver to delegates,
 - ii. Assist Chair in administrative duties as necessary
 - iii. Preside over meetings in the event of an absence of Chair, Vice-Chair, and
 - iv. Serve a term of one (1) year and no more than two consecutive terms.
- d. The Treasurer shall:
 - i. Maintain all NCINC2 finances and report financial matters to attendees at general meeting,
 - ii. Assist Chair in administrative duties as necessary, and
 - iii. Serve a term of one (1) year and no more than two consecutive terms.
- e. The Communications Officer shall:
 - i. Issue all press releases and public positions as directed by the Chair,
 - ii. Assist Chair in administrative duties as necessary, and
 - iii. Serve a term of one (1) year and no more than two consecutive terms.
- f. The delegates from Participating Organizations shall:
 - i. Attend all meetings as available; or, in the case of absence designate a representative approved or authorized to represent such Participating Organization;
 - ii. Communicate important decisions made, positions taken or statements made by NCINC2 back to its Participating Organization; and
 - iii. Be knowledgeable of all neighborhood, business, or institution positions and policy on issues related to the Mobilty35 CAIP and intersecting roadways and report those positions and policy to NCINC2.