

BY-LAWS OF MONTE VISTA HISTORICAL ASSOCIATION

Article I: Membership

SECTION 1. Membership in this Association shall be obtained by paying annual dues, which will be established annually by the Board of Directors. Voting membership is extended to each household or business within the City of San Antonio, Texas, in the area contained within the boundaries as established by San Pedro Avenue on the West, Hildebrand Avenue on the North, Ashby Street and Huisache Street on the South, and Stadium Drive and McCullough Avenue on the East, excluding the Trinity University campus (as outlined in Attachment "A"). Such members who are located within this area shall be "Voting Members;" all other interested parties may become "Non-voting Members."

SECTION 2. Dues shall be due and payable on January 1st of each year for the next year ending December 31st. Dues will be considered late if not received by March 1st.

SECTION 3. The annual membership meeting that is called to elect Officers and a Board of Directors shall be held during the month of October. Written notice of at least ten (10) days before such meeting shall be given either at the listed address of each member or via the email address provided to the Association by each member.

SECTION 4. Special meetings, other than the annual meeting, shall be held at such times and places as the Board of Directors or the President may designate. Written or printed notice stating the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days before the date of such meeting to each member entitled to vote at such meeting.

SECTION 5. Those qualified Voting Members of the Association present at the Annual Meeting shall constitute a quorum to transact business at the Annual Meeting.

SECTION 6. Voting will be limited to one vote per person and not more than two votes per household membership. Voting will be limited to one person per business membership.

SECTION 7. Members paying dues for the previous three (3) months shall be eligible to vote at membership meetings. The three month membership requirement for voting is suspended for Charter Members in the first year of incorporation.

Article II: Directors

SECTION 1. The affairs of this Association shall be under the management of a Board of Directors. Directors shall serve without pay.

SECTION 2. The first annual election for officers and Directors shall be held during the last week in August 1974, and at such meeting five (5) Directors will be elected for a one year term, five (5) Directors will be elected for a two year term, and five (5) Directors will be elected for a three -year term. The Directors named in the charter of this Association, and any Directors that have been elected by the Board of Directors to fill vacancies from time to time, shall serve until the annual election the last week in August 1974, or until their successors are elected. Thereafter, one third of the Directors shall be elected each year at the annual membership meeting, to hold office for a term of three (3) years or until the election of their successors. Directors elected at the annual membership meeting shall take office January 1 following their election.

SECTION 3. Vacancies in the Board of Directors shall be filled by the Board of Directors and the person or persons so elected to fill vacancies shall hold office until the conclusion of the term of the vacating office-holder. Nominations for Officers and Directors presented to the annual membership meeting shall be made by a nominating committee of at least five (5) members appointed by the President prior to the election. Nominations may also be made from the floor.

SECTION 4. The Officers and Directors present at any meeting of the Board of Directors shall constitute a quorum to transact business, provided at least a majority of the Board of Directors shall be present.

SECTION 5. a.At the annual membership meeting, the members shall elect from those Eligible Members (as defined by these Bylaws) a President-Elect, Recording Secretary, Corresponding Secretary and Treasurer, who shall hold office for one year and until others are chosen and qualified for their places. In order to be eligible to hold any office (an "Eligible Member"), an individual must have either (i) served on the Board of Directors for a minimum of nine (9) months immediately preceding the month during which the election is held, or (ii) served on the Board of Directors for for a minimum of one (1) year at any time in the past. In the event that the office of President-Elect is vacant at the time of the annual membership meeting, then a President shall also be elected and shall serve as President-Elect for the remainder of that calendar year, as if he or she had been elected President-Elect at the annual membership meeting during the preceding year, and shall assume the office of President on January 1 of the succeeding year. All other officers shall take office on January 1 of each year for the next year ending December 31, except that upon completion of his term as President-Elect, this officer shall assume the Presidency of this Association and shall take office January 1 of the succeeding year for a term of one year. Officers shall serve without pay. In the event of vacancy in any office, the Board of Directors shall fill such vacancy from its number. The immediate Past President holding office of December 31st will continue to be a fully active and voting member of the Board of Directors for the year following his term as President.

b. In order to be eligible for election to the Board of Directors, an individual must have been a Voting Member of the Association for a minimum of six (6) months, as that term is defined in Section 1 of this Article.

SECTION 6. The Board of Directors shall make an annual report to the annual membership meeting.

SECTION 7. No Officers or Directors shall be eligible for or be elected to a third consecutive term to the same office, except the Treasurer.

SECTION 8. Meetings of the Board of Directors, other than the annual meeting, may be called at any time by the President or Recording Secretary by notice in writing to each Director and Officer at least two (2) days before such meeting.

SECTION 9. If a member of the Board of Directors has three (3) successive unexplained absences from meetings of the Board of Directors, the Board of

Directors shall have the authority, at its discretion, to remove the Director from the Board. The Director will be given notice of the proposed action to remove him/her from the Board, and will be given a reasonable opportunity to defend himself/herself.

Article III: Powers and Duties of Officers

SECTION 1. The President shall preside at all meetings of the Board of Directors, shall be an ex-officio member of all committees, shall sign all instruments in writing on behalf of the Association requiring his signature, and shall perform such other duties as pertain to the office and may be required of him by the Board of Directors.

SECTION 2. The President-Elect shall perform such duties as may be required by the Board of Directors or by the President. In the event of absence of the President or his inability to act, as determined by the majority of the Board of Directors present, the President's duties shall be performed by the President-Elect. At the conclusion of his term, the President-Elect shall succeed to the position of President.

SECTION 3. The Recording Secretary shall attend all meetings of the members and of the Board of Directors and shall keep a full and accurate account of the proceedings of such meetings in a permanent book to be kept for that purpose. He shall keep such other books and perform such other duties as pertain to the office and as may be required of him by the Board of Directors or by the President.

SECTION 4. The Corresponding Secretary shall conduct Association correspondence, - that is, correspondence that is not a function proper to other offices or committees, and perform such other duties as assigned by the President or Board.

SECTION 5. The Treasurer shall keep a full and accurate account of all receipts and disbursements of the Association in permanent books belonging to the Association and shall deposit all monies and valuables of the Association in such depositories as may be designated by the Board of Directors. A report of the finances of the Association shall be made by the Treasurer whenever required by the President, and a report of like character shall be submitted by him at each annual membership meeting. He may be required by the Board of Directors or by the President at any time to give suitable bond. He shall perform such other duties as pertain to the office and may be required of him by the Board of Directors or by the President.

SECTION 6. In the event that the majority of the Executive Committee (consisting of the President, President-Elect, Recording Secretary, Corresponding Secretary and Treasurer) determine that an immediate action or response is required of the Association and circumstances prevent the convening of a quorum of the Board of Directors, the Executive Committee is authorized to take an appropriate action or make an appropriate response without awaiting Board of Directors' approval. However, such action or response shall be presented at the next meeting of the Board of Directors for ratification. Should the Board of Directors fail to ratify the Executive Committee's action or response, the Executive Committee shall notify the parties involved in writing of the Board's decision to withdraw, revoke, or modify the action or response of the Executive Committee. The Executive Committee is not authorized by this provision to expend Association funds by emergency action in excess of \$500.00 in any calendar month unless such expenditure is a recurring expense which requires regular and timely payment.

Article IV: Assets and Income

SECTION 1. This Association shall be without capital stock.

SECTION 2. This Association is strictly not for profit and any income it may receive shall be used for the purpose for which this Association is formed.

SECTION 3. The income of this Association shall be derived solely from annual dues as herein provided, from donations and contributions from its members and others, and from projects designed to finance and to further the aims of this Association. This Association shall receive funds as may be necessary to carry out its objectives from such dues, voluntary subscriptions, donations, gifts, conveyances, bequests, annuities, or otherwise.

SECTION 4. Title to all property owned and which may be owned by this Association shall be vested in the Association and may be sold, conveyed or otherwise disposed or encumbered by said Association in the manner provided by the laws of the State of Texas. In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Association, voluntary or involuntary or by operation of law, or any provision hereof, the following provisions shall apply:

SECTION 5. This Association shall not have or exercise any power or authority either expressly, or by interpretation or operation of law, nor shall it directly or indirectly engage in any activity that would prevent this Association from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), contribution to which are deductible for federal income tax purposes.

SECTION 6. No substantial part of the activities of this Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in or intervene in (including the publishing of or distributing of statements), in any political campaign on behalf of any candidate for public office; nor shall it engage in any activities that are unlawful under laws of the United States of America, or Texas, or any other jurisdiction where such activities are carried on; nor shall it engage in any transaction defined at the time as "prohibited" under Section 503 of said Code.

SECTION 7. This Association shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of the Association shall be used, nor shall this Association ever be organized or operated, for purposes that are not exclusively charitable, scientific, or educational within the meaning of 501 (c) (3) of the code.

SECTION 8. No compensation or payment shall ever be paid or made to any Officer, Director, Trustee, Creator, or Organizer of this Association or substantial contributor to it, except as a reasonable allowance for actual expenditures or services actually made or rendered to or for this Association, and neither the whole nor any part or portion of such assets or net earnings shall be used for, accrued to, or inured to the benefit of any member or private

individual within the meaning of Section 501 (c) (3) of the Code.

SECTION 9. In the event of termination, dissolution or winding up of this Association in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to (and only to) one or more organizations described in Section 501 (c) (3) of the Code.

SECTION 10. Any reference herein to any provision of the Internal Revenue Code of 1986 shall be deemed to mean such provision as now or hereafter existing, amended, supplemented or superseded, as the case may be.

SECTION 11. The private property of the Members of the Board of Directors and Officers of this Association shall not be subject to payment or corporate debts to any extent whatsoever.

Article V: Miscellaneous

SECTION 1. Seal - This Association may have a seal if voted by the Board of Directors, and in such event the Board of Directors shall determine the design of such seal.

SECTION 2. Fiscal Year - The fiscal year of this Association shall begin on January 1st and end on December 31st following in each year.

SECTION 3. Holidays - Whenever it is provided herein for a meeting on a date which is a legal holiday, then such meeting shall be held on the next day following.

SECTION 4. These By-laws may be altered, amended or repealed by a majority of the Board of Directors. The notice of any meeting at which these By-laws are altered, amended, or repealed, or at which new By-laws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

These By-Laws were adopted by the Board of Directors of the Monte Vista Historical Association, a Texas Corporation, at a meeting thereof at San Antonio, Texas, held on the 11th day of November, 1973, at 8:00 p.m. This document represents the most current version of the By-laws, including amendment revisions through October 18, 2015.