

BYLAWS FOR FRIENDS OF ZILKER NEIGHBORHOOD PARK

ARTICLE I

These bylaws constitute the code of rules adopted by the Friends of Zilker Neighborhood Park (FZNP) for the regulation and management of its affairs.

ARTICLE II

Purpose

The purpose of FZNP is to work together as a neighborhood and school community to develop the Zilker Neighborhood Park and Zilker Elementary School outdoor campus as an excellent public space and, by improving the parkland collaboratively, to build bonds between neighbors and families attending the school.

The FZNP will work in collaboration with the Zilker neighborhood and the Zilker Elementary School staff and families to support these goals:

- Implement the vision of the 2007 Master Plan, and make periodic updates to the plan, as appropriate.
- Invest in ongoing improvement of park facilities, amenities, outdoor spaces and landscaping;
- Promote health and fitness, by providing quality athletic and fitness facilities;
- Promote the Central Texas natural environment, in addition to ecological awareness and stewardship;
- Foster a strong sense of neighborhood investment, pride, and community;
- Incorporate and promote appreciation for the arts in outdoor spaces; and
- Develop compatible and complementary uses by both the neighborhood and the school.

ARTICLE III

Nonprofit Status

FZNP is a Texas nonprofit association. FZNP's fiscal sponsor is the Austin Parks Foundation.

ARTICLE IV

Steering Committee

(1) Overview

A Steering Committee composed of persons appointed from the Zilker Neighborhood Association, the Zilker Elementary School PTA, and the Zilker Elementary School Campus Advisory Council will oversee the management of the business and affairs of FZNP.

(2) Number and Terms of Steering Committee Members

The Steering Committee will consist of 10 persons. The Zilker Neighborhood Association will appoint 5 members, the Zilker Elementary School PTA will appoint 4 members, and the Zilker Elementary School Principal will appoint 1 member. Each Steering Committee member shall be appointed to a term of one year, running from June 1-May 31. A Steering Committee member can be appointed to successive terms, but in no event shall serve more than five successive years. Steering committee members whose terms have expired may continue serving until they are either re-appointed or until their successors are appointed.

(3) Resignation

Any Steering Committee Member may resign at any time by delivering written notice to the Secretary or President of FZNP. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

(4) Vacancies

Vacancies shall be filled by the body that appointed the Steering Committee Member. The Steering Committee Member filling the vacancy shall serve for the remainder of the term that was vacated.

(5) Compensation

Steering Committee Members shall not receive any salaries or other compensation for their services, but, by resolution of the Steering Committee, may be reimbursed for any actual expenses incurred in the performance of their duties for FZNP, as long as a majority of disinterested Steering Committee members approve the reimbursement.

ARTICLE V
Committees

The Steering Committee may from time to time designate and appoint standing or temporary committees by majority vote of the Steering Committee. Such committees shall have and exercise such prescribed authority as is designated by the Steering Committee. The Steering Committee members may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws.

ARTICLE VI
Board Meetings

(1) Time and Place of Board Meetings

Regular Meetings of the Steering Committee will be held at on the third Wednesday of the month at Zilker Elementary School.

- (2) **Special Meetings**
Special Meetings may be called by the President or any three Steering Committee Members.
- (3) **Notice of Board Meetings**
Notice of the date, time, and place of Regular and Special Meetings shall be given to each Steering Committee member by telephone (including voice mail) or e-mail no less than five days notice prior to the meeting.
- (4) **Quorum**
A majority of the incumbent Steering Committee Members (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At meetings where a quorum is present, a majority vote of the Steering Committee Members attending shall constitute an act of the Steering Committee.
- (5) **Actions without a Meeting**
The Steering Committee may take action without a meeting if all of the Steering Committee Members individually and collectively consent in writing or via email, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Steering Committee.
- (6) **Open Meetings**
Meetings shall be open to the general public.
- (7) **Proxy Voting Prohibited**
Proxy voting is not permitted.

ARTICLE VII

Officers

- (1) **Roster of Officers**
FZNP shall have a President, Vice President, Secretary, and Treasurer.
- (2) **Election and Removal of Officers**
All officers shall serve one-year terms. The election shall be conducted at the organization's June meeting, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. Officers may serve up to three consecutive terms. The election of officers shall be by majority vote of the Steering Committee members attending the meeting.
- (3) **Vacancies**
If a vacancy occurs during the term of office for any elected officer, the Steering Committee Members shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Steering Committee Members present.

(4) President

- * The President will supervise and control the affairs of the FZNP and shall exercise such supervisory powers as may be given her by the Steering Committee Members.
- * The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Steering Committee. The President shall preside at all board meetings and shall exercise parliamentary control.
- * The President shall, with the advice of the Steering Committee and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Steering Committee.

(5) Vice President

- * The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Steering Committee.
- * The Vice President shall serve as the parliamentarian and interpret any ambiguities of the bylaws.

(6) Secretary

- * The Secretary will perform all duties incident to the office of Secretary.
- * The Secretary shall attest to and keep the bylaws and other legal records of the FZNP.
- * The Secretary shall take or ensure that someone takes minutes of all meetings of the Steering Committee, and shall keep copies of all minutes.
- * The Secretary shall keep a record of the names and addresses of the Steering Committee Members.

(7) Treasurer

- * The Treasurer will oversee and supervise the financial business of the FZNP, will render reports and accountings to the Steering Committee Members as required by the Steering Committee, and will perform in general all duties incident to the office of Treasurer.
- * The Treasurer will deposit all checks and cash in the name of the FZNP into FZNP's account at the Austin Parks Foundation.
- * The Treasurer's signature shall be the authorized signatory for disbursement of funds from FZNP's Austin Parks Foundation account.
- * The Treasurer shall prepare a monthly report for the Steering Committee, providing an accounting of all transactions and of the financial conditions of the FZNP.
- * The Treasurer shall keep all financing records, books, and reports of the financial activities of the FZNP and make them available at the request of any Steering Committee Member or the public during regular business hours for inspection and copying.

ARTICLE XIII
Operations

(1) Disbursement of Funds

Any disbursement of FZNP funds shall require majority approval of the Steering Committee. The disbursement of the remaining funds from the 2006 (??) Rolling Stones concert shall require the majority approval of the Zilker Neighborhood Association Executive Committee.

(2) Amendments

The bylaws may be amended at any time by a vote of the majority of Steering Committee Members at a meeting where a quorum is present.

(3) Dissolution

In the event that FZNP ceases operations or otherwise dissolves, half of the funds and property of FZNP will transfer to the Zilker Neighborhood Association, and the remaining half to the Zilker Parent-Teacher Association.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Steering Committee of the Friends of Zilker Neighborhood Park at its meeting held on May 20th, 2008.

Secretary, Candice Ornes