

Allandale Neighborhood Association Bylaws

**2022 Revision of 2019 Bylaws Ratified by the
General Membership October 12, 2022**

PREAMBLE Allandale, being one of the premier neighborhoods of Austin, and Allandale Neighborhood Association being the recognized representative of the neighborhood in matters of the City of Austin, and Allandale Neighborhood Association being a Texas Non-Profit Corporation, these bylaws are promulgated as one of the regulating documents as provided by Texas Law.

Article I: Name The name of the non-profit corporation is Allandale Neighborhood Association, referred to herein as the Association or ANA.

Article II: Purpose ANA is a Texas non-profit corporation whose purpose is to promote and protect: the quality of life, safety, residential and environmental characteristics, fair housing, and property values of the neighborhood primarily and all neighbors generally; to identify and assess issues of importance to the residents of the Allandale area; and to promote participation by area residents in activities that affect their neighborhood. ANA should actively engage in activities that aid and are necessary to support these purposes.

Article III: Allandale Boundaries Allandale Neighborhood Association Boundaries are within the City of Austin. Road boundaries begin in the middle of the road, with the exception of 45th St. The association boundaries are:

1. Anderson Lane, between MoPac (Loop 1) and Burnet Road;
2. Burnet Road, between Anderson Lane and Hancock Drive;
3. Hancock Drive between Burnet Road and Shoal Creek (the creek);
4. Shoal Creek (the creek) between Hancock Drive and 45th Street;
5. 45th Street (both sides) between Shoal Creek (the creek) and MoPac (Loop 1); and
6. MoPac (Loop 1) between 45th Street and Anderson Lane.

Article IV: Membership and Dues *Section 1.* There shall be two classes of

membership in the Association: Regular voting membership and non-voting Honorary membership.

1. Voting membership is open to any adult age 18 or older who resides within the Allandale Neighborhood Association boundaries specified in Article III. 2. Each voting member is entitled to vote on any matter that comes before

the membership, this right commencing with the payment of annual dues as specified in Section 2 of this Article. 3. Voting is conducted in accordance with Article VIII, Section 6. 4. Non-voting Honorary membership may be conferred on individuals or organizations who support the Association but who are not eligible for regular membership. Honorary members have no voting rights. 5. A majority vote of the Board is required for non-voting Honorary

membership. 6. The Board may establish a non-voting business sponsorship category. 7. Members agree to abide by the bylaws of ANA and agree to preserve and enhance the good name and reputation of the Association by participating in meetings in a proper and orderly fashion. Disruptive or harassing conduct by any member shall be considered unbecoming conduct and shall be cause for removal from a meeting by a two-thirds vote of eligible voting members in attendance. 8. Voting status is relinquished by any member whose residence becomes located outside the described Association boundaries as specified in Article III. *Section 2.* Annual dues shall be established by the Board for both classes of membership.

1. Annual dues are payable each year for a one-year membership ending on the anniversary date of the original term. 2. The Board may establish multi-year memberships, provide for automatic

renewals, or allow advance payment of several years' dues. 3. An eligible person who is not currently a member of the Allandale

Neighborhood Association may establish membership and voter rights by paying dues any time during the calendar year.

Article V: Officers

Section 1. Officers of ANA

1. Officers shall be elected for one-year terms at the Annual General Meeting in October. 2. The Officers of ANA are the President, Vice-President, Secretary, and

Treasurer. 3. The Officers are included as members of the ANA Board of

Directors.

4. Officers are to execute their duties, including parliamentary authorities, in a proper, effective, and timely fashion.

Section 2. President

1. Serves as a spokesperson for ANA and principal representative for ANA at public functions; 2. Presides at Board and membership meetings; 3. Prepares and submits an agenda/activities report at Board and membership meetings; 4. Appoints Committee chairpersons; 5. Acts as final approval of the Association paper newsletter, content and advertising; and the Association website, content and advertising; 6. Ensures that the delivery of the Association paper newsletter with notice of a special meeting meets the timeframe in Article VIII, Section 1; 7. Participates as a non-voting member of all committees; and 8. Delegates, **as necessary**, the above duties to another officer or member of the Board.

Section 3. Vice-President

1. Presides in the absence, incapacity or at the request of the President of ANA; 2. Possesses all the powers and responsibilities of, and is subject to, all the restrictions on the office when acting in the capacity of President; 3. Assists the President in the preparation of the agenda/activities report for each General Membership meeting; 4. Coordinates the activities of the standing and special committees; 5. Assists the President in all necessary activities, including helping maintain decorum at meetings; and 6. Assists the President during votes with items such as monitoring quorum status.

Section 4. Treasurer

1. Collects, disburses, and safely keeps all ANA monies; 2. Makes normal disbursements in accordance with the budget and special expenditures authorized by either the Board or by vote of the membership; 3. Prepares and submits budgets, financial statements, as required by the Board for the membership; 4. Prepares and submits federal and state tax reports, as required by the Board for the membership; 5. Records paper newsletter cost/profit and report to the Board with each publication, and annually to the members; 6. Serves as Chairperson of the Finance Committee; and 7. Serves as

a Member of the Membership Committee.

Section 5. Secretary

1. Records and disseminates in a timely fashion the minutes of Board meetings and membership meetings; 2. Maintains a current, accurate list of the committees of ANA and their members and reports they may file; 3. Maintains the organizational records of ANA, coordinating with the treasurer custodial storage of record copies; 4. Maintains the minutes as approved by the members, the Board, and/or

Committees, with backups to Google Drive (or appropriate equivalent) and to an external digital storage device if maintained by the Association, for review purposes; and 5. Supervises member voter list sign-in and verification of qualification at

regular and special-called meetings to assist the President in calling votes.

Article VI: Board of Directors *Section 1.* The Board of Directors (Board) is responsible for the regulation and management of the non-profit organization, including the control and disposition of its properties and funds. *Section 2.* The four Officers listed in Article V shall be members of the Board of Directors. There shall be seven (7) General Directors elected for one-year terms at the Annual General Meeting in October who serve as members of the Board of Directors. *Section 3.* The Board of Directors is the principal governing and policy-making body of the Association and all duly elected persons who hold voting membership in the Association. 1. Board members shall be

elected for one-year terms at the Annual General

Meeting in October, from names submitted by the Nominating Committee prior to the date of the election. 2. Nominees shall be presented to the membership, with their qualifications

before the election vote. 3. Nominations from the floor shall also be in order, provided the nominee first agrees, in writing or in person, to serve if elected, and if they reside within the Allandale boundaries as provided in Article III, are members of the Association, and are not otherwise disqualified by the requirements of Article VI, Section 1 of these Bylaws. 4. Nominees for all offices **must be** voting members in good standing of the

Association on the day of the General Membership Meeting in October. 5. To

maintain continuity and ensure familiarity with events, nominees for the office of president and treasurer must have served on the Board for at least one year prior to their election.

6. No more than one member of a household may serve on the Board at any given time. 7. Voting in elections is specified in Article VIII, Section 6. 8. The Board takes office at the close of the meeting at which they are elected and serve until the Annual General Meeting in October or until their successors are elected. All Officers and Board members stand for election at the October Annual Meeting of the membership or as soon as possible thereafter. *Section*

4. Board Responsibilities

1. The Board shall be empowered to conduct all the business of the Association between membership meetings. 2. The Board makes recommendations for action and policy to the General Membership. 3. The Board publishes the agenda for meetings of the General Membership. 4. Actions of the Board are governed by the vote of the membership as expressed at annual, general, and special meetings. 5. In case of necessity, they are empowered to determine policy questions as specified in Article X, Section 1. 6. Board Members are vested with the responsibility for preserving and enhancing the good name and reputation of the Association and for achieving the purpose stated in Article II. 7. Expenditures of funds and disposition of ANA assets requires authorization by the Board.

Section 5. Board Terms and Qualifications

1. Members of the Board may serve no more than four consecutive terms. 2. Vacancies occurring prior to the end of the current term of a Board member shall be filled, as soon as practicable, for the remainder of the term. The President shall nominate a member of the Association to fill the vacancy. Upon nomination, the remaining members of the Board shall confirm the nomination by a majority vote. Once confirmed, the member will join the Board in the appropriate position. 3. For purposes of determining eligibility for reelection or reappointment, a person who has served half or more of a term shall be considered to have served the whole term. 4. A Board member with three consecutive unexcused absences in a term,

or who is absent (excused or unexcused) for one-third of the meetings, may, in their term, be removed from the committee upon majority vote of the other Board members. Absences are automatically excused when the regular meeting date has been changed with less than one month advance notice (this includes special or called meetings). An absence shall be considered unexcused if it is not communicated to the President in advance of the meeting's start time, or if by majority vote of the Board at the subsequent meeting, the absence is determined to be unexcused. 5. Board Members may be removed from the Board for unbecoming conduct by a vote of at least sixty percent (66%) of the other Board members. The initial vote shall be conducted in a working session of the Board with a final vote and any related action conducted at a regular meeting. 6. A Board member or Allandale Neighborhood Association member, designated by the Board, shall be a representative to the Austin Neighborhood Council.

Article VII: Committees *Section 1.* There shall be two types of committees within the Association: standing committees and special committees.

1. Any resident in the neighborhood, ANA member or not, may be members of committees in order to draw on neighborhood experience and diversity. 2. A budget shall be prepared, and approved by the Board, for operation of all committees. 3. Each committee may present a contract for services to the Board for approval for activities under their auspices. 4. The Board may delegate negotiation authority to committees. 5. The Chair of each committee may establish separate sub-committees for

each of the functions, subject to the on-going approval of the Board.

Section 2. Standing Committee members shall be elected by the Board as soon as possible after the annual meeting. Upon request, all committees shall report to the Board, including the submission of electronic reports. Except where otherwise provided in these bylaws, the President shall appoint the committee chairpersons.

1. The Finance Committee shall consist of three or more members.
a. The Finance Committee shall assist in developing ANA annual budgets and budgets for ANA events that may occur from time to time.
b. The Finance Committee shall organize and implement fundraising events for the Association. c. The Treasurer shall be the chairperson of the Finance Committee. 2. The Membership Committee shall consist of three or

more members.

a. The Committee shall organize and implement membership drives and events for the Association. b. The Committee shall help maintain the member roster and shall check the roster at meetings to determine a person's voting status. c. The Committee shall maintain the official membership roster, whether written or in database/electronic format, of voting and non-voting members. The use of the roster information is addressed in Article XII, Section 2. d. The Treasurer shall be a member of the Membership Committee. 3. The Communication Committee shall consist of three or more members.

a. The Committee shall prepare a newsletter for distribution at the direction of the Board, who shall set publication schedule, advertising rates, page counts and other parameters. b. The Committee shall develop, publish, and maintain an ANA website and social media platforms at the direction of the Board who shall set parameters. c. The Committee shall develop and maintain a distribution system as determined by the Board for the newsletter and other necessary neighborhood information. d. The president shall have final approval of the newsletter. e. The committee shall oversee advertising sales for the newsletter

and website. f. The committee may establish and maintain a neighborhood e-mail system distribution system. g. The committee shall coordinate expenses and revenues with the

Treasurer, who executes payment and collection. h. The committee shall establish an email or other notification system

to facilitate dialogue among Board members separate from any larger email group or notification system. 4. The Nominating Committee shall consist of five members, no more than

two of whom shall be members of the Board.

a. The Nominating Committee shall make the recommendations to the membership of worthy individuals for the Board. b. The committee shall attempt to diversify the membership of the Board with respect to geographic residence, age, gender, occupation, and areas of expertise, choosing

from among persons who have demonstrated an interest in the goals of the Association. c. The recommended slate of nominees shall be selected by majority

vote of the committee, and the committee chair shall present the recommendations at the Board meeting preceding the October Annual General Meeting. 5. The Safety Committee shall consist of three or more members. a. The Safety Committee shall review and make policy

recommendations to the Board regarding neighborhood safety issues. b. The committee shall organize and execute activities to enhance

neighborhood safety. 6. The Bylaws Committee shall consist of three or more members. a. The committee shall review all proposed changes before

publication to the members. b. The committee shall periodically review the bylaws and report any

recommended changes to the Board and the Members. c. The Chair of the Committee shall insure proper order and civil

discourse at all meetings. 7. The Zoning/Planning/Land Use Committee shall consist of three or more

members

a. The committee shall support neighborhood residents with Zoning and Code Enforcement issues and with the City of Austin. b. The committee shall support ANA goals (Article II, Section 1) before City of Austin boards and commissions, and before the City Council, as needed to further the ANA purpose, goals and policy. c. The committee shall participate in City of Austin activities, such as planning and land development review, to further ANA goals and policy. d. The committee shall further the purpose, goals, and policy of ANA

by serving as a resource to residents with real property issues such as covenants, deed restrictions, and subdivisions. 8. Parks, Recreation, and Greenspace (PRG) Committee shall consist of three or more members.

a. The PRG Committee shall further the purpose, goals, and policies

of the ANA focusing on planning, improvement, and maintenance issues for the parks and recreational amenities within Allandale. b.

The Chair of PRG Committee shall be the primary contact for the ANA with the Austin Parks and Recreation Department. c. The PRG

Committee shall coordinate enhancements to

landscaping and park facilities. d. The PRG Committee shall be responsible for developing, updating,

and amending a master plan for Beverly Sheffield Northwest Park and Pool in coordination with the Austin Parks and Recreation Department (PARC) and other neighborhood association representatives. e. The PRG Committee shall be responsible for all grant development

and fundraising to support the park and recreational enhancements.

Section 3. Special Committees may be formed by the President, with approval of the Board, by motion from the floor at a General Membership meeting for a specified purpose or to address issues of concern to the Association members and area residents at other times.

1. The President shall appoint the Special Committee Chairperson. 2. A budget shall be developed or specified for committee activities and approved by the Board or general membership. 3. Such committees shall report periodically, and in a timely fashion, to the Board and general membership. 4. Such committees shall be dissolved upon completion of their respective tasks, or after one year, whichever comes first. 5. Such committee may be reinstated by a majority vote of the Board, which shall periodically review the need for each special committee.

Article VIII: Meetings

Section 1. Notice of Meetings

1. Residents may be notified of General Meetings by various means, including posting in the ANA newsletter, electronic means including e-mail and web postings, and by a standing date in the calendar. 2. Notice of Special Meetings must be made to the membership no less than

10 days and no more than 60 days in advance of the meeting. Means of notification is the same as for General Meetings. 3. Notice of meetings of the Board, including meeting topic, place and time,

shall be published to the members via electronic postings or other means, on the same schedule as given for members of the Board. 4. Notice shall conform with Section 22.156 of the Texas Business

Organizations Code, as the Texas legislature may amend same. 5. An agenda for the meeting shall be available for review by the Board and

General Members at least 24 hours prior to the start of any meeting. *Section 2. General Meetings of the Membership*

1. Shall be convened as determined by the Board but no fewer than two times a year, including in the April and October Annual Meetings.

2. The time and place to be determined by the Board, but to ensure access, the place must be in the Allandale area and the time must not result in conflict with normal activity. 3. Twenty-Five voting members shall constitute a quorum. 4. The October Annual General Meeting shall include the election of the

Officers and Board Members, who constitute the Board, and annual reports by Standing Committees to the membership. 5. The Board shall publish the General Meeting Agenda, which may be

amended by the members attending the meeting.

Section 3. Board Meetings

1. The Board shall meet once each month to vote on issues of the association. 2. A quorum shall be six members. 3. Items such as resolutions requiring action or approval will be presented to

the Board Members at least 24 hours prior to the meeting where action is requested.

Section 4. Special or Called Meetings

1. Special or Called Board Meetings

a. The President may call a special meeting of the Board. b. Any four members of the Board may call a special meeting. c. The time and place of a special meeting of the Board shall be

determined by the Board. A special meeting may be held in the Allandale area, or may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, only if:

i. each person entitled to participate in the

meeting consents to the meeting being held by means of that system; and ii. the system provides access to the meeting in a

manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. d. Notice shall be in writing by print or electronic means. If a special meeting is held by means of a remote electronic communications system, notice for the meeting shall specify how members of the public can access the live meeting. 2. Special or Called Membership Meetings

a. The President shall call a special meeting of the membership upon receipt by the Board of a petition requesting and stating the reason for such meeting and bearing the signatures of no fewer than fifteen voting members of ANA or by four members of the Board. b. Only business specified in the petition may be transacted. c. The time and place to be determined by the Board, but to ensure access, the place must be in the Allandale area and the time must not result in conflict with normal activity. d. Meeting shall be called within fourteen days unless a scheduled

regular General Meeting shall intervene, in which case the business of the Special Meeting shall be considered at the General Meeting. 3. Quorum for Special or Called Meetings

A quorum at a Special or Called Meeting shall require six members of the Board, of which up to three members may participate by audio or video conferencing for the purpose of achieving a quorum, unless the Special or Called Meeting is held by means of a remote electronic communications system, in which case six members of the Board must be present on the electronic communications system for the purpose of achieving a quorum. *Section 5. Working Session*

Board may conduct working sessions although no votes or actions may be taken; action to be later completed in public forum. *Section 6. Voting*

1. Votes may only be held at meetings. 2. Absentee votes are prohibited. 3. Proxy votes are allowed at Board meetings but no member of the Board shall be able to vote more than one proxy of an eligible Board member on any one item. Proxy votes are prohibited at general membership meetings. 4. The method for conducting a vote (voice, show of hands, or other), shall be set by the presiding officer and the secretary will help ensure an accurate and fair vote; including a re-vote if an outcome is inconclusive.

Article IX: Political Issues

1. ANA will not engage in partisan politics. Neither ANA, nor any member purporting to speak for ANA, shall endorse any candidate(s) for public appointed- or elected-office or any political party; nor shall discussions extend to matters outside the purpose of ANA. 2. The Board may support or oppose a ballot proposition if the Board

determines the proposition is counter to the mission or purpose of the ANA or is detrimental to the majority of the residents of Allandale.

Before

action to support or oppose a proposition is conducted, the position must receive a vote of at least sixty-six percent (66%) of members of the Board. 3.

Any Board member, when working for a campaign, must recuse themselves from conflicting matters before ANA. Their ANA affiliation must not appear in partisan ads, pamphlets, or other public notice. 4. Upon request, candidates for elective office are allowed to address the Board or General Membership at a regularly-scheduled meetings. The President can limit the presentation to fit posted agenda schedules and will attempt to provide equal opportunities for candidates. The Association is not responsible for ensuring equal time for any candidate.

Article X: Policy Determination

1. Policy positions of ANA shall be determined by a simple majority vote of the members present and voting at a membership meeting. 2. In the case of necessity, between membership meetings, the Board may by two thirds vote of all EC members, vote to establish policy in the name of ANA. With a quorum of six members present, the Board can determine policy positions of the EC by a simple majority vote, but only in the name of the Allandale Neighborhood Association Board. 3. The policy decision by the Board in the name of ANA, will then be announced before the General Membership at their next meeting.

Article XI: Parliamentary Authority

1. Unless otherwise provided herein, Robert's Rules of Order Newly Revised

shall be the parliamentary authority for all matters of procedure. 2. Issues not addressed by the above may be determined by a simple majority vote of the Board or General Membership meeting. 3. Parliamentarian is appointed by the President with the consent of the EC as required for a meeting.

Article XII: Books and Records *Section 1.* 1. ANA shall keep current, correct

and complete books and records of

account, as well as minutes of General membership meetings, Special membership meetings and Board meetings. These books and records of account shall be available to any member for inspection during reasonable hours upon adequate notice. 2. Articles of Incorporation and Bylaws of ANA shall be maintained by the

officers/secretary/ treasurer of ANA and made available to any member for

inspection during reasonable hours upon adequate notice. When feasible these shall be published on the web site maintained by the Communication Committee. *Section 2.* Membership Records

1. Membership rosters shall be made available to any member for viewing during reasonable hours upon adequate notice. 2. Membership rosters and mailing lists of ANA, whether written or in

database/electronic format, shall not be used for political, commercial, or other activity not directly related to ANA. 3. Membership rosters should contain, in addition to voting status,

information such as volunteer status supporting the purposes of the Association. 4. Use of rosters and their content shall be governed by policies and rules

established by the General Members and the Board to further the goals of ANA. Subject to these constraints, committees may have use of the rosters.

5. Membership records data may be temporarily sent to third parties as an incidental part of a contracted activity such as mailings or e-mail communication. The data sent is to be the minimum needed to accomplish the required task. *Section 3.*

History

A history of Allandale and ANA shall be maintained, with annual update, provided an Allandale resident volunteers for the task.

Article XIII: Bylaws

Section 1. Amendment

1. These bylaws may be amended, altered, or repealed by a two-thirds vote at any meeting of the General Membership provided that notice, including the exact wording of the proposed change(s), has been made available to the members at least ten days but no more than 60 days in advance of the meeting (Article XIII). "Proposed changes to the ANA Bylaws can be submitted by members in good standing and should follow the form outlined in Roberts Rules of Order for Amending Bylaws and be sent to the Secretary of the Allandale Neighborhood Association." 2. These bylaws may be amended by the Board in the interim between

General Membership meetings provided that notice, including the exact wording of the proposed change(s), has been made available to the members at least ten days but no more than 60 days in advance of the meeting. To become permanent such changes must be approved/ratified by a two-thirds vote at the next General Meeting.

3. Changes become effective upon completion of a successful vote to approve. And, on adoption, all previously adopted bylaws are thereby repealed, and the Association is governed in accordance with the newly adopted bylaws. *Section 2.*

Notice of Bylaws Actions

1. Residents may be notified of bylaws actions by various means, including posting in the ANA newsletter, electronic means including e-mail and web postings. 2. Notice of Meetings to consider bylaws actions are given in Article VIII,

Section 2. 3. The wording of the proposed changes will be distributed within the

statutory time frame, no less than 10 days and no more than 60 days in advance of the meeting. 4. The wording of proposed changes may be distributed to members by

various means, including posting in the ANA newsletter, and electronic means including e-mail and web postings. A "Public Notice" copy may be placed at the Yarbrough Library. 5. Revised Bylaws shall be presented as "redline" changes to the old

version

Article XIV: Dissolution

Section 1. Dedication of Assets

1. Upon dissolution of the Allandale Neighborhood Association, no class of member shall have any right nor shall receive any assets of the Association. 2. The assets of the Association shall be permanently dedicated to a tax- exempt purpose compatible with the goals and purpose of ANA. In the event of dissolution, the Association's assets, after payment of debts, shall be distributed to an organization selected by the Board which is tax exempt under the provisions of Section 501(c)(4) of Internal Revenue Code. Unless changed by action of the EC, assets shall transfer to the Austin Neighborhood Council. *Section 2. Quorum*

1. The Association may only be dissolved by an affirmative vote of two thirds of all members. 2. A Special Meeting dedicated to the topic of dissolution shall be called to vote on the issue as specified in Article VIII, Section 4. 3. As dissolution is a controversial issue, written paper notice via an issue of the newsletter shall be used.

Article XV: History of These Bylaws *Original Version:* The full history of these bylaws has not been recorded over the years. We do not know when the original version was established. In the 1990's a copy, which we believe to be the 1997 amended version of the bylaws, was added to the original Allandale website and subsequently moved to the current Allandale website, *The Allandale Reporter*. From this date forward these will be referred to as the amended 1997 bylaws.

February 2009: 2008–2009—Major update of the bylaws to match current practice, to bring in line with the Texas Non-Profit Act, and to introduce procedures not addressed in the original version. Submitted for approval after a 26-month review process.

September 2013: Minor updates of the bylaws in order to: further clarify Association boundaries; establish a non-voting business sponsorship category; introduce quorum monitoring duties at EC and general membership meetings; eliminate the ex-officio EC membership status of the newsletter editor; and specify procedure for choosing and presenting the EC slate of nominees.

June 2014: Early ANA bylaws (1975, 1976, and 1977) were located in the ANA archives.

September 2014: Update Treasurer & Secretary duties; clarify EC qualifications; provide for additional year of consecutive service to President; specify method by which absences constitute removal from the EC; correct outdated reference pertaining to Notice of Meetings; allow teleconferencing to satisfy EC quorum requirement at Special/Called Meetings; allow a volunteer to maintain the history of Allandale.

September 2015: Minor updates to clarify: SF zoning rollback; EC absences; zoning committee duties. Allow video conferencing to satisfy EC quorum requirement at Special/Called Meetings and increase audio or video conferencing participation to three (3) EC members at Special/Called Meetings.

September 2018: Updates to reflect the change of status from an Executive Committee to a Board structure. Also, added a permanent standing committee for Parks, Recreation, and Greenspace matters. Changed methods for establishing a quorum for use of electronic equipment and allowed proxy votes at Board meetings. Finally, allowed ANA to engage in efforts on ballot initiatives if a supermajority of the Board supports.

March 2019: Updates to reflect the change of General Meeting date, as well as provide for Board position for former President in year immediately following said Presidency.