

# Bylaws

As Amended ~~November 12, 2011~~ September 9, 2017

## Windsor Park Neighborhood Association

### ARTICLE I: COMMON NAME

The common name of this corporation shall be the Windsor Park Neighborhood Association (hereafter referred to as the "Association").

### ARTICLE II: PURPOSE

#### Section 1. Purpose

So far as it is not in conflict with the Articles of Incorporation, the purpose of the Association is to foster an open, viable, and attractive community with mutual respect, appreciation, and cooperation among neighbors, including property owners, renters, and businesses.

#### Section 2. Activities

So far as it is not in conflict with the Articles of Incorporation, activities authorized hereby include:

- A. Identifying the common interest in such matters as zoning, public services, private development, conservation of the natural features of the area, and other community concerns.
- B. Informing the neighborhood about community issues and providing a forum for discussion of them.
- C. Representing the neighborhood and taking action where appropriate.

#### Section 3. Neighborhood Boundary

The neighborhood shall be described by the following boundary (hereafter the "neighborhood boundary"): Beginning at the intersection of I.H. 35 and 51st Street, north along I.H. 35 to U.S. Hwy 290; east along U.S. Hwy 290 to Northeast Drive; southeast along Northeast Drive to Manor Road; southwest along Manor Road to Zach Scott Street; west along Zach Scott Street to the Mueller Planned Unit Development (PUD) boundary; north along the Mueller PUD boundary to 51st Street; west along 51st Street to I.H. 35 - all within Austin, Texas.

### ARTICLE III: MEMBERSHIP

#### Section 1. Classes of Membership

Members shall be comprised of the following two classes: Voting, and Non-Voting.

Section 2. Eligibility

Membership shall be granted to all persons, 18 years of age or older, having duly paid their dues, who meet the following criteria:

- A. Voting Membership: shall be limited to those residing within the neighborhood boundary.
1. ~~Residential Member~~
  2. ~~Resides within the Neighborhood Boundary; or~~
  3. ~~Other individuals who may identify with this neighborhood and who, at their request, are eligible for Residential Membership by a three-fourths (3/4) vote of the voting members present at a regular meeting.~~
- B. Non-Voting Membership
1. Business Member  
Operates a business or owns property within the Neighborhood Boundary. Business Members shall have no voting privileges.
  2. Associate Membership  
Any individual interested in the activities of the WPNA, including former residents of the neighborhood. Associate Members shall have no voting privileges.
  - 3 Ex-Officio (Honorary) Member  
Ex-Officio membership shall be conferred on individuals, outside of the neighborhood boundary, who are selected by the membership for cause (service to the community, etc.) at a regular meeting. Ex-Officio members shall have no voting privileges.

Section 3. Membership Dues

- A. Dues payments shall be for a fiscal year.
- B. Dues payments shall be paid to the Treasurer of the Association.
- C. Dues shall be set at the November meeting of the Association for the following year.
- D. Differing dues may be provided for regular members, students, family memberships, associate members, business members and other categories.

Section 4. Revocation of Membership

- A. Membership may be revoked when a member no longer meets the requirements for membership or for cause.
- B. Membership may be revoked, with or without cause, by a three-fourths (3/4) vote of the voting members at a regular meeting provided that written notice has been provided to the membership at least two (2) weeks prior to said meeting.

Section 5. Voting

- A. Eligibility  
Each voting member shall be entitled to one vote and may exercise this right commencing thirty days after initial payment of dues and continuing

while dues payments are kept current. Voting rights shall not lapse if dues are paid during or prior to the February meeting.

- B. Quorum  
A quorum shall be necessary for the transaction of Association business and shall consist of five percent (5%) of the voting members or 10 voting members, whichever is greater.
- C. Majority Vote  
A vote of more than fifty percent (>50%) of the voting members constituting a quorum shall be binding on the Association, unless specifically stated otherwise in these Bylaws.
- D. Proxy Vote  
Proxy voting is not allowed.

ARTICLE IV: OFFICIALS

Section 1. Definition

The term official shall refer to the officers and any other elected position within the Association.

Section 2. Officers

The officers of the Association shall be President, Vice-President, Secretary, and Treasurer. Officers must be selected from the voting membership.

Section 3. Other Elected Positions

- A. ~~The Austin Neighborhoods Council (ANC) Delegate~~ One or more intra-neighborhood organizations delegates shall be elected at the same time as the officers, for the same term. A first and second alternate delegate shall be appointed each year by the Officer's Council to serve in case of a ANC delegate's absence.

All committee chairs shall be proposed by the President or nominated from the floor, and approved by vote of the Association at a regular meeting.

Section 4. Election and Procedures

The election of officers shall be at the November regular meeting of the Association. Nominations shall come from the Nominating Committee or from the floor, with the prior consent of the nominee. Secret balloting for a particular office is required if two or more names are proposed. A majority ballot is required for election. Elections to fill an office with an unexpired term may be held at any regular meeting of the Association.

Section 5. Term of Office

Officials of the Association shall serve for a term of one year or until the end of the fiscal year of the Association, whichever occurs first. The new officers shall be installed at the December regular meeting of the Association and shall formally

take office on January 1 following their election. The President and Vice-President shall not be elected for more than two consecutive terms and the President shall be ineligible for election or reelection to either office for a period of one year following his/her second term. Only one member of a household shall serve as an officer at the same time.

Section 6. Duties

- A. The **President** shall chair all meetings of the Association; represent the Association as needed; oversee Association business between meetings; moderate meetings of the Officer's Council and Executive Committee; and be an ex-officio member of all committees.
- B. The **Vice-President** shall fulfill the duties of the President in the President's absence; chair the Membership Committee; maintain a current copy of the Standing Rules; and serve as parliamentarian of the Association.
- C. The **Secretary** shall keep an accurate record of all business of the Association, Officer's Council, and Executive Committee; maintain a file of Association activities; and be responsible for all official Association correspondence.
- D. The **Treasurer** shall be responsible for all Association monies; keep an accurate record of all receipts and expenditures; sign all checks drawn on the account of the Association; prepare an annual budget; and file all financial reports with appropriate state and federal authorities for the fiscal year of his/her term of office.
- E. The **Intra-Neighborhood Organizations (INO) ANC Delegate(s)** shall attend all meetings of the intra-neighborhood organizations ~~Austin Neighborhoods Council~~ and shall be responsible for all communication between the Association and those organizations ~~the ANC~~.

The **Committee Chairs** shall chair the meetings of their appropriate committees and act as members of the Executive Committee.

Section 7. Removal from Office

Any official may be removed from office for cause at any meeting of the Association by vote of two-thirds (2/3) of the voting members present and voting, provided that written notice has been furnished to the membership at least two (2) weeks prior to said meeting.

Section 8. Replacement of Officials

- A. The Vice President shall assume the office of President in the event of that office becoming vacant.
- B. In the event of vacancy of any other office, the unexpired term shall be filled by an election of the membership.
- C. Vacancy of committee chairs or INO ANC Delegate(s) shall be filled by appointment by the Officer's Council, subject to approval of the membership.

ARTICLE V: MEETINGS AND ORGANIZATION

Section 1. Fiscal Year

The fiscal year of the Association shall be from January 1 through December 31. A budget for the upcoming year shall be voted on by the membership no later than the November regular meeting.

Section 2. Regular Meetings

Meetings of the general membership of the Association shall be held monthly, usually on the second Saturday of the month at 10:00 a.m. The exact time and place of the meetings shall be approved by the Officer's Council and notice given in the newsletter preceding the meeting.

Section 3. Special Meetings

Special meetings may be called by the Officer's Council or by petition of ten (10) voting members to the Officer's Council. Special meetings must be called for a specific purpose which must be promulgated to the membership at the same time as the notice of the meeting. Notice of the meeting must be given at least five (5) days prior to the meeting.

ARTICLE VI: COMMITTEES

Section 1. Officer's Council

An **Officer's Council**, comprised of the officers of the Association, shall advise and assist the President in the conduct of the Association business; and transact such other business as may be assigned to it by the Association. It shall meet at the call of the President.

Section 2. Executive Committee

An Executive Committee, comprised of the officials of the Association, shall assist the President in planning and reporting on the Association work; and any other business as may be assigned to it by the Association. It shall meet at least quarterly at the call of the President or by two (2) other officers of the Association or by three (3) other officials of the Association.

Section 3. Standing Committees

**Standing Committees** of the Association shall be authorized by the membership to deal with continuing specific topics or purposes dealing with the Association. The following committees are mandated:

1. Membership Committee – The Membership Committee shall be responsible for keeping the membership records; notifying the membership of meetings; welcoming new residents to the neighborhood; and any other business concerning the membership of the Association.
2. Nominating Committee – The Nominating Committee shall be made up of at least three (3) members. A majority of the committee must

be made up of members who are not currently serving as officers of the Association. The committee membership shall be appointed by the President and approved by the membership at a regular meeting of the Association, no later than the September meeting. The committee *must* report at the October regular meeting concerning nominations for officers for the next year. The Nominating Committee shall also function in the event of vacancy in any elected position, to report at the earliest possible regular meeting with its nomination for the vacant position. Nominations should be solicited from the membership, to be reviewed by the committee, prior to the report to the membership.

3. Newsletter Committee – The Newsletter Committee shall produce a newsletter to be delivered throughout the neighborhood. It shall contain information about the Association, its meetings, and any other items of interest to the membership. The editor of the newsletter shall serve as chair to this committee.
4. Audit Committee – The Audit Committee, composed of three (3) association members, no more than one of which may be a member of the Executive Committee, shall be appointed annually by the President, with the approval of the Executive Committee and membership. The Audit Committee shall review all financial records of the Association for the previous year and report its findings to the membership no later than the March general meeting.

~~B. Other standing committees may be approved by a majority vote of the membership and their duties specified in Article IX of these Bylaws.~~

#### Section 4. Ad Hoc Committees

An ad hoc committee may be authorized by vote of the membership for a stated purpose and a specific length of time. Ad hoc committees shall normally investigate specific interests, report these to the membership, and implement Association actions pertaining thereto. Authorization for a given ad hoc committee shall be renewed at the first meeting of the fiscal year, if its activity continues to be useful. If a particular ad hoc committee continues existence for two years, it may be considered for standing committee status by the Association.

#### ARTICLE VII: PARLIAMENTARY AUTHORITY

- A. When not inconsistent with these Bylaws or Articles of Incorporation, *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for all matters of procedure.
- B. The Association shall have a set of Standing Rules per *Robert's Rules of Order Newly Revised*. The Standing Rules shall establish duties and procedures to be followed in conducting routine Association business that are not included in these bylaws. The Standing Rules may be amended by majority vote of the membership at any regular meeting or special meeting, with notice given at least 5 days prior to the meeting. Notice may include, but is not limited to, posting by email or social media.

ARTICLE VIII: AMENDMENT OF BYLAWS

Process

These Bylaws, ~~except for Article IX;~~ may be amended at any regular meeting by a two-thirds (2/3) vote of those present and voting, provided that the amendment(s) has/have been submitted in writing to the membership at the previous regular meeting. All amendments shall go into effect immediately upon ratification, unless the amendment itself says otherwise.

~~Amending Article IX~~

~~Article IX of the Bylaws may be amended to add or delete standing committees not mandated, by a simple majority vote of the membership at a regular meeting, provided that the proposed addition or deletion has been submitted in writing to the membership at the previous regular meeting. Standing committees not mandated may be deleted only after two complete years of existence. Article IX shall list the date of the addition of each additional standing committee. Changes in the designations of these additional standing committees shall only require a majority vote.~~

~~ADDITIONAL STANDING COMMITTEES~~

~~The following are standing committees of the Association and are to fulfill the roles assigned in their designation:~~

~~Library Committee (1988)~~

~~This committee shall work with the Windsor Village Library and other public libraries to provide assistance in planning for wider usage of the libraries; better knowledge of library programs and hours; and any other items pertaining to the library and the neighborhood.~~