

(Logo: Windsor Park Neighborhood Association)
Bylaws: As Amended July 8, 2023
(Proposed 2026 edits in tracked changes)

ARTICLE I: COMMON NAME

common name of this corporation shall be the Windsor Park Neighborhood Association, Inc.
(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 comprise 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.

B. Non-Voting Membership

1. Business Member: An individual who 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.

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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.
- E. Online Voting

Voting may occur in person and/or online. Members will be notified of online voting via email, and the voting period will remain open five (5) business days following notification. The ~~Treasurer~~ **Secretary** will maintain an accurate list of eligible voters, count votes and determine results.

ARTICLE IV: OFFICIALS

Section 1. Definition

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

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Section 2. Officers

The officers of the Association shall be President, Vice President, Secretary, ~~and Treasurer, and~~ **Communications Officer**, herein after referred to as "officers" of the Association. Officers must be selected from the voting membership ~~and elected by the general membership.~~

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~~Section 3. Other Elected Positions~~

~~A. One or more inter-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 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 ~~for the following year.~~ 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

Officers ~~ers~~ 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~~ **announced** 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.

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Section 6. Duties

A. The **President** shall chair all meetings of the Association; represent the Association as needed; oversee ~~and delegate~~ Association business between meetings; moderate meetings, ~~of the Officers Council and Executive Committee;~~ and be an ex-officio member of all committees.

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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 ~~a file~~ **an official record** of Association activities, ~~membership, and decisions;~~ and be responsible for all official

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Association correspondence, and organize Association electronic and hard copy files and documents.

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 **Communications Officer** shall be responsible for outreach to the greater Windsor Park neighborhood on behalf of the Association. Duties include communications planning and execution via the Association's various communication channels; coordinating marketing efforts among committees; and representing the Association with other Austin neighborhood associations.

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The **Inter-Neighborhood Organizations (INO) Delegate(s)** shall attend all meetings of the inter-neighborhood organizations and shall be responsible for all communication between the Association and those organizations.

F. (Moved from section VI). An **Officers Council**, comprising the five (5) 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. It is responsible for approving the annual budget prior to the general membership vote, and approval of all expenditures per the membership-approved budget.

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G. The **Committee Chairs** shall chair the meetings of their appropriate committees and act as members of the Executive Committee (as described in VI).

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H. The **Immediate Past President** shall serve on The Executive Committee.

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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 Delegate(s) shall be filled by appointment by the Officer's Council, subject to approval of the membership.

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ARTICLE V: MEETINGS AND ORGANIZATION BUDGET

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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.

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Section 2: Budget

The proposed budget and a document prescribing spending limits for unencumbered (unbudgeted) funds for the following fiscal year shall be brought before the general membership for approval by a simple majority vote no later than the November regular meeting prior to the fiscal year. Expenditures of unencumbered funds that exceed the approved limit must be approved by the general membership.

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Section 3. 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 Officers Council and notice given in the newsletter preceding the meeting.

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Section 4. Special Meetings

Special meetings may be called by the Officers Council or by petition of ten (10) voting members to the Officers 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.

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ARTICLE VI: COMMITTEES

Section 1. Officer's Council (moved to section IV)

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

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at the call of the President. ¶

Section 2. Executive Committee

~~An Executive Committee, comprising the officials of the Association, officers, committee chairs, and the immediate past president shall advise and 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.~~

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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:

A. Membership Committee – The Membership Committee, chaired by the Vice President, 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.

B. 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.

C. 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.

D. 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.

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 in existence for two years, it may be considered for standing committee status by the Association.

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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 five (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, may be amended at any regular meeting by a two-thirds (2/3) vote of those voting in person and online, 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.

ARTICLE IX - Standards of Conduct

Section 1: Conduct

Officers, committee chairs, volunteers, and members of the Association shall at all times act lawfully, in good faith, and in a manner they reasonably believe to be in the best interests of the Association.

Section 2: Political activity

The Association shall not endorse any political party or candidates for political office and comply with other restrictions on political activity in compliance with Internal Revenue Code section 501(c)(3).

Section 3: Liability

Association officers, committee chairs, volunteers, and members are not liable to the Association for any action taken if they acted in good faith, within the law, with ordinary care, and in a manner reasonably believed to be in the best interest of the Association.

Article X – Dissolution

In the event of dissolution, the Association's assets, after payment of debts, will be distributed by the officers to one or more organizations which are tax-exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code.

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