

# Walnut Crossing Neighborhood Association Bylaws

## ARTICLE I: PURPOSE

### Section 1: Name of Organization:

The name of the organization shall be the WALNUT CROSSING NEIGHBORHOOD ASSOCIATION. The organization shall function and operate as a non-profit and non-partisan organization, and will hereinafter be referred to as the Association.

### Section 2: Boundaries

The area of the Association is bordered as follows:

1. East boundary is Mopac.
2. North boundary is Parmer.
3. West boundary is generally Amherst, excepting that all non-residential tracts west of, and adjacent to Amherst are also included. This boundary is Amherst from Duval to Mosley, Mosley to Brigadoon, Brigadoon Lane, Cassady from Brigadoon to Coronet, Coronet, and the line from Coronet to Parmer.
4. South boundary is Duval.

### Section 3: Purpose of the Association

The purpose of the association is to seek to improve the quality of life in the neighborhood in such matters as land use, property values, environmental protection, public services, consumer protection, and other matters of neighborhood concern.

1. Inform residents of Walnut Crossing about issues of general concern to the neighborhood through our website, association meetings, and other means.
2. Promote a sense of community through neighborhood activities.
3. Protect and improve Balcones Park by organizing park clean up days, cooperating with city departments, and notifying police of suspicious activities.
4. Encourage the enhancement of property value and aesthetics in the neighborhood.
5. Represent the interests of the neighborhood to relevant governmental and civic agencies and assist in the planning and development of the neighborhood and its environs.
6. Promote community safety through the neighborhood watch program, the dissemination of information, education and other means.

## ARTICLE II: MEMBERSHIP

### Section 1: Membership Qualifications

1. Membership in the Association shall be open to all residents and property owners 18 years of age and older within the boundaries of the Walnut Crossing neighborhood.
2. Honorary membership may be awarded to persons who have other significant interest in our area. The election of honorary membership shall be by majority vote of the Board of Directors. Honorary membership dues shall be set by the board of directors. Honorary members shall have no vote.
3. The Association may establish dues for voting members.
4. Membership shall be relinquished by any member whose residence changes to a location outside of the described boundaries unless they own residential property within these boundaries.

### Section 2: Membership Voting

1. Members of the Association present at any meeting shall be entitled to one vote on each matter submitted to a vote of the membership.
2. Electronic voting shall take place on issues submitted to the membership by the board for a vote.
3. A quorum shall be necessary for the transaction of Association business. A Quorum shall be defined as 10% of the total votes cast in the most recent Association election.
4. An affirmative vote of more than fifty percent (50%) of the members constituting a quorum shall be binding on the Association.
5. A vote on annual dues can occur only at the annual meeting where officers are elected and shall not exceed twenty-five dollars a year without a vote of more than sixty percent (60%) of the members constituting a quorum.

6. If dues are established under Article II, Section 3 then non-due paying members shall have the same right as other members to speak or otherwise contribute to Association business or activities, but only dues paying members will be eligible to vote.
7. Voting by proxy shall not be permitted.
8. The board is authorized to create and utilize online voting options in lieu of calling a general or special meeting and the results of such votes shall be as binding as a vote held in a general or special meeting provided that:
  - a. The voting system is able to verify that only one vote per member in good standing can be cast and only member votes will be tallied.
  - b. The vote is announced to membership through all normal channels used by WXNA before the voting period begins and members are provided an opportunity to voice their opinions pro or con for a minimum of 72 hours.
  - c. The voting period is at least 72 hours or until a quorum is reached, whichever occurs last.
  - d. The results are announced to all members within 24 hours of close of the vote.
  - e. The results, including names, are recorded in such a way that they can be verified by any member that wishes to do so for a period of one year.

#### Section 3: Membership Lists

The membership list and information gathered by the Association is to be used solely for conducting Association business. This information will not be released or sold to individuals or organizations for other uses.

### **ARTICLE III: FINANCES**

#### Section 1: Income

The Association may raise funds by charging dues, soliciting private and corporate donations, and by fundraising events (raffles, etc.)

#### Section 2: Expenditures

1. The fiscal year of the association shall run from January 1st to December 31st.
2. The Board of Directors shall adopt a budget by the end of January describing the planned expenditures and projected income for the fiscal year.
3. The budget shall be published on the website after adoption.
4. The Board of Directors shall accept comments and suggestions from the general membership for alteration of the budget, but the final decision with respect to the budget is the sole province of the Board of Directors.
5. Expenditures not included in the budget may be approved by majority vote of a quorum of board members.
6. Any donation received for which the donor has specified a particular use, shall be used for the specified purpose or returned to the donor. Such donations may be accepted or rejected at the discretion of a majority of the members of the Board of Directors.

### **ARTICLE IV: MEMBERSHIP MEETINGS**

#### Section 1: General Membership Meetings

Meetings of the general membership shall be held a minimum of yearly, and a maximum of once a month, as called by the Board of Directors.

#### Section 2: Board Meetings

Meetings of the Board shall be held at least quarterly.

#### Section 3: Member Privileges

All members shall still be entitled to introduce motions and participate in debate, but if dues are established under Article II, Section 3 then only those members who have paid their dues will be eligible to vote.

### **ARTICLE V: BOARD OF DIRECTORS**

#### Section 1: Number of Directors

The Board of Directors shall consist of no fewer than three officers and shall always consist of an odd number of officers. Initially the board shall consist of the President, the Vice-President and the Treasurer. Committee chairs may be added to the board by a majority vote of the membership.

#### Section 2: Terms of Office

All board members shall serve one year terms, with no limits on re-election.

#### Section 3: Eligibility for Board Service:

Only persons in good standing and eligible to vote in the Association for at least one year shall be qualified to hold an elected or appointed position.

#### Section 4: Duties of the Board

The board shall manage the affairs of the Association in the interim between general meetings. The board shall be accountable to the membership; shall seek the views of those affected by any proposed policies or reactions before adopting any recommendation on behalf of the Association; shall strictly comply with these bylaws.

#### Section 5: Election of Board Members

Board members shall be elected annually by a vote of the membership at its annual spring meeting. The names of all candidates for the board shall be placed in nomination. Election requires a majority vote of the membership present.

#### Section 6: Board Vacancies

The board may fill any vacancy on the board or a committee by majority vote of the board in cases involving absences by a board or committee member from three (3) consecutive meetings. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his/here successor is elected or appointed.

#### Section 7: Duties of the Board Members

##### 1. *President*

The President shall prepare the agendas for all general meetings and for board meetings, preside at general meetings and at board meetings, be an ex-officio member of all committees. The President shall appoint members of committees not elected, subject to approval by a majority of the board.

##### 2. *Vice-President*

The Vice-President shall fulfill the duties of the President in the President's absence, shall serve as parliamentarian of the Association, and shall perform other duties delegated by the President. The Vice-President shall oversee the creation and distribution of newsletters and other Association publications, including the website.

##### 3. *Treasurer*

The Treasurer shall keep minutes and written records of majority and minority opinions expressed at all meetings; shall keep a file copy of all public correspondence of the Association; shall make records of the Association available for inspection for any proper purpose at any reasonable time, shall be responsible for Association monies, including receipts for newsletter advertising, donations, receipts from fund raising activities, and payment of Association expenses. The Treasurer shall maintain a complete and current roster of members in order to ensure that only members in good standing can vote at meetings. The Treasurer shall keep an accurate record of receipts and expenditures, shall maintain accounts of the Association, shall notify the President of all expenditures from Association accounts, and report the status of all accounts at general meetings.

##### 4. *Neighborhood Watch Committee Chair*

The chair of this committee may be added later (as specified in Article IV, Section 1) and shall coordinate all neighborhood watch programs, including regular meetings with block captains and communications with law enforcement agencies. The chair shall report at least once annually to the general membership regarding public safety issues.

##### 5. *Planning Committee Chair*.

The chair of this committee may be added later (as specified in Article IV, Section 1) and shall consult with with all city agencies regarding development and maintenance in and around our neighborhood, including parks, creeks, commercial development, traffic, etc. The chair shall keep the board apprised of all actions initiated by the city or by other interests, and shall undertake to develop such projects as directed by the board.

#### Section 8: Board Meetings

The board shall meet at least seven days prior to any general or special membership meeting to prepare the agenda of the general meeting, and at any other time the President may designate. The President, if indisposed, may assign this duty to the Vice President or Treasurer. These meetings shall be open session; however, only board members shall be entitled to vote. A quorum for board meetings shall be the number of board members in attendance; decisions shall be made by majority vote. Directors shall be notified of board meetings by email or by telephone in advance.

#### Section 9: Emergency Powers of the Board

In such cases where the board is required to provide neighborhood response before the question is presented to the membership, the board must indicate to the questioner that this is the case, and shall present the action taken at a special or general meeting within thirty days, or within a reasonable time for ratification by the membership where circumstances dictate.

#### Section 10: Termination for Nonattendance

Any officer may be removed from office for cause at any meeting by two-thirds of the voting members, providing that notice has been furnished to the officer and all other board members at least two weeks before said meeting.

#### **ARTICLE VI: COMMITTEES**

The board may establish both standing and ad hoc committees as it deems necessary. Committees shall make recommendations to the board for board actions. Committees shall not have the power to act on behalf of the organization without specific authorization from the board. Certain committee chairs can, by a vote of the membership, be elevated to board status or removed from board status as circumstances dictate.

#### **ARTICLE VII: POLICY DETERMINATION**

Policy positions of the Association shall be determined by a majority vote of the members present and voting at a meeting of the membership at which a quorum is present or as specified in Article V, Section 9 of these bylaws. No member of the Association or board member may make a public statement as a representative of the Association without such authorization.

#### **ARTICLE VIII: PROCEDURE FOR CONSIDERATION OF PROPOSALS**

##### Section 1: Submission of Proposals

Any person or group, inside or outside the boundaries of the Association and any city agency may propose in writing items for the consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of either the Board, special committee, general meeting, or special meeting.

##### Section 2: Notification

The proponent and members directly affected by such proposals shall be notified in writing, at least seven days in advance, of the place, day, and hour that the proposal will be reviewed.

##### Section 3: Attendance

The proponent may attend this meeting to make a presentation and answer questions concerning the proposal.

##### Section 4: Dissemination

The Association shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

#### **ARTICLE IX: POLITICAL ACTIVITIES**

Neither the Association nor any member purporting to speak for it shall endorse any candidate for public office or any political party. Nonpartisan candidate forums sponsored by the Association are permitted.

#### **ARTICLE X: PUBLIC MEETINGS AND PUBLIC RECORDS**

The Association shall abide by all Texas Statutes relative to public meetings and public records. Official action taken by the Association must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote taken. A summary of dissenting views should be transmitted along with any recommendations made by the Association to the city where applicable. All books and records of the Association shall be made available to any voting member at any reasonable time.

#### **ARTICLE XI: ADOPTION AND AMENDMENT OF BYLAWS**

These bylaws will take effect at the closing of the general meeting in which they are adopted. All amendments to these bylaws must be proposed in writing and submitted to members at least seven days before voting on their adoption may proceed. Notice of proposal to amend the bylaws, specifying the date, time, and place for consideration of the proposal, must be provided to all members at least seven days before voting. Adoption of and amendments to these bylaws shall require a two-thirds vote by the members present at the general meeting.

#### **ARTICLE XII: DISSOLUTION**

Upon the dissolution of the Association, no class of member shall have any right nor shall receive any assets of the Association. The assets of the Association are permanently dedicated to a tax-exempt purpose. In the event of dissolution, the assets of the Association will be delivered to a succeeding tax-exempt neighborhood organization recognized by the City of Austin, Texas. Otherwise, the assets will be distributed to an organization that is tax-exempt under the provisions of Section 501(c)(3) or (501(c)(4)) of the Internal Revenue Code of the United States.