

*Unanimously Approved  
13 September 2005*

## **BOULDIN CREEK NEIGHBORHOOD ASSOCIATION BYLAWS**

### **SECTION ONE**

#### **Article I - Name**

The name of this organization shall be the Bouldin Creek Neighborhood Association, herein after referred to as BCNA, established in 1971.

#### **Article II - Purpose**

The purpose of BCNA is to seek to preserve and improve the quality of life in the neighborhood and to provide support in all matters of neighborhood concern.

#### **Article III - Boundaries**

Town Lake on the north; Union Pacific Railroad Tracks on the west; Oltorf Street on the south; and South Congress Avenue on the east comprise the boundaries of the Bouldin Creek neighborhood and of the BCNA.

#### **Article IV - Membership**

All residents living within the area described in Section 1, Article III are members of the BCNA. Residents who wish to be voting members of the Association will need to register annually with a membership form by mail; in person with the treasurer; at a General Association Meeting with an elected official or via the BCNA Internet website. Membership will become active on the 1st day of the month following the registration. Non-resident property and business owners shall be invited to participate on a non-voting basis.

Members shall be asked, but not required to contribute a minimum of twenty-five dollars (\$25.00) at the beginning of each fiscal year for the support of authorized activities. (See Sec. II, Article 1 for definition of Fiscal Year)

**Article V - Objectives**

The objectives of BCNA are to:

Represent and advance the interests of residents of the neighborhood through the election of BCNA officers and sector representatives to a Steering Committee to develop and implement policy, as approved by the general membership.

Work in the development of area parks, and natural green spaces, and in the implementation of land use policies.

Provide oversight of the City’s implementation of the Bouldin Creek Neighborhood Plan.

Preserve the historic character and unique culture and amenities of the neighborhood.

Promote public services, consumer protection, and public safety.

Publish on a regular basis a BCNA newsletter to keep all residents informed on issues vital to the neighborhood.

**Article VI - Organizational Structure**

Steering Committee:

A Steering Committee will implement General Membership decisions and respond to all issues and questions that may arise. The voting members of the committee will be comprised of the elected officers and sector representatives. The standing committee chairpersons will serve in an advisory capacity.

Sector Representatives

BCNA voting members will annually elect representatives from each of seven (7) sectors within the boundaries established in Section 1, Article III. Each sector representative candidate must reside within the sector they wish to represent. Each shall be elected by obtaining a simple majority vote of registered voting residents within their neighborhood sector who are present at the election meeting, in accordance with guidelines set out in Section 2, Article III. All Sector Reps shall serve a one-year term concurrent with the term of the officers.

Officers:

BCNA voting members will annually elect officers who will represent BCNA for a one (1) year term. Officers will include the President, two (2) Vice Presidents and a Secretary, Treasurer, and Communications Director. Officer candidates shall be elected by obtaining a simple majority vote of registered BCNA members present at the election meeting, in accordance with guidelines set out in Sec 2, Article III.

**Article VI.1 - Duties of Officers**

The President shall:

Preside at all meetings of BCNA General Membership and the Steering Committee;

Be a non-voting advisory member of all committees;

Nominate chairpersons to all committees. These nominations shall be ratified and approved by a simple majority vote at the next meeting of the Steering Committee;

Cosign all checks drawn on the account of BCNA; and

Be the primary spokesperson of BCNA, have the right to approve all statements made on behalf of BCNA, and be required to report these endorsements at the next meeting of the BCNA Steering Committee and General Membership meeting

The Vice President - Neighborhood Issues shall:

Assist and support committees related to zoning, development, parks and traffic, the neighborhood planning team (BCNPT), when in session, and assist in neighborhood wide events; and

Will preside at BCNA meetings when necessary, due to the absence of the President.

The Vice President - External Affairs shall:

Assist and support activities related to community ambassadors, neighborhood outreach, and resource persons; and

Be the Austin Neighborhood Council Representative

The Communications Director shall:

Assist and support activities related to information dissemination through newsletter publication, telephone lines, web site and other mass media; and

Manage public relations.

The Treasurer shall:

Assist and support activities related to finance, including but not limited to, account record keeping, fund deposit and withdrawals, and other related business management with respect to fund raising and membership record management;

Cosign all checks drawn on the account of BCNA;

Give a full report and status of all accounts on a monthly basis to the Steering Committee;

Keep the General Membership apprised of all transactions to the BCNA accounts.

The Secretary shall:

Record minutes of the General Membership and Steering Committee meetings;

Assist and support activities related to correspondence.

## **Article VI.II Committees**

Standing Committees are:

Zoning

Parks and Green Spaces

Community Policing

Traffic and Nuisance Abatement

Neighborhood Outreach

Other committees can be formed by the Steering Committee on an ad hoc basis as needed.

Committees shall consist of a minimum of three registered member volunteers approved by the Steering Committee. The president shall nominate one of the approved committee members as chairperson. This nomination must be approved by the Steering Committee. No member of a committee shall have a voting role until approved by the Steering Committee. A committee can also invite at-large members outside of the BCNA who may provide instructional or informational support to the committee. These outside advisers will not have a voting role in the committee.

The Chairperson of a standing committee shall be considered a non-voting, advisory member of the BCNA Steering Committee.

Public presentations to any committee shall be open to the public. These presentations may include applications for changes in zoning or any other business that may come to a committee. Presentations may include, but are not limited to, input from affected neighbors or other interested parties. After these presentations to the committee, the committee will convene in Executive Session. In addition to committee members, the Executive Session may also include invited outside advisers. All discussions made in Executive Session will remain confidential until a formal decision has been reached by the General Membership or the Steering Committee, as applicable.

A quorum of a committee will consist of a simple majority of the sitting members.

Committees will serve in an advisory capacity to the Steering Committee. Recommendations to the Steering Committee will only be binding upon the BCNA once they have been confirmed by a majority vote of a quorum of the General Membership. If time constraints require a binding decision before a meeting of the General Membership, the decision may be made by a quorum of the Steering Committee. Such votes will be represented to the General Membership at the next General Membership meeting. See Section 2 Article V, Paragraph 3.

Because the Zoning Committee is the initial representative of the BCNA to requests for modification and variances to zoning and how it relates to the BCNPT, it requires a more formal structure. The Zoning Committee shall consist of 7 standing members approved by the Steering Committee; no more than three of the Zoning Committee members may also be Steering Committee members.

The Election Committee is the only ad-hoc committee that may not contain any elected officers or sector representatives

All committee terms shall run concurrently with the terms of elected officials.

**End of Section One**

## SECTION 2

### **Article I - Meetings and Organization**

General meetings of the BCNA shall be held bi-monthly. A minimum of 4 meetings shall be held each year.

Special meetings of the BCNA may be called by the Steering Committee with a minimum of one-week notice by public notification, which may include any of the following: e-mail notification, handbills, and signage.

The Steering Committee meetings shall be held on a monthly basis scheduled by the President. A minimum of 10 meetings shall be held each year. Special Steering Committee meetings may be called by the President or the Vice President of Neighborhood Issues.

The fiscal year of the BCNA shall run from January 01 to December 31.

### **Article II - Voting**

Each registered BCNA member present at any BCNA General Membership meeting shall be entitled to one vote. Registered BCNA members must be 18 years of age or older in order to vote.

#### Quorum:

In all cases where official positions and policies are being established, a quorum shall be necessary for the transaction of BCNA business.

For BCNA General Membership meetings, a quorum of BCNA registered members shall be necessary for the transaction of BCNA business. In no case shall a quorum be constituted with less than twenty (20) registered members present.

A majority vote of more than fifty (50) percent of the registered voting members constituting a quorum shall be able to create a binding BCNA policy, except in situations as described Section in 2 Article IV of these by-laws.

For BCNA Steering Committee meetings, a quorum shall be constituted when 60 percent of all active, elected officials are present. A simple majority vote of a quorum of the Steering Committee is required for any decision. Officers or Sector Representatives, who have been nominated to fill a vacancy, but have not yet been confirmed by the voting members of the General Membership, may not vote.

## **Article II.2a - Motions from the General Association Meeting Floor:**

The President or when not available, the Vice President of Neighborhood Issues, shall entertain motions or petitions during a General Membership meeting from the floor at his or her discretion, but will not accept for vote of approval such motion(s) until the Steering Committee has convened, voted, and added the motion to the next agenda of the General Membership meeting. If such motion is declined by the Steering Committee, it may be presented to the General Membership again but shall require a majority vote of approval of the quorum present to be heard. The President or Vice President shall not deny the presentation of such motion, but will have the discretionary power to postpone voting on the motion to the next General Membership meeting at which such time the motion must be heard and voted upon.

## **Article III - The Election Process**

### Election Date:

The process for holding regular and special elections for Officers and Sector Representatives, including publicity, polling place, date and time of the election, shall be determined by an ad hoc Election Committee. Elections shall be held at a location in the neighborhood, accessible to all neighborhood residents.

In order to vote, proof of membership will be required. Staffing of the election process shall be the responsibility of the Election Committee. The Election Committee shall maintain confidential election results and report to the General Membership.

### Appeals:

Any appeals, questions or issues related to the election process shall be in writing and submitted to the chair of the Election Committee within forty eight (48) hours of the close of the election process. The Election Committee will include these appeals, questions, or issues in their report to the outgoing Steering Committee for resolution. The Steering Committee decisions are final.

### Certification of Results:

The Steering Committee will certify election results and make any decisions to resolve election appeals, issues or questions and then make the election results public.

In those cases where no member files for election of a given office, nominations for these positions shall be the responsibility of the Election Committee.

**Article IV - Officer / Sector Representative Candidate Eligibility**

Candidates must be registered members of the association.

Age:

Each candidate must be 18 years of age or older.

Residency:

Each candidate must reside within the boundaries established in Section 1, Article III.

Sector representative Candidates must reside within the boundaries of their sector.

Term Limits:

There shall be a Three-term limit for the same position for officers and sector representatives with eligibility re-established after one year.

Filing:

Each candidate must file for election according to the guidelines developed by the Election Committee.

**Article V - Steering Committee**

In all instances, the President and the Steering Committee shall implement General Membership meeting decisions, where such have been developed and approved according to Section 2 Article II.2a. The President and/or Steering Committee may present policy recommendations to the General Membership for consideration and approval.

Discretionary Powers:

The Steering Committee shall be granted certain discretionary powers, which it may invoke with a **two-thirds majority vote of a quorum**, when approval of the General Membership is not possible or timely. In all cases, the President shall inform the General Membership at the next available regular meeting of all official actions taken under discretionary powers. Such discretionary powers shall consist of, but are not limited to:

1. Allocations of BCNA general funds for recurring expenses or special events, which are supported by the mission of the BCNA. The Steering Committee shall not exceed the sum of \$500.00 in any non-recurring expense or allocation per fiscal quarter without prior General Membership approval. A recurring expense is one that has been approved by the General

Membership for ongoing projects and actions such as newsletter printing, organizational membership dues and maintenance expenses.

2. The Steering Committee may make binding official policies and take action on such policies, which are considered urgent and necessary to the fulfillment of the BCNA mission. Such actions may be, but are not limited to, responding to local government agencies or hearings which require a response before the next regular scheduled General Membership meeting, emergency response to calamities or hardships that beset the neighborhood, the dissemination of news or information vital to the well being of the neighborhood and responding to beneficial opportunities which require swift and rapid action.

3. The Steering Committee may delegate officers, committee chairs, or other agents to negotiate with outside parties on the BCNA's behalf. Such negotiations shall be conducted by a minimum of two Steering Committee members or one Steering Committee member and one Committee Chair at all times. Such negotiations are not legally binding until the Steering Committee has reviewed the agreement and voted on it. If a binding legal agreement needs to be reached before a General Membership meeting is scheduled, said agreement needs to be approved by a two-third majority of a quorum of the Steering Committee.

#### 4. Proxy

No proxy votes will be allowed for Steering Committee members, unless a member has been assigned to other neighborhood business scheduled at the same time. In this case, the absent member may assign a proxy to attend the Steering Committee meeting and vote in his or her stead.

## **Article VI - Conflict of Interest, Resignation, Replacement, Removal from Office**

### Conflict of Interest

A conflict of interest exists when a BCNA officeholder, Sector Representative or Committee member may realize any direct financial or material benefits from business before the BCNA.

In such cases, the individual must recuse him- or herself as a voting member from any such business before the BCNA. This conflict of interest may be disclosed by the individual or any other individual aware of the situation.

### Resignations:

Any BCNA officeholder or committee member must give written notice before the resignation becomes effective. The resignation notice will be addressed to the Steering Committee, the appropriate Committee Chair and a copy to the BCNA President and the Secretary.

Removal from Office:

Any BCNA officeholder, Sector Representative or Committee member may be removed from a position for cause at any meeting of the BCNA Steering Committee by two-thirds of the committee members present, providing that notice has been furnished to the committee members at least two weeks prior to said committee meeting.

Any Officer, Sector Representative or Committee Member who has missed three consecutive months of regularly scheduled committee meetings, shall be considered delinquent of duties and said position shall be considered vacant and up for re-election. The Steering Committee may make exception to this rule in cases of hardship, or other dilemmas and allow the position to go unfilled until the return of the Officer or Committee member to duty. While the position is vacant, it shall not be counted towards quorum.

An Officer, Sector Representative or Committee member may recuse himself or herself in case of a conflict of interest, without affecting his or her position as a member, representative, or officer.

Replacement of Officers and/or Sector Representatives:

When necessary, vacant positions shall be filled at any meeting by a quorum of the Steering Committee for the unexpired portion of the term. This appointment must be confirmed by a majority of the quorum present at the next General Membership meeting, at which point the appointee becomes a voting member of the Steering Committee.

**Article IX - Parliamentary Authority**

When not inconsistent with these by-laws, Robert's Rule of Order Newly Revised shall be the parliamentary authority for all matters of procedure. These rules may be suspended at any meeting by a majority vote.

**Article X - Prohibitions**

The BCNA shall not endorse any candidates for political office.

The identity of individual registered BCNA members shall be confidential and may not be released without their permission. Elected office holders and Committee Chairs as outlined in Section 1 Article VI-1, Section 1 Article VI-2, and Section 2 Article VII shall be excluded from the provisions of this Article X-2.

## **Article XI - Adoption/ Amendment of Bylaws**

These bylaws may be amended at any BCNA General Membership meeting by a two-thirds majority vote of a quorum present, provided that the amendment(s) has/have been submitted in writing to the membership at the previous meeting.

These bylaws shall become effective upon approval of two-thirds of the Bouldin Creek BCNA Members present at the BCNA general meeting.

Other provisions of these bylaws notwithstanding: If the By-laws are amended to add elected positions to the BCNA, those positions may be elected immediately, following approval of the bylaws and shall serve until new officials are elected and installed in accordance with the provisions of Section 2, Article III. If the By-laws are amended to delete an elected position, and that position is at that time filled, the individual holding that position will lose voting status as soon as the Bylaws are adopted.

## **Article XII - Dissolution**

In the event of dissolution, BCNA's assets, after payment of debts, will be distributed to an organization that is tax exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code.

**End of Section Two**