

## Proposed Revisions of BCNA Bylaws August 2016

The BCNA Bylaws were last revised and approved in September of 2005. After more than 10 years, the Executive Committee noted that, while they have served well, they merited review based on experience, and created an Ad Hoc Committee for the task. The Committee consisted of Gary Hyatt, previous BCNA President and current Communications Director; Kevin Lewis, immediate past BCNA President; Cate Mohin, previous Communications Director and current Chair of the Traffic and Parking Committee; Jesse Moore, BCNA Secretary and attorney with experience in bylaw matters; Melynda Nuss, BCNA resident and attorney with experience in bylaw matters; Ingrid Weigand, Parks Committee Chair and member of the 2005 Revisions Committee. Cory Walton, current BCNA President, attended most of the meetings as well.

The proposed bylaws will be introduced and discussed at the August General Association Meeting; should any changes or additions be necessary as a result of the discussion, the Bylaws Committee will reconvene. A second reading will be held at the October General Association meetings, at which time the Bylaws could be adopted if a majority of attending members agrees with the revisions.

Below is an overview of the major proposed changes.

### Structural

The BCNA Bylaws have been reorganized to better align with standard bylaws. Some definitions have been added to follow best practices.

### Content

#### **Article II Membership**

##### **Section 2. Registration**

In order to encourage more residents to become and remain members, the committee proposed three changes:

- 1) Memberships will last up to two years, instead of the current single year.
- 2) Memberships will terminate at the end of the calendar year, independent of when a neighbor joins the association.
- 3) New memberships will still become effective on the first day of the month following registration. However, neighbors who were members of the association during the previous calendar year can now renew instantly at a meeting, or by contacting the Treasurer via mail or e-mail. Neighbors whose membership has lapsed by two years or more will be treated like new members.

*How this affects you:* If a neighbor signs up in August 2016, the membership becomes active on September 1 for new members (immediately for instantly renewing members) and lasts until December 2017.

## **Article III: Organizational Structure**

### **Section 2. Sector Representatives**

Proposed Change: A Sector Representative may designate another member residing in that Sector to be a co-Sector Representative for that term by providing written notice to the Steering Committee. This may happen any time during the term or at election time.

Only one representative of a team may vote at any one time, with preference given to the primary representative. This would be the only elected position to permit alternates.

*How this affects you:* During the last few election cycles we had several candidates who wanted to share the responsibility of being a Sector Representative with a spouse or friend. For many neighbors this is the first step of becoming involved in the Steering Committee. Often people are not certain that they can devote the time necessary for this role. Having the option to elect an alternate might help overcome that concern and increase participation by new members.

## **Article IV, Officer Duties**

### **Section 3. Vice President - External Affairs**

The VP External is no longer tasked with maintaining BCNA's registration with the City of Austin

If the VP External cannot serve as BCNA's ANC representative, an alternate may be designated

*How this affects you:* Maintaining BCNA's registration with the City has moved to the Treasurer's responsibility. If the VP External also serves as an officer of the ANC, s/he is ineligible to vote on behalf of BCNA. In that case, or if another conflict exists, an alternate is needed.

### **Section 6. Secretary**

The Treasurer will now assist with maintaining and preserving meeting minutes and other records of the BCNA and will maintain BCNA's registration with the City of Austin

*How this affects you:* Up to now, the Secretary was the only one to maintain records and minutes; the VP External Affairs maintained the registration with the City.

## **Article V: Committees**

### **Section 5. Steering Committee**

Email voting procedures for the Steering Committee have been streamlined; binding votes can now be taken electronically when time does not allow for a vote at the General Association meeting; the President can limit the time Executive Committee members have to respond to a motion or withdraw a motion altogether if circumstances demand.

*How this affects you:* From time to time it becomes necessary to vote on issues between regularly scheduled meetings. This happens most often with zoning cases that are scheduled for a hearing in front of a City commission or board, where it is in the interest of the neighborhood to have our position represented. E-mail voting has been in use for a while; it is now more formalized. Steering Committee voting is expressly limited to reflect BCNA's preference for providing all members with the opportunity to deliberate and vote whenever possible.

## **Article VI: General Membership Meetings**

### **Section 1. General Membership Meetings**

Proposed Addition: General Association Meetings may be broadcast, live streamed or recorded.

*How this affects you:* This will help neighbors who cannot attend meetings in person but want to stay informed. Whenever the recording a meeting will be possible, links to the live stream will be publicized ahead of time.

### **Section 3. Voting**

Proposed Addition: Vote counts can be done by show of hand, unless a count is requested.

*How this affects you:* This is just documenting procedures that were in place already

## **Article VII, Elections**

### **Section 1. Election Date**

Proposed change: Elections will be held on the last bi-monthly meeting of the General Association and become effective on January 1 of the next calendar year.

*How this affects you:* Up to now, elections have been held at the last meeting of the year, with new officers assuming their responsibilities immediately. Letting the previous officers finish the meeting and not handing over responsibilities until the next one gives new officers more time to prepare for their roles and ensures a smoother transition.

### **Section 3. Election Procedure**

Proposed change: The Steering Committee shall appoint an Elections Committee to administer the election. The Election Committee must consist of at least three Members, preferably registered residents who are not running for office in that election.

*How this affects you:* This defines the membership, eligibility and responsibilities of the Election Committee, which in the past often has consisted of only one member.

## **Article VIII: Conflict of Interest, Resignations, etc.**

### **Section 1. Conflict of Interest**

Proposed change: In cases where a conflict of interest exists for a Committee Member, the individual must also recuse himself or herself from participating in any discussion in the Committee of such business or decision, including e-mail discussions. A Committee Member with a conflict of interest may still present his or her case to the Committee. Recusal from any particular matter or decision does not affect such person's position as a BCNA Officer, Sector Representative, Committee Chair, Committee Member, or Member.

*How this affects you:* Many of our members now have business interests that might put them in conflict with BCNA interests or might give them an unfair advantage over non-officers. The language intends to clarify an officer's responsibility in disclosing any potential conflict of interest and recusing him/herself from participation as necessary.

## **Article IX: Miscellaneous**

### **Section 4. Exculpation**

Some lawyerly language has been added to prevent officers from being held liable for actions taken in association with official neighborhood business.

### **Section 5. Prohibitions**

Proposed addition: The BCNA shall not sell information relating to the identities, addresses, or contact information of Members or other persons.

*How this affects you:* BCNA has never sold information in the past; now that prohibition is documented.