

BYLAWS of the BOULDIN CREEK NEIGHBORHOOD ASSOCIATION

As approved on second reading by a General Association Membership Assembly vote on October 11, 2016

and

(1) Once Amended on 2nd reading by a General Association Membership vote on October 13, 2020 and

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As recorded and entered by [] Secretary of the BCNA [Date]

BOULDIN CREEK NEIGHBORHOOD ASSOCIATION BYLAWS LAST AMENDED [Date]

ARTICLE I: General Provisions

Section 1. Association Name & Form

The name of this association shall be the Bouldin Creek Neighborhood Association (the "BCNA"), established in 1971. BCNA is a Texas Uniform Unincorporated Non-Profit Association under chapter 252 of the Texas Business Organizations Code.

Section 2. Purpose

The purpose of BCNA is to seek to preserve and improve the quality of life in the Bouldin Creek Neighborhood ("*neighborhood*") and to provide support in matters of neighborhood concern. The BCNA supports diversity and shall neither pursue nor support racist or discriminatory policies or actions against any resident member or any person or group at large.

Section 3. BCNA Boundaries

Lady Bird 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 ("*boundaries*") of the neighborhood and of the BCNA.

Section 4. Sector Boundaries

BCNA is subdivided into various sectors ("*sectors*") within its *boundaries*.

Section 5. Objectives

The objectives of BCNA are to:

- (a) 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 Association Membership*;

- (b) work in the development and maintenance of area parks, and natural green spaces, and in the implementation of land use policies;
- (c) where feasible, preserve the historic character and unique culture and amenities of the *neighborhood*;
- (d) be supportive of needed changes required to end racism and/or discrimination within the community;
- (e) promote public services and public safety; and
- (f) publish on a regular basis a BCNA newsletter in printed and digital format and use other means available to keep all residents informed on issues vital to the *neighborhood*.

ARTICLE II: Membership

Section 1. Eligibility

All persons over the age of 18 with a primary residence within the *boundaries* are considered **de facto** non-Voting Members (“*Members*”) of the BCNA. Such *Members* must register with the BCNA in order to have rights as Voting Members (“*Voting Members*”) under these Bylaws in accordance with Article II, Section 2 and other applicable laws. All other persons, such as non-resident property and business owners and resident minors are welcome to participate in and volunteer for the BCNA on a non-voting, informal basis, as are legal entities such as companies and corporations that have ties to the *neighborhood*.

Section 2. Registration

- (a) Residents who wish to become *Voting Members* will need to register with BCNA in accordance with these Bylaws.
- (b) Residents who were not *Voting Members* during the prior calendar year will become *Voting Members* effective as of the 1st day of the month following the receipt of their *Voting Membership* application ~~form~~ by the BCNA. The *Voting Membership* application must be completed and submitted to the BCNA by mail or e-mail, in person with the *Treasurer*, at a General Association Membership (GA) Meeting with the *Treasurer* or the nominee of the *Treasurer*, or via the BCNA Internet website. The *Voting Membership* application shall ask would-be *Voting Members* to verify their primary residence, list an optional e-mail address for BCNA communications, and agree to follow these Bylaws.
- (c) Residents who were registered *Voting Members* during the prior calendar year may re-register at any time and become *Voting Members* effective immediately by sending a written re-registration notice to the BCNA by mail or e-mail or by re-registering in writing **or** in person with the *Treasurer*, at a General Association Membership (GA) Meeting with the *Treasurer* or the nominee of the *Treasurer*, or via the BCNA Internet website.
- (d) *Voting Members* shall be deemed to agree to these Bylaws. Voting rights last until the end of the calendar year following the year in which the *Voting Member* registers or re-registers.
- (e) The *Treasurer*, in their reasonable discretion, or the *Steering Committee*, by majority vote, may require any *Voting Member* or would-be *Voting Member* to verify residency in

the *neighborhood* and eligibility to be a *Voting Member* by producing a valid Texas driver's license, Texas identification card, US military ID card, Texas voter registration card, current utility bill, government check, paystub or bank statement name and address, or any other document demonstrating such residency that is sufficient to vote under applicable Texas voter identification law. *Members* will not be eligible to vote until they have complied with such requests.

Section 3. Dues

Voting Members ("General Association Membership") shall be asked, but not required, to contribute an annual amount to be established by the *Steering Committee* at the beginning of each calendar year for the support of authorized activities of the BCNA.

ARTICLE III: Organizational Structure

Section 1. Steering Committee

A steering committee ("*Steering Committee*") will recommend actions to the *General Association Membership*, implement *Voting Members* decisions of the *General Association Membership*, and when necessary and appropriate, respond to and take action on urgent issues and questions that may arise. The *Steering Committee* will be comprised of the elected *Officers* and *Sector Representatives*. The Chairs of the various Standing Committees will serve in a non-voting, advisory capacity to the *Steering Committee*.

Section 2. Sector Representatives

(a) The *Voting Members* of the *General Association Membership* will annually elect representatives ("*sector representatives*") from each Sector. Each *sector representative* candidate must be a *Voting Member*, reside within the Sector they wish to represent, and agree to follow these Bylaws. Each *sector representative* shall be elected by obtaining a simple majority vote of registered voting residents within their neighborhood sector, or otherwise appointed, in accordance with the procedures set out in Article VII. All *sector representatives* shall serve a one- year term concurrent with the term of the *Officers*. If a vacancy occurs, the *Steering Committee* may appoint an Acting *sector representative* until the full General Association Membership has voted.

(b) Any elected *sector representative* may designate one other *Voting Member* residing in that Sector to be a co-*sector representative* for the duration of the term of the *sector representative* by providing written notice of such designation to the *Steering Committee* at any time during the *sector representative's* term. If the elected *sector representative* either

- (i) does not attend a *Steering Committee* meeting, or
- (ii) announces that the co-*sector representative* will be voting at a particular *Steering Committee* meeting, then the co-*sector representative* may make motions and vote for the remainder of that particular meeting instead of the elected *sector representative*.

Section 3. Officers

The *Voting Members* of the *General Association* will annually elect officers ("*Officers*") who will represent BCNA for a one (1) year term. *Officers* will be a president ("*President*"), vice president for Neighborhood issues ("*Vice President - Neighborhood Issues*"), a vice

president for external affairs (“*Vice President – External Affairs*”), a secretary (“*Secretary*”), a treasurer (“*Treasurer*”), and a communications director (“*Communications Director*”). Each *Officer* candidate must be a *Voting Member* and agree to follow these Bylaws. *Officers* must agree abide by these Bylaws. *Officers* shall be elected or appointed in accordance with the procedures set out in Article VII. An elected *Officer*, with the exception of the President and the Vice Presidents, may choose to co-position with one other Voting Member for the duration of the term. This co-position options must be ratified by the General Association Membership and can occur at any time during the calendar year. One person will be designated as the Primary *Officer*. If the Primary *Officer* either

(i) does not attend a Steering Committee or General Association meeting, or

(ii) announces that the Co-Officer will be voting at a particular Steering Committee or General Association meeting, then the Co-Officer may make motions and vote for the remainder of that particular meeting instead of the Primary *Officer*.

ARTICLE IV: Duties of Officers

Section 1. President

The *President* shall:

- (a) Preside when available at all meetings of BCNA *General Association* and the *Steering Committee* and assist and support with public relations;
- (b) Nominate Chairs to all Committees, which nominations shall be considered for approval by a simple majority vote of the *Steering Committee* at its next meeting;
- (c) Be registered with the Texas Secretary of State as the agent of BCNA for service of process pursuant to § 252.011 of the Texas Business Organizations Code, or designate another officer for such registration;
- (d) Be the primary spokesperson of BCNA, consistent with the decisions of the BCNA, with the obligation to report such statements made on behalf of BCNA to the *Steering Committee* and *General Association Membership*; and
- (e) Exercise any duties of vacant *Officer* positions, or delegate such duties to other *Officers*.
- (f) If necessary, serve as chair of an ad-hoc committee.

Section 2. Vice President – Neighborhood Issues

The *Vice President – Neighborhood Issues* shall assist and support committees related to zoning, development, parks and traffic and assist in *neighborhood*-wide events.

Section 3. Vice President – External Affairs

The *Vice President – External Affairs* shall:

- (a) Assist and support activities related to *neighborhood* outreach and resource persons; and
- (b) Serve, if eligible, as the Austin Neighborhood Council Representative (“ANC Representative”) for the BCNA, or, in the alternative, designate another BCNA Officer as representative for the BCNA to the Austin Neighborhood Council (“ANC”), provided that such representative must be approved by the *Steering Committee* or the *General Association Membership* and identified to the *General Association*.

Section 4. Communications Director

The *Communications Director* shall:

- (a) Assist and support activities related to information dissemination through newsletter publication, e-mail, web site, and other mass media; and
- (b) Manage public relations
- (c) Recruit a Community Engagement volunteer to facilitate Community Engagement efforts for the *neighborhood* association.

Section 5. Treasurer

The *Treasurer* shall:

- (a) 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;
- (b) Maintain a membership roll and manage membership records
- (c) Facilitate BCNA annual membership drive and renewal
- (d) Sign all checks drawn on the account of BCNA;
- (e) Give a full report and status of all accounts on a monthly basis to the *Steering Committee*;
- (f) Keep the *General Association Membership* apprised of all transactions to the BCNA accounts.

Section 6. Secretary

The *Secretary* shall:

(a) Record minutes of the *General Association Membership* and *Steering Committee* meetings;

(b) Maintain electronic records of said Minutes, as well as any other BCNA legal and other documentation, including databases, on a Shared Drive;

(c) Maintain BCNA's Community Registry entry with the City of Austin; and

(d) Assist and support activities related to BCNA correspondence.

ARTICLE V: Committees

Section 1. Scope of Article

Except where specifically provided otherwise, the provisions in this Article V shall apply to all committees ("*Committees*"), including the *Steering Committee* and the Standing Committees, and the members of such Committees (the "*Committee Members*").

Section 2. Standing Committees

Standing Committees provide volunteer coordination and serve in an advisory capacity to the *Steering Committee*. Decisions and votes of these Standing Committee do not bind the BCNA. The Standing Committees include but are not limited to

(a) Zoning and land use issues ("*Zoning Committee*");

(b) Parks and green space issues ("*Parks and Green Spaces Committee*"); and

(c) Traffic, safety, and parking issues ("*Traffic, Safety, and Parking Committee*"), including representation on the South Congress PTMD Oversight Committee

Ad hoc Committees can be formed by the *Steering Committee* in response to important issues on an as-needed basis.

Section 3. Standing Committee Membership

All Standing Committees shall have at least three Committee Members. Any *Voting Members* of the BCNA may nominate themselves or any other BCNA *Voting Member* to be a Standing *Committee Member*, and willing nominees must be approved by vote of the *Steering Committee*. *Committee Members* must agree to follow these Bylaws. The Chair of each Standing Committee shall be selected from the approved *Committee Members* by the President and approved by vote of the *Steering Committee*. Committee Chairs shall be presiding officers for Committee meetings. No *Committee Members* shall have a voting role in their Standing Committee until approved by vote of the *Steering Committee*. All *Committee Members* and Chairs of Standing Committees shall serve until they resign or are replaced by the *Steering Committee*. All Standing *Committee Members* and Chairs will be affirmed or replaced annually in January by the *Steering Committee*.

Section 4. Committee Meetings

(a) Committee meetings shall be held as scheduled by the Chair. Chairs of Committees shall make best efforts to publish an agenda for any Committee meeting in advance of

such meeting. Items may be added to an agenda upon motion by a *Committee Member* and vote of the Committee.

- (b) All Committee meetings shall be conducted in person or by digital means, provided committee members have been notified of meeting times and date 48 hours in advance. Except for executive sessions, all Committee meetings shall be open to the *General Association Membership* and to the public at large. Presentations to Committees may include, but are not limited to, input from affected neighbors, other interested parties, and from persons who may provide instructional or informational support to the Committee. Outside presenters and other persons who are not *Committee Members* of that Committee will have no voting role in such Committee.
- (c) Committees may convene in executive session. All discussions and debate made in, and all advice provided in, executive session should remain confidential. A Committee should exclude all persons who are not *Committee Members* or *BCNA Officers* from executive session, except that a committee may include advisors to the Committee or to the BCNA who agree to keep such discussions, debate, and advice confidential. No votes that bind the BCNA may be conducted in executive session; provided, however, that a committee may vote to keep non-binding recommendation made in executive session confidential or to disclose that recommendation. Any non-binding confidential recommendation made by a committee must be disclosed to *BCNA Officers*.
- (d) A quorum of a Standing Committee will consist of a simple majority of the Standing Committee Members.
- (e) Committee decisions shall be made by a majority vote of the *Committee Members* present at the Committee meeting in which that vote occurs as long as there is a quorum, except that where these Bylaws require a two-thirds (2/3) vote, then at least two-thirds of the present *Committee Members* must vote in favor of a motion for that motion to be adopted by the Committee.
- (f) No proxy votes will be allowed for absent *Committee Members*, unless that *Committee Member* has been assigned to other BCNA business scheduled at the same time. In such instances, the absent *Committee Member* may assign another BCNA Member as proxy to attend the Committee meeting and vote in their stead. This proxy assignment must be communicated by e-mail to the other *Committee Members* in advance of the meeting, and this e-mail must identify the proxy and their conflicting BCNA business.
- (g) Standing Committees are encouraged to adopt and publicize reasonable and clear policies that are consistent with these Bylaws for bringing matters to the attention of the Standing Committees and for the consideration of such matters by the Standing Committees.
- (h) All applicants seeking BCNA input on or support for proposed changes or variances to or exception from applicable law, ordinance, official policy, or regulation should present their proposals to the BCNA in time for consideration, review, and potential approval by the applicable Standing Committee, and then the *General Association Membership* in accordance with these Bylaws and any policies of the applicable Standing Committee. In addition to complying with any written policies adopted and published by any Standing Committees, Applicants are encouraged to provide their requests in writing and with reasonable specificity to the applicable Standing Committee Chair at least forty-eight (48)

hours before the meeting of the Standing Committee to permit the Chair of the Committee to determine whether to include that item on the agenda for that meeting and publish that agenda in accordance with these Bylaws. If no such information is available in a timely manner, the BCNA will support existing applicable laws, ordinances, official policies or regulations without exception.

Section 5. Steering Committee

(a) The provisions in this section apply only to the *Steering Committee*. These provisions apply notwithstanding anything to the contrary in these Bylaws.

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

(c) Quorum for the *Steering Committee* is seven (7) *Steering Committee* Members. The positions of any *Steering Committee* Members who have missed three (3) consecutive, regularly scheduled *Steering Committee* meetings shall be deemed vacant for quorum purposes and the quorum requirement for the *Steering Committee* will be reduced to one-half of the remaining *Steering Committee*.

(d) The *Steering Committee* shall vote upon the agenda for any upcoming *General Association Membership Meeting*. The *President* shall make the initial proposal for a *General Association Membership Agenda*. Any *Steering Committee* member may make a motion to add or remove items from that agenda or change the order of the agenda.

(e) Recommendations from the *Steering Committee* will only be binding upon the BCNA once they have been confirmed by the *Voting Members* of the *General Association Membership*, except as follows: The *Steering Committee* may vote to bind the BCNA without a vote by the *General Association Membership* by a vote of at least two-thirds of the *Steering Committee* present at the *Steering Committee* meeting, as long as there is a quorum at the time that vote occurs, and as long as the *Steering Committee* members voting to bind the BCNA believe, in their sole discretion, that:

- (i) exigent reasons requiring a prompt decision that were not reasonably foreseeable in time for a vote at a regular *General Association Membership* meeting exist; and
- (ii) such binding decision is as limited as possible given the exigent circumstances.

(f) Examples of an “exigent reason requiring a prompt decision that was not reasonably foreseeable” that justify the *Steering Committee* voting to bind the BCNA without a vote by the *General Association Membership* include but are not limited to responding to local government agency notices, inquiries, or hearings which are scheduled on short notice and require a response or other action, responding to emergencies or surprise calamities or hardships that beset the *neighborhood*, disseminating news or information vital to the wellbeing of the *neighborhood*, and responding to beneficial surprise opportunities which require swift and rapid action in order to capitalize upon such opportunities.

(g) Intentional, unnecessary, or unreasonable delay by an applicant that asks the BCNA to consider and take a position on an issue or proposal should not justify a binding *Steering Committee* decision in lieu of full consideration by the *General Association Membership*. In addition, the *Steering Committee* should not cause the BCNA to support any variance or exception from or change to applicable law, ordinance, official policy, or regulation without a vote by the *Voting Members* of the *General Association Membership* unless the benefits to the *neighborhood* as a whole from the proposal clearly and convincingly outweigh all potential harm to the *neighborhood* or any of its residents.

(h) If exigent reasons requiring a prompt decision that were not reasonably foreseeable in time for a vote at a regular, in-person *Steering Committee* meeting exist, the *Steering Committee* may bind the BCNA with a vote by e-mail on the issue only as follows:

- (i) All motions, seconding of motions, and votes on motions must be sent by e-mail to all *Steering Committee* Members.
- (ii) Only the e-mails to and from the e-mail addresses regularly used by *Steering Committee* Members will be recognized.
- (iii) A motion for a vote may only be made by the President and must be seconded by another *Steering Committee* Member.
- (iv) No substitute motions may be made, except by the President;
- (v) The President may withdraw a motion or set time limits for voting on a motion;
- (vi) At least seven *Steering Committee* Members must vote for the motion to pass, except that nine *Steering Committee* Members must vote for the motion to pass if these Bylaws require a two-thirds (2/3) vote by the *Steering Committee* for the matter being considered; and
- (vii) All such motions, their time frames, and the votes thereon shall be appropriately recorded in the minutes for the next *Steering Committee* meeting.

(i) All *Steering Committee* votes binding the BCNA shall be referred to the *General Association Membership* at the next General Association Membership (GA) Meeting for an advisory vote by *Voting Members*, even if the underlying issues are settled, resolved, or otherwise moot. If the underlying issues are not settled, resolved, or otherwise moot, then the *Voting Members* of the *General Association Membership* may vote to change the position of the BCNA as previously determined by the *Steering Committee*.

(j) The *Steering Committee* will provide the *General Association Membership* with an annual budget detailing expected income and expense for the fiscal year at the first annual *General Association Membership* of the year. Without prior *General Association Membership* approval, and regardless of anything to the contrary in these Bylaws, the *Steering Committee* may approve an out-of-budget allocation of BCNA general funds for non-recurring expenses that support the mission of the BCNA not to exceed \$1,000, as long as such expenses are approved by a 2/3rds vote of the *Steering Committee*.

k) The *Steering Committee* may delegate two or more BCNA *Members* as limited agents to negotiate with outside parties on the BCNA's behalf. Agreements reached through such negotiations will not be binding upon the BCNA until the *Voting Members* of the *General Association Membership* or *Steering Committee*, as applicable, has voted on and approved the agreement in accordance with these Bylaws. A *Member* of any applicable Standing Committee should participate in such delegations whenever possible.

All *Steering Committee* votes binding the BCNA shall be referred to the *General Association Membership* in accordance with these Bylaws. A *Member* of any applicable Standing Committee should participate in such delegations whenever possible.

Section 6. Zoning Committee

Since the Zoning Committee is often the first contact for requests to the BCNA for modification and variances of land use code and how it relates to the *neighborhood*, it requires a more formal structure. The Zoning Committee shall have seven *Committee Members*. No more than three of the Zoning *Committee Members* may also be *Steering Committee Members*,

The Zoning Committee also observes and, if asked, participates in the Bouldin Creek Neighborhood Plan Contact Team's implementation of the Bouldin Creek Neighborhood Plan.

ARTICLE VI: General Association Membership Meetings

Section 1. General Association Membership Meetings

General meetings of the Members of the BCNA shall be held bi-monthly. A minimum of four meetings shall be held each year. The agenda for any *General Association Membership* meeting shall be approved by the *Steering Committee*. Meetings shall be public and may be broadcast, live-streamed, or recorded. The *President* shall be the presiding officer at *General Association Membership* meetings. If the *President* is absent, then the presiding officer shall be the next officer in attendance in accordance with the descending order of officers as listed in Article IV.

Section 2. Special Meetings

The *Steering Committee* may vote to call a special meeting of the BCNA with a minimum of one-week prior notice by public notification of the agenda for that meeting, which may include any of the following: e-mail notification, the official BCNA online forum/bulletin board, BCNA website, handbills, and signage.

Section 3. Voting

Each *Member* registered with the BCNA in accordance with Article II, Section 2 shall be entitled to vote once on each matter subject to a vote. *Members* must be present to vote and proxy voting is not allowed. Votes shall be taken by a show of hands and recorded in the minutes as approved or denied without a count unless a *Member* requests a count, and then the votes shall be counted and the total counts shall be recorded in the minutes. In addition, the *Treasurer*, at their sole discretion, or the *Steering Committee* by vote may distribute voting cards to *Members* and require the use of those cards for voting.

Section 4. Quorum

For BCNA *General Association Membership* meetings, a quorum of *Members* must be present for the transaction of BCNA business. A quorum is either

- (a) twenty Members or
- (b) fifty percent of registered *Voting Members*, whichever is less. BCNA decisions shall be made by a majority vote of *Members* present at the *General Association Membership (GA) Meeting* in which that vote occurs as long as there is a quorum, except that where these Bylaws require a two-thirds (2/3) vote, then at least two-thirds (2/3) of the present *Voting Members* must vote in favor of a motion for that motion to be adopted by the BCNA

Section 5. General Association Membership Floor Motions

Motions made from the floor by Members at a *General Association Membership (GA) Meeting* to consider items not on the agenda will not be considered or voted upon until the *Steering Committee* has convened, considered, and voted upon adding that floor motion to the agenda for the next *General Association Membership* meeting. If the *Steering Committee* does not vote to add that floor motion to the agenda, then the *General Association Membership* shall be asked to consider that floor motion at the next *General Association Membership (GA) Meeting* upon request by the Member who made the original floor motion.

ARTICLE VII: Elections

Section 1. Election Date

Elections for *Officer* and *Sector Representatives* shall be held on the last bi-monthly *General Association Membership (GA) Meeting* of the calendar year. Elections shall be held at a location in the *neighborhood*, accessible to all Neighborhood residents. *Officer* and *Sector Representatives* shall assume their offices on January 1 of the next calendar year.

Section 2. Candidate Registration

Candidates for an *Officer* or *Sector Representative* position are encouraged to submit a notice of their intent to seek such positions to the BCNA by mail, via the BCNA Internet website, or via an e-mail to the *Treasurer* and *President*. This notice must be submitted at least two weeks before an election in order to be included on the ballot, although candidates may be nominated at the *General Association Membership (GA) Meeting* for the election. A candidate may seek more than one office, but may not serve in more than one position if elected. A candidate does not have to be present to be elected.

Section 3. Election Procedure

Each *Member* registered as a *Voting Member* with the BCNA in accordance with Article II, Section 2 shall be entitled to vote once on each *Officer* position and once on the *Sector Representative* for such Member's Sector. *Voting Members* must be present to vote and proxy voting is not allowed. The *Voting Members* of the *General Association Membership* shall vote to resolve any tie vote for a *Sector Representative* or *Officer*, and in the case of a second tie vote then the *Steering Committee* shall vote to resolve such tie.

At the earliest *Steering Committee* meeting occurring after August 1 of each year, the *Steering Committee* shall appoint an Elections Committee to administer the elections and recruit candidates. The Election Committee should consist of at least three *Members*. Preference will be given to Members who are not candidates for any position, but candidates may serve on the Election Committee if three non-candidate *Members* do not

volunteer. The Election Committee shall staff and run the election process for each position in accordance with these Bylaws. Any members of the Election Committee who are candidates for a particular contested position shall recuse themselves from the election process for that position. The Election Committee shall maintain confidential election results and report to the *General Association Membership*.

Section 4. Appeals

Any appeals, questions or issues related to a contested election 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. No *Steering Committee* Members or Election Committee Members that are candidates for the contested election in question may participate or vote in such matters. The *Steering Committee* will publicize to the *General Association Membership* any decisions to resolve contested election appeals, issues, or questions.

Section 5. Vacant Officer Positions

The outgoing *Steering Committee* shall elect a *Voting Member* of the association to any unfilled *Officer* or *Sector Representative* positions on an acting basis by a vote of the *Steering Committee*. Any acting *Officer* or *Sector Representative* shall be presented to the *General Association Membership* for confirmation by *Voting Members* at the next *General Association Membership Meeting*.

Section 6. Officer Eligibility

There shall be a three-term limit for the same position for *Officers* and *Sector Representatives*, with eligibility re-established after one year's absence from such role. This term limit shall not apply to any positions for which no eligible candidates registered for election.

ARTICLE VIII: Conflict of Interest, Resignation, Replacement, Removal from Office

Section 1. Conflicts of Interest

A conflict of interest exists when a BCNA *Officer*, *Sector Representative*, or any other *Member* may realize any unique, direct financial or material benefits from business before the BCNA or from a potential decision by the BCNA. Such benefit should be relatively unique to the *Member* for a conflict of interest to exist—for example, the potential for benefits to *Members* from BCNA decisions affecting the entire *neighborhood* does not create a conflict of interest. In cases where a conflict of interest exists, the individual must recuse himself or herself from voting on any such business or decision. In cases where a conflict of interest exists for a *Committee Member*, the individual must also recuse themselves 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 their 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*.

Section 2. Resignations

Any BCNA Officer, *Sector Representative*, Committee Chair, or *Committee Member* must give written notice of resignation from any such position before the resignation becomes effective. The resignation notice should be provided to the *Treasurer* and to any Committee Chair.

Section 3. Removal from Office

Any BCNA *Officer*, *Sector Representative*, Committee Chair, or *Committee Member* may be removed from a position for cause by a two-thirds (2/3) vote of the *Steering Committee* or by a two-thirds (2/3) vote of the *Voting Members* of the *General Association Membership*. Cause includes, without limitation, a violation of the conflict-of-interest rules in Article VIII, Section 1 (Election Date) or a vacancy as described in below in Article VIII, Section 4 (Replacement of Officers).

Section 4. Replacement of Officers

Upon resignation by an Officer and Sector Representative, or upon vacancy from such position as described in Article V, Section 5, (c), such positions shall be filled by a vote of the *Steering Committee*. For *Officers*, this appointment must be confirmed by the *Voting Members* of the *General Association Membership* at the next *General Association Membership* meeting. For *Sector Representatives*, this appointment must be confirmed by the *Voting Members* of the *sector* at the next *General Association Membership* meeting.

ARTICLE IX: Miscellaneous Section

Section 1. Rules of Order

When not inconsistent with these Bylaws, Robert's Rules of Order Newly Revised (12th Edition) shall be the parliamentary authority for all matters of procedure at meetings of Committees and the *General Association Membership* meetings.

Section 2. Notice

Electronic mail shall suffice as written notice for the purpose of these Bylaws as long as the e-mail is sent from the most recent e-mail address that the *Member* has registered with the BCNA.

Section 3. BCNA Fiscal Year

The fiscal year of the BCNA shall run from January 1 to December 31.

Section 4. Venue

Any civil proceeding or lawsuit relating to BCNA must be filed in a state or federal court located in Travis County, Texas. All parties to any such lawsuit shall consent to non-binding, reasonable mediation of that dispute upon commencement of such lawsuit.

Section 5. Exculpation

All of the *Members* of BCNA are exculpated and released from any and all monetary liability to BCNA to fullest extent permitted by law, except that this exculpation shall not apply to claims for injunctive relief, other equitable relief, or civil contempt of a valid court order. No professional serving as a *Member* of BCNA in any capacity shall be deemed to be providing professional advice or professional services to BCNA without a written, binding agreement between such person and the BCNA.

Section 6. Prohibitions

The BCNA shall not endorse any candidates for political office. The BCNA shall not sell information relating to the identities, addresses, or contact information of *Members* or other persons.

Section 7. Austin Neighborhood Council

The ANC Representative shall confer with the *General Association Membership* and with the *Steering Committee* whenever possible prior to voting on behalf of the BCNA in any ANC matters. The ANC Representative shall abstain from voting on any ANC endorsements for any candidates for political office.

Section 8. Adoption & Amendment of Bylaws

These bylaws may be amended at any BCNA *General Association Membership (GA) Meeting* by a two-thirds (2/3) majority vote of a quorum present, provided that the amendment(s) has/have been submitted in writing to the Members at the previous *General Association Membership* meeting.

These bylaws shall become effective upon approval of two-thirds (2/3) of the BCNA *Voting Members* present at the BCNA *General Association Membership* meeting.

Section 9. 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.

Section 10. Emergency Response - Virtual Assembly & Voting

In periods of time of declared emergency or public health crisis and/or when the City of Austin Public Health Department issues orders or advisories to avoid or limit in-person meetings or congregations, electronic means of virtual assembly and/or video communication may supplant in-person meeting and election locations. When required to hold a virtual assembly or video communication of a *Standing Committee*, *Steering Committee*, *Ad Hoc Committee* or *General Association Membership (GA) Meeting* due to a public health crisis, natural emergency, civil disturbance or other serious disruption to

meeting in-person, the use of electronic voting means and communication shall not be barred.

END OF BYLAWS AS AMENDED []