

BOULDIN CREEK NEIGHBORHOOD ASSOCIATION BYLAWS

ARTICLE I: General Provisions

Section 1. Association Name & Form

The name of this association shall be the Bouldin Creek Neighborhood Association (herein, "BCNA"), established in 1971. BCNA is a Texas 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 (the "Neighborhood") and to provide support in all matters of Neighborhood concern.

Section 3. BCNA 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 (herein, "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 Membership;
- b) work in the development of area parks, and natural green spaces, and in the implementation of land use policies;
- c) provide oversight of the City of Austin's implementation of the Bouldin Creek Neighborhood Plan;
- d) preserve the historic character and unique culture and amenities of the Neighborhood;
- e) promote public services, consumer protection, and public safety; and
- f) publish on a regular basis a BCNA newsletter to keep all residents informed on issues vital to the Neighborhood.

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ARTICLE II: Membership

Section 1. Eligibility

All natural persons over the age of 18 with a primary residence within the Boundaries are considered *de facto* constituents of the BCNA. However, such residents must register as voting members of the BCNA to have rights as full voting members under these by-laws and other applicable law (as to such voting BCNA members, "Members", and collectively the "General Membership"). All other natural persons, such as non-resident property and business owners, resident non-Members, and resident minors are welcome to participate in and volunteer for the BCNA on a non-voting, informal basis, as are non-natural persons (that is, legal entities such as companies and corporations) that have ties to the Neighborhood.

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Section 2. Registration

(a) Residents who wish to become Members will need to register with BCNA in accordance with these By-Laws.

(b) Residents who were not Members during the prior calendar year will become Members effective as of the 1st day of the month following the receipt of their completed new membership form by the BCNA. The new membership form must be completed and submitted to the BCNA by mail or e-mail, in person with the Treasurer, at a General Membership Meeting with the Treasurer or the nominee of the Treasurer, or via the BCNA Internet website. The new membership form shall ask would-be Members to verify their primary residence and agree to follow these by-laws.

(c) Residents who were Members during the prior calendar year may re-register at any time and become Members effective immediately by sending a written re-registration notice to the BCNA by mail or e-mail or by re-registering in writing in person with the Treasurer, at a General Membership Meeting with the Treasurer or the nominee of the Treasurer, or via the BCNA Internet website.

(d) Members shall be deemed to agree to these by-laws. Membership lasts until the end of the calendar year following the year in which the Member registers or re-registers.

(e) The Treasurer, in his or her reasonable discretion, or the Steering Committee, by majority vote, may require any Member or would-be Member to verify residency in the Neighborhood and eligibility to be a Member by producing a valid Texas driver's license, Texas identification card, or Texas voter registration card demonstrating such residency. Members will not be eligible to vote until they have complied with such request.

Section 3. Optional Dues

Members shall be asked, but not required, to contribute a minimum of \$25.00 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 Membership, implement General Membership decisions, 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 an advisory capacity to the Steering Committee.

Section 2. Sector Representatives

(a) The General Membership will annually elect representatives (“Sector Representatives”) from each Sector. Each Sector Representative candidate must be a Member, reside within the Sector they wish to represent, and agree to follow these by-laws. 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.

(b) Any elected Sector Representative may designate one other 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 (a) does not attend a Steering Committee meeting, or (b) 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 General Membership 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 Member and agree to follow these by-laws. Officers shall be deemed to agree to these by-laws. Officers shall be elected or appointed in accordance with the procedures set out in Article VII. Officers shall serve a one-year term.

ARTICLE IV: Duties of Officers

Section 1. President

The President shall:

- a) preside when available at all meetings of BCNA General Membership and the Steering Committee and assist and support with public relations;

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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;

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c) cosign all checks drawn on the account of BCNA;

d) 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;

e) 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 Membership; and

f) exercise any duties of vacant Officer positions, or delegate such duties to other Officers.

Section 2. Vice President – Neighborhood Issues

The Vice President – Neighborhood Issues shall:

a) 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

b) preside at BCNA meetings when necessary due to the absence of the President.

Section 3. Vice President – External Affairs

The Vice President – External Affairs shall:

a) assist and support activities related to community ambassadors, Neighborhood outreach, and resource persons; and

b) be, if eligible and willing, 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 Membership and identified to the General Membership.

Section 4. Communications Director

The Communications Director shall:

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

b) manage public relations.

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) cosign all checks drawn on the account of BCNA;
- d) give a full report and status of all accounts on a monthly basis to the Steering Committee;
- e) keep the General Membership apprised of all transactions to the BCNA accounts.

Section 6. Secretary

The Secretary shall:

- a) record minutes of the General Membership and Steering Committee meetings;
- b) assist with maintaining and preserving the minutes and other records of the BCNA, including contracts and agreements, which may be stored electronically;
- c) maintain the BCNA's registration with the City of Austin; and
- d) assist and support activities related to BCNA correspondence and records.

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 will provide volunteer coordination and serve in an advisory capacity to the Steering Committee. Standing Committee decisions and votes do not bind the BCNA. The standing committees ("Standing Committees") are:

- a) a committee on zoning and land use issues ("Zoning Committee");
- b) a committee on park and green space issues (the "Parks and Green Spaces Committee"); and
- c) a committee on traffic, safety, and parking issues (the "Traffic, Safety, and Parking Committee").

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Other Standing Committees may be formed by the Steering Committee on an *ad hoc* basis as needed.

Section 3. Standing Committee Membership

All Standing Committees shall have at least three Committee Members. The Committee Members of the Standing Committees shall be Members of the BCNA approved by the Steering Committee. Committee Members shall be deemed to agree to follow these by-laws. The Chair of each Standing Committee shall be selected from the approved Committee Members by the President with the advice and consent 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 the Steering Committee. All Committee Members and Chairs of Standing Committees shall serve until replaced by the Steering Committee.

Section 4. Committee Meetings

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

b) All Committee meetings shall be conducted in person. Except for executive sessions, all Committee meetings shall be open to the General 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 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.

d) A quorum of a Committee will consist of a simple majority of the Committee Members. 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.

e) 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 his or her 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.

Section 5. Steering Committee

a) The provisions in this Article V Section 5 apply only to the Steering Committee. These provisions apply notwithstanding anything to the contrary in these By-Laws.

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) Except as provided below, 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, except that the Steering Committee may vote to bind the BCNA as follows:

- i. exigent reasons requiring a prompt decision that were not reasonably foreseeable in time for a vote at a regular General Membership meeting must exist for the Steering Committee to decide an issue on behalf of the BCNA prior to the next General Membership Meeting;
- ii. such decision must be as limited as possible given the exigent circumstances; and
- iii. at least two-thirds of the Steering Committee present at the Steering Committee meeting in which that vote occurs must vote to bind the BCNA in such a manner, as long as there is a quorum. Where specifically provided by these By-Laws, a simple majority vote of the Steering Committee will suffice to bind the BCNA.

e) Examples of “exigent reasons requiring a prompt decision that were not reasonably foreseeable” 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, emergency response to surprise calamities or hardships that beset the Neighborhood, the dissemination of 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.

f) If exigent reasons requiring a prompt decision that were not reasonably foreseeable in time for a vote at a regular 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 via e-mail;
- 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 for the motion to pass; and

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vii. all such motions, their time frames, and the votes thereon shall be appropriately recorded in the minutes for the next Steering Committee meeting.

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

h) Without prior General Membership approval, the Steering Committee may approve any allocations of BCNA general funds for non-recurring expenses which support the mission of the BCNA, as long as such expenses do not exceed the sum of \$750.00 in the aggregate per fiscal quarter and as long as such expenses are approved by a vote of the Steering Committee.

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i) 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 General Membership or Steering Committee, as applicable, has voted on and approved the agreement in accordance with these by-laws.

Section 6. Zoning Committee

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 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.

ARTICLE VI: General Membership Meetings

Section 1. General 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 President shall make reasonable best efforts to publish an agenda for any General Membership meeting in advance of such meeting. Meetings shall be public and may be broadcast, live-streamed, or recorded.

Section 2. Special Meetings

The Steering Committee may vote to call a special meetings of the BCNA with a minimum of one-week prior notice by public notification, which may include any of the following: e-mail notification, handbills, and signage.

Section 3. Voting

Each Member registered with the BCNA in accordance with Article II shall be entitled to vote once on each matter that is 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.

Section 4. Quorum

For BCNA General 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 Members, whichever is less. BCNA decisions shall be made by a majority vote of Members present at the General Membership meeting in which that vote occurs as long as there is a quorum.

Section 5. General Membership Floor Motions

The presiding officer at a General Membership meeting may entertain motions from the floor at his or her discretion. If the presiding officer declines to entertain a floor motion, the floor motion shall be presented to the General Membership if the General Membership votes to consider the floor motion. If such vote passes, the presiding officer may postpone voting on the floor motion to the next General Membership meeting, at which time the floor motion must be heard and voted upon.

ARTICLE VII: Elections

Section 1. Election Date

Elections for Officers and Sector Representatives shall be held on the last bi-monthly General Membership Meeting of the calendar year. Elections shall be held at a location in the Neighborhood, accessible to all Neighborhood residents. Officers 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. A candidate may seek more than one office, but may not serve in more than one position if elected.

Section 3. Election Procedure

Each Member registered with the BCNA in accordance with Article II shall be entitled to vote once on each Officer position and once on the Sector Representative for such Member's Sector. Members must be present to vote and proxy voting is not allowed.

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 By-Laws. 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 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 Membership any decisions to resolve contested election appeals, issues, or questions.

Section 5. Empty Officer Positions

The outgoing Steering Committee shall elect 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 Membership for confirmation at the next General 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 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.

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 vote of the Steering Committee. Cause includes, without limitation, a violation of the conflict of interest rules in Article VIII, Section 1 or a vacancy as described in Article VSection 5(c).

Section 4. Replacement of Officers

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

ARTICLE IX: Miscellaneous

Section 1. Rules of Order

When not inconsistent with these by-laws, Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure at meetings of Committees and the General Membership.

Section 2. BCNA Fiscal Year

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

Section 3. Venue

Any civil proceeding or lawsuit against relating to BCNA must be filed in a state or federal court located in Travis County, Texas.

Section 4. 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 5. 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 6. Austin Neighborhood Council

The ANC Representative shall confer with the General 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 7. Adoption & Amendment of By-Laws

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 Members at the previous General Membership meeting.

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

Section 8. 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 BY-LAWS###