

BYLAWS OF THE OLD WEST AUSTIN NEIGHBORHOOD ASSOCIATION

(OWANA) Adopted by General Membership, December 2017

Article I. Name

The name of the organization is the Old West Austin Neighborhood Association, a Texas nonprofit corporation.

Article II. Purpose

The Association is a non-profit, non-partisan organization within which the residents of the neighborhood can promote their common interests with regard to preserving and enhancing the quality of life, safety, residential characteristics, and property values of their neighborhood in particular, and in all neighborhoods generally.

Article III. Boundaries

The boundaries of the Association are as follows: Lamar Blvd. on the East, Enfield Road on the North, MoPac Expressway (Loop 1) on the West, and Town Lake on the South.

Article IV. Membership

1. Any person eighteen years of age or older who resides within the described boundaries may become a voting member of the Association.
 - a. Annual dues shall be assessed per household.
 - b. Upon payment of dues, each member household shall provide the Treasurer with the names of a maximum of two resident adults who wish to be voting members. Each voting member shall sign a membership roster indicating residence; if any member neglects to sign such a roster, that member may be required by any officer of the Association to sign such a roster before being allowed to vote on a question before the Association.
2. Membership shall be relinquished by any member who changes residence to without the described boundaries.
3. Each voting member shall be entitled to vote on any matter that comes before the membership, this right commencing immediately upon initial payment of dues and the signing of a membership roster. Each member shall be entitled to one vote on each question except as provided elsewhere in these bylaws.
 - a. A member who has been delinquent in payment of dues for less than 6 months may be reinstated to membership with voting rights upon payment of dues, with no waiting period. A member delinquent in payment of dues for more than 6 months may rejoin as a new member.
 - b. Voting by proxy shall not be permitted either in votes of the general membership or of the Steering Committee.
4. Any person or organization may become an associate member of the Association. Associate membership shall convey no voting rights.

5. Any person or organization may become a business member of the Association. Business members shall be listed in each newsletter published by the Association. Business membership shall convey no voting rights.
6. Annual dues for each level of membership shall be set by the Steering Committee.
7. The Association may itself be a member of the Austin Neighborhoods Council and other organizations that relate to the Old West Austin neighborhood and may designate a member to represent it at meetings of that body.

Article V. Meetings of the Membership

1. An annual meeting of the membership shall be held on the first Tuesday of December of each year, at a time and place to be determined by the Steering Committee, for the purpose of electing members to the Steering Committee and transacting such other business as may come before the meeting. If the election of the Steering Committee should fail to take place on the date designated, the Steering Committee shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be done.
2. Regular meetings of the membership shall be held at approximately quarterly intervals at a time and place to be determined by the membership at a previous meeting, or by the Steering Committee.
3. Special meetings of the members may be called by the Steering Committee or shall be called by the Steering Committee upon the written request of not less than 10 voting members. Only that business specified in the call may be taken up at a special meeting.
4. All annual, regular, and special meetings of the members shall require notice specifying date, time, place and agenda as known. Such notice shall be delivered to each member household not less than 7 days nor more than 30 days prior to the meeting.
5. A quorum for the annual meeting and all subsequent membership meetings for a year shall be 25 members eligible to vote at the time of the annual meeting.

Article VI. Steering Committee

1. The Steering Committee shall be the principal governing and policy recommending body of the Association. Actions of the Steering Committee shall be governed by the will of the membership as expressed at annual, regular, and special meetings.
2. The Steering Committee shall consist of 13 members, all of whom must be current voting members of the Association. No more than one member of a household may serve on the Steering Committee at any given time.
3. Members of the Steering Committee shall be elected at large to serve one-year terms, the election to take place at the annual meeting.

- a. At least 13 names shall be submitted in nomination to the Steering Committee by the Nominating Committee. Nominations may also be made from the floor by any voting member. Any nomination by the Nominating Committee shall be published in the notice of the annual meeting.
 - b. Election of the Steering Committee members shall be by paper ballot if there are more than 13 nominees. Each voting member may cast 13 votes, each for a different nominee. A tie shall be decided by an agreed upon method of chance.
 - c. Members of the Steering Committee shall take office at the close of the meeting at which they are elected and shall serve until the next annual meeting or until their successors are elected.
 - d. A member may serve no more than three consecutive terms on the Steering Committee. A term is defined as having started prior to June.
4. Vacancies on the Steering Committee occurring between annual meetings shall be filled by election at the next membership meeting, provided that the election is included in the agenda in the required notice of the meeting.
 5. The Steering Committee shall hold regular meetings each month in which a regular meeting of the membership is not scheduled, at a time and place designated by the Steering Committee. Notice of the time and place shall be published in the newsletter of the Association.
 6. Special meetings of the Steering Committee may be called by the Chairperson or by any four of its members. There shall be at least two days' notice of a special meeting to all Steering Committee members.
 7. A quorum of the Steering Committee shall be seven members.
 8. The Steering Committee shall be empowered to conduct the business of the Association between membership meetings. It shall make recommendations of action and policy to the general membership. In case of necessity, it shall be empowered to determine policy questions by a two-thirds vote, but only in the name of the "Old West Austin Neighborhood Association Steering Committee."
 9. Any member of the Association may participate at Steering Committee meetings. However, only Steering Committee members may vote on questions before the Committee.
 10. With the exception of costs relating to publication and distribution of the newsletter, expenditures in excess of \$50.00 requires approval of the Steering Committee or the members. The Chair, Co-Chairs, or Treasurer may sign checks.
 11. A member of the Steering Committee who fails to attend three consecutive regular meetings of the Steering Committee (including regular membership meetings) without reasonable excuse, or who ceases to be a member of the Association, shall be considered to have resigned, and a vacancy shall be declared by the Steering Committee. A member

of the Steering Committee may be removed from the Committee for any reason by a two-thirds vote of a quorum of the membership, provided that the recall is included in the agenda of the required notice of the meeting.

12. The steering committee may vote through electronic means, including but not limited to: email and text message. Action taken through electronic means in which a majority of the participating steering committee members indicate themselves in agreement shall constitute a valid action of the steering committee as long as the committee's actions are reported at the next steering committee meeting or general membership meeting.

13. The steering committee may meet through telephone or video conference call. Action taken in such a meeting in which a majority of the attending steering committee members indicate themselves in agreement shall constitute a valid action of the steering committee as long as official minutes are taken and the committee's actions are reported at the next steering committee meeting or general membership meeting.

Article VII. Officers

The officers of the Association shall be the Chair (or, at the discretion of the Steering Committee, two Co-Chairs), Vice-Chair, Secretary, and Treasurer.

1. The new steering committee shall meet in executive session at the end of the meeting at which they are elected to elect officers. A majority shall elect the officers. A temporary Chair may be selected until a permanent Chair is elected, provided that the election shall be no later than 30 days from the Steering Committee's election.

2. The officers shall take office at the close of the meeting at which they are elected. The terms shall extend for one year.

3. The duties and responsibilities of the officers are as follows:

a. The Chairperson (or a Co-Chair) shall preside at all meetings of the membership and the Steering Committee. The Chairperson (or Co-Chairs) shall be the principal representative of the Association.

b. In the absence or disability of the Chairperson (or both Co-Chairs), the Vice-Chairperson shall perform the duties of the Chairperson.

c. The Secretary shall keep a complete record of all meetings of the membership and the Steering Committee. Approved minutes of Steering Committee and draft general membership meetings shall be posted for review prior to the next general membership meeting. The Secretary shall, with the Chairperson (or Co-Chairs), be responsible for providing the required notices for meetings to all members. In the absence of both the Chairperson (or both Co-Chairs), and Vice-Chairperson, the Secretary shall call the meeting to order, ask for nominations for a Chair pro tem, and conduct an election.

d. The Treasurer shall collect, disburse, and safely keep all Association monies. The Treasurer shall make periodic report to the membership and to the Steering Committee. The Treasurer shall maintain a complete and current roster of members in order to ensure that only members in good standing can vote at meetings. In the absence of both the Chairperson (or both Co-Chairs), and Vice-Chairperson, and Secretary, the Treasurer shall call the meeting to order, ask for nominations for a Chair pro tem, and conduct an

election.

An officer who fails to properly perform the prescribed duties of office may be removed by a majority of the entire Steering Committee or by a two-thirds vote of a quorum of the membership, provided the recall is included in the agenda of the required notice of the meeting.

Article VIII. Committees

There shall be two classes of committees within the Association: Standing Committees and Special Committees.

1. Members of standing committees shall be elected each year by the Steering Committee as soon as possible after the annual meeting. Members shall be selected from the general membership and from the Steering Committee, subject to approval by the membership. Each standing committee shall select a chairperson from among its members.
 - a. The Nominating Committee shall be a standing committee consisting of five members, no more than two of whom shall be members of the Steering Committee. It shall present a slate of candidates for the Steering Committee election prior to the annual meeting as specified previously in the bylaws; in so doing it shall attempt to balance the membership of the Steering Committee with respect to geographic residence, age, sex, occupation, and areas of expertise, choosing from among persons who have demonstrated interest in activity furthering the goals of the Association.
 - b. An Audit Committee shall be a standing committee consisting of three members, at least one, but no more than one, of whom shall be a member of the Steering Committee. In no case shall the Treasurer nor the signatories of checks serve on this committee. The Audit Committee shall report to the Steering Committee no less than 30 days from concluding its report and no later than the April Steering Committee meeting.
 - c. Additional standing committees may be formed upon recommendation of the Steering Committee and approval of the membership.

Special Committees may be formed as necessary by the Steering Committee or by motions from the floor at membership meetings and charged with specific responsibilities. Committee chairpersons shall be appointed by the Steering Committee. Any member of the Association who wishes to work on a special committee may do so. From time to time, a Bylaws Committee shall be appointed as a special committee according to the terms of this paragraph.

Article IX. Political Activities

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

Article X. Policy Determination

Policy positions for the Association shall be determined by a majority vote of the members present and voting at a meeting of the membership at which a quorum is present, or in case of necessity, between membership meetings, by a two-thirds vote of a meeting of the Steering Committee at which a quorum is present, as specified in Article VI, Section 8 of these bylaws. No member of the Association or its Steering Committee may make a public statement as a representative of either body without such authorization.

Article XI. Books and Records

All books and records of the Association may be inspected by any voting member at any reasonable time. The roster of members may not be given to any non-OWANA entity without Steering Committee or general membership approval. The roster shall not be used for political, commercial, or any other activity not directly related to the association. Neither the Steering Committee nor any member of the Steering Committee shall release

the roster or the names of its members or any information pertaining to them except for Steering Committee- or general membership-approved OWANA-related events or business or activities. Members may specify that information about them may not be released at all.

Article XII. Fiscal Year

The fiscal year of the Association shall begin on December 1 and end on November 30 of each year.

Article XIII. Parliamentary Authority

Rules contained in the current edition of *Roberts' Rules of Order, Newly Revised* shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with these bylaws.

Article XIV. Amendment

The bylaws may be amended, altered, or repealed by a two-thirds vote at any meeting of the membership, provided that the exact wording of the proposed change is included in the agenda of the required notice of the meeting.

Article XV. Repeal

With adoption of these bylaws, all previous bylaws and articles are hereby repealed. This completes the Bylaws of the Old West Austin Neighborhood Association.
(Approved December 2004)

(Previous version: September 5, 1995)