

Bylaws

Article I – Name

The name of this organization shall be the Westcreek Neighborhood Association, a non-profit entity representing homeowners and residents in an area of Austin, Texas bounded by Old Fredericksburg road on the north, Westcreek Drive and Yellow Rose Trail on the east, Wm. Cannon Drive on the south and Fair Valley Trail, Steer Trail and Honey Dew Terrace on the west. The Westcreek Neighborhood Association is hereinafter referred as the Association.

The following words and phrases when used in these Bylaws shall have the meanings hereinafter specified.

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| Bylaws | “Bylaws” shall mean the Bylaws of the Association. |
| Executive Committee | “Executive Committee” shall mean the Executive Committee of the Westcreek Neighborhood Association. |
| Member | “Member(s)” shall mean any person(s), entity or entities holding membership privileges in the Association. |
| WNA | “WNA” shall mean the Westcreek Neighborhood Association. |

Article II – Purpose

The purpose of the Association is to improve the quality of life in the neighborhood through controlled land use, property maintenance, community building, environmental protection, safety, public services and consumer protection.

Article III – Objectives

The objectives of the Association are to:

1. Represent the interests of the Association's members in the neighborhood.
2. Inform members of vital issues.
3. Establish committees when necessary to assist in conducting the business of the association.
4. Encourage the improvement of single and multiple dwellings by residents and owners.
5. Encourage the protection and safety for all residents.
6. Provide information for members about home ownership, zoning, deed restrictions, and other related information.
7. Promote the preservation of natural green spaces, parks, trees, landscaping and general land use management.
8. Insure continuity of Association activities through maintenance of historical records.

Article IV – Membership

Section 1 – Types of Membership

There shall be two (2) classes of membership in the Association:

- Voting
- Non-Voting

Section 2 – Membership Categories

There shall be three (3) categories of membership in the Association:

- Paid Member
- Regular Member
- Associate Member

Section 3 – Membership Definitions and Eligibility Requirements

| Membership Class | Membership Category | Membership Definition and Eligibility Requirements |
|------------------|---------------------|---|
| Voting | Paid Member | Occupant or owner of a single-family detached home, town home, condo or duplex in the Westcreek subdivision who has paid WNA dues for the current fiscal year |
| Non-voting | Regular Member | Occupant or owner of a single-family detached home, town home, condo or duplex in the Westcreek subdivision who has not paid WNA dues for the current fiscal year |
| Non-voting | Associate Member | Business, an individual or organization interested in furthering the Association’s purpose |

Section 4 – Membership Qualification and Voting

Membership in the Association is limited to one per household, unless the property is rented or leased. In such case, the absentee homeowner, if a paid member, shall retain sole voting privileges for that specific household. The renter of that specific household can be a voting member of the Association if the absentee homeowner member relinquishes his/her voting privileges in writing to the Association. If the absentee homeowner is not a voting member of the Association, the renter can have full voting privileges, if he/she pays the Association’s annual dues.

Owners of more than one property in the Westcreek Neighborhood are limited to one membership in the Association and have one vote.

A business or organization, upon the payment of the annual dues, can be a member but does not have voting privileges.

Section 5 – Membership Dues

The Executive Committee shall have the authority to determine and set the rate of annual dues for the Association membership. Annual dues for membership in the Association shall cover the calendar year January 1st (or, for new members, the date of payment) through December 31st.

Article V – Annual General Membership Meetings

Section 1 – Meetings

General Membership meetings of the Association shall be held each January at a date and time designated by the Executive Committee for the purpose of electing members of the Executive Committee and to conduct pending Association business. (Following enactment of these amendments to the current bylaws in December 2007, the first Annual General Membership meeting will be held in January of 2009.) The Executive Committee shall present a financial report for the previous fiscal year and a summary of major actions taken on behalf of the Association during the previous fiscal year.

Section 2 – Voting Member Privileges

The privilege of holding office, introducing motions, seconding motions, floor debate (i.e., debate when a motion is before the membership but before the formal vote) and

voting shall be limited to voting by members of the Association who have paid their dues to the Association as defined in Article IV, Section 5 herein.

Section 3 – Special Meetings

Special meetings of the General Membership may be called by the Executive Committee or by signed petition of at least ten (10) percent of the Voting Member households in the Westcreek subdivision presented to the President or Vice President of the Association.

Article VI – Voting

Section 1 – Membership

Voting members of the Association (as defined in Article IV, Sections 3 & 4 above) present at any Annual General Membership meeting shall be entitled to one vote per household on each matter submitted to a vote of the General Membership.

Section 2 – Quorum Majority Rule Requirements

A quorum and majority vote shall be necessary for transaction of Association business. A quorum shall consist of ten (10) voting members present at a General Membership meeting and a majority shall consist of an affirmative vote more than 50% of those voting members present and voting.

Section 3 – Voting for Executive Committee Members

To be eligible to vote for Executive Committee members, voting members must have held membership in the Association for at least one month prior to the meeting at which elections are held.

Article VII – Executive Committee Members

Executive Committee members shall transact necessary business in the intervals between the Annual General Membership meetings and other business as referred to it by the membership, shall appoint all committees and committee chairpersons, and shall approve the work of such committees.

Under authority granted by Provident Development Company in an instrument recorded in the Real Property Records, Travis County, Texas (Volume 10165, Page 0460), the Executive Committee of the Westcreek Neighborhood Association is designated the Westcreek Architectural Control Committee, charged with ensuring compliance with deed restrictions for the Westcreek subdivision.

Any written communication with the City of Austin which represents a neighborhood association position on a zoning or development issue must be signed by two Executive Committee officers. Such WNA policy must be approved by a two-thirds (2/3) majority of the Executive Committee members in a called or regular meeting. A telephone or email poll of members is unacceptable for endorsement of a zoning or development proposal. No committee member is authorized to act unilaterally on behalf of the association on zoning and development issues.

All checks, bank withdrawals, and other financial transactions shall require signatures from two Executive Committee Officers.

The Executive Committee shall consist of seven (7) elected members of the Association: President, Vice President, Secretary, Treasurer and three at-large committee members.

Section 1 – Eligibility

Candidates for the Executive Committee must be paid members of the association and must reside in the Westcreek subdivision. Executive Committee members must be dues-paid members of the WNA and must reside in the subdivision throughout their terms of office.

Section 2 – Term of Office

Executive Committee members shall be elected to two-year, staggered terms. The President may not serve in that position for more than two consecutive terms. A former president may be elected to that office again after being out of office a minimum of two years. In such situations, the two-consecutive terms limitation will again apply. The terms of office for the following members will end on December 31st of even-numbered years: President, Secretary, Member At Large Position 1 and Member At Large Position 2. The terms of office for the following members of the Executive Committee will end on December 31st of odd-numbered years: Vice President, Treasurer and Member At Large Position 3.

Only one member of a household may serve on the Executive Committee at one time.

Section 3 – Nominations for Officers

The Executive Committee will begin recruiting nominees qualified as Voting Members for upcoming vacancies no less than two months prior to the Annual General Membership Meeting. Any Association member may nominate a qualified candidate during this period by submitting that name to any Executive Committee member. Positions up for election and the names of nominated candidates shall be published in the WNA newsletter prior to the Annual General Membership Meeting. The list of nominees shall be submitted for election at the meeting, and additional nominees may be made from the floor by Voting Members present.

Section 4 – Duties of Executive Committee Officers

President – shall preside at all meetings of the Executive Committee and the General Membership. The President shall be an ex-officio member of all committees and shall have the authority to cosign checks drawn on the account of the Association. The President or the President's designee shall represent the WNA at forums where an association presence is needed.

Vice President – shall fulfill the duties of President in the President's absence and shall serve as Parliamentarian of the Association. The Vice President shall have the authority to cosign checks drawn on the account of the Association. The Vice President shall succeed the President if the President is, for whatever reason, unable to fulfill the duties of that office.

Secretary – shall be responsible for keeping an accurate record of all business of the Association and for all outside correspondence of the Association. This shall include recording minutes of the Annual General Membership and Executive Committee meetings. The Secretary shall maintain adequate files and historical records to insure continuity of Association activities. The Secretary shall have the authority to cosign checks drawn on the account of the Association.

Treasurer – shall be responsible for all of the Association financial accounts, keep accurate account of receipts and expenditures, and shall cosign checks written on the Association's account. The Treasurer shall prepare and present an updated monthly financial report at each Executive Committee meeting and an annual financial report at the Annual General Membership Meeting.

At-Large Members – may be assigned specific duties as needed by the Executive Committee. These include, but are not restricted to, representation of the WNA at the Austin Neighborhoods Council (ANC), the Oak Hill Association of Neighborhoods (OHAN) and the Capital Area Metropolitan Planning Organization (CAMPO).

Section 5 – Executive Committee Administration

Any position on the Executive Committee is immediately vacated when the occupant of that position moves from the neighborhood. The Executive Committee shall appoint a replacement to serve until the next Annual General Membership meeting, when the Voting Members will be asked to confirm the appointment.

Any officer may be removed from office for cause at any Annual General Membership meeting by two-thirds of the voting membership present. Notice must be given to the WNA membership at least two weeks prior to said meeting.

The Voting Membership may request a special general meeting for removal of an executive committee member for cause by presenting a petition requesting such meeting. The petition may be in the form of a physical petition signed by a minimum of 10% of the Voting Members of the Association or in the form of a request posted to the Association email group with supporting responses from a minimum of 10% of Voting Members on the email group. In both cases, petitioners must supply their name and address for verification of membership status. The Executive Committee shall call the special meeting within one month of verification the petition is supported by the minimum number of Voting Members stated in this paragraph.

If a member of the Executive Committee is absent from three consecutive Executive Committee meetings without just cause, the remaining members of the Executive Committee may declare that position vacant and may appoint a replacement.

Section 6 – Indemnification of Officers

All Executive Committee members and members of other committees in accordance with these Bylaws shall be indemnified and given personal immunity by the Association against personal liability in performance of their duties.

Section 7 – Executive Board Meetings

Executive Committee members shall meet monthly to conduct the business of the Association. Location, date, and times shall be coordinated by the President. Emergency meetings at other times may be called by the President or at the request of any two members of the Executive Committee. A quorum shall consist of at least 51% of the members.

Section 8 – Communication with WNA Members

Minutes of each Executive Committee meeting shall be published on the WNA website following the official approval of the minutes. In addition, the Executive Committee shall be responsible for WNA newsletter publication of a short summary of business conducted at each meeting. Contact information for Executive Committee Members shall be maintained in the newsletter and on the website.

Article VIII – Fiscal year

The fiscal year of the Association shall be January 1st through December 31st.

Article IX – Parliamentary Authority

When not inconsistent with these Bylaws, *Robert's Rules of Order, Newly Revised* shall be the parliamentary authority for all matters of procedure.

Article X – Association Records

The Executive Board shall insure continuity of Association activities by maintaining adequate historical records and files, including (but not limited to) membership meeting minutes, Executive Board meeting minutes, financial records, correspondence to and from the Association, committee reports and other documents as deemed appropriate.

Article XI – Prohibitions

Section 1 – Political Candidates

The Association shall not endorse any candidates for political office. However, the Association may conduct candidate forums or participate in candidate forums with other neighborhood associations for the purpose of learning the candidates' positions on issues related to the preservation of our neighborhood. The WNA Executive Committee is authorized to disseminate such information to the neighborhood when necessary.

Section 2 – Discussions

Discussions shall not extend to matters outside the purpose of the Association as set forth in Article II.

Section 3 – Identity of Members

The identity of Association members shall be confidential and shall not be released without the permission of the members concerned.

Article XII – Amendment of Bylaws

These bylaws may be amended at any Annual General Membership Meeting regular meeting by a two-thirds vote of the Voting Members constituting a quorum, provided that the amendment(s) has(have) been published in two successive newsletters prior to the meeting (or links provided in those newsletters to the full text on the WNA website). Non-substantive editorial changes may be approved by majority vote of the Executive Committee.

SEVERABILITY IN EVENT OF PARTIAL INVALIDITY: If any provision of the Bylaws is held in whole or in part to be unenforceable for any reason, the remainder of that provision and of the entire Bylaws will be severable and remain in effect.

Article XIII- Dissolution

Upon dissolution of the Westcreek Neighborhood Association no class or category of member shall have any right or receive any assets of the Association. The assets of the Association are permanently dedicated to a tax exempt purpose. In the event of dissolution, the Association's assets, after payment of debts, will be distributed to an organization which is tax exempt under the provisions of Section 501 (c) (3) of the Internal Revenue Code.