



Allandale Neighborhood Association • P.O. Box 10886 • Austin, Texas 78766

2013 Proposed Revisions to the ANA Bylaws

ANA Bylaws Committee members, along with the Executive Committee (EC), reviewed and recommend minor revisions to the Bylaws in order to:

- further clarify neighborhood boundaries;
- establish a non-voting business sponsorship category;
- introduce quorum monitoring duties at Executive Committee (EC) and General Membership meetings;
- eliminate the *ex officio* EC membership status of the newsletter editor; and
- specify the procedure for selecting and presenting the EC slate of nominees.

The revised bylaws are presented to the neighborhood for review in electronic form on the Allandale Neighborhood Association website www.allandaleneighbor.com and in hard copy form posted at the Yarborough Library, 2200 Hancock Drive.

Changes appear in red, with additions denoted by underlines (**addition**) and deletions denoted by strikethroughs (**~~deletion~~**). Please review the proposed changes and vote to ratify them at the General Membership Meeting, 6:30 p.m. on Thursday, September 26, 2013 at the Northwest Recreation Center, 2913 Northland Drive.

July 31, 2013

Allandale Neighborhood Association Bylaws
September 2009 ~~September 2013~~ Revision of 1997 2009 Bylaws
Ratified by the General Membership _____

PREAMBLE

Allandale, being one of the premier neighborhoods of Austin, and Allandale Neighborhood Association being the recognized representative of the neighborhood in matters of the City of Austin, and Allandale Neighborhood Association being a Texas Non-Profit Corporation, these bylaws are promulgated as one of the regulating documents as provided by Texas Law.

Article I: Name

Section 1. The name of the non-profit corporation is Allandale Neighborhood Association, referred to herein as the Association or ANA.

Article II: Purpose

Section 1. ANA is a Texas non-profit corporation whose purpose is to promote and protect the quality of life, safety, residential characteristics, and property values of the neighborhood primarily and all neighbors generally; and to identify and assess issues of importance to the residents of the Allandale area and to promote participation by area residents in activities that affect their neighborhood. ANA should actively engage in activities that aid and are necessary to support these purposes.

Article III: Allandale Boundaries

Section 1. Allandale Neighborhood Association Boundaries are within the City of Austin. Road boundaries begin in the middle of the road, with the exception of 45th St. The association boundaries are:

1. Anderson Lane, between MoPac (Loop 1) and Burnet Road;
2. Burnet Road, between Anderson Lane and Hancock Drive;
3. Hancock Drive between Burnet Road and Shoal Creek ~~proper (i.e. the creek itself, not Shoal Creek Blvd)~~ Boulevard;
4. Shoal Creek ~~proper~~ Boulevard between Hancock Drive and 45th Street;
5. 45th Street (both sides) between Shoal Creek ~~proper~~ Boulevard and MoPac (Loop 1);
6. MoPac between 45th Street and Anderson Lane.

Section 2. Allandale Neighborhood Territorial Boundaries are within the City of Austin. Territorial Boundaries cover Single-Family zoning (SF2) rollback. Road boundaries begin in the middle of the road. The territorial boundaries are:

1. Anderson Lane, between MoPac (Loop 1) and Burnet Road;
2. Burnet Road, between Anderson Lane and 45th Street;
3. 45th Street between Burnet Road and MoPac (Loop 1);
4. MoPac between 45th Street and Anderson Lane.

Article IV: Membership and Dues

- Section 1.* There shall be two classes of membership in the Association: Regular voting membership and non-voting Honorary membership.
1. Voting membership is open to any adult age 18 or older who resides within the Allandale Neighborhood Association boundaries specified in Article III (1).
 - a. Each voting member is entitled to vote on any matter that comes before the membership, this right commencing with the payment of annual dues as specified in Section 2 of this Article.
 - b. Voting is conducted in accordance with Article VIII, Section 6.
 2. Non-voting Honorary membership may be conferred on individuals or organizations who support the Association but who are not eligible for regular membership.
 - a. A majority vote of the Executive Committee is required for non-voting Honorary membership.
 - b. Honorary memberships have no voting rights.
 - c. The Executive Committee may establish a non-voting business sponsorship category.
 3. Members agree to abide by the bylaws of ANA and agree to preserve and enhance the good name and reputation of the Association by participating in meetings in a proper and orderly fashion. Disruptive or harassing conduct by any member shall be considered unbecoming conduct and shall be cause for removal from a meeting by a two-thirds vote of eligible voting members in attendance.
 4. Voting status is relinquished by any member whose residence becomes located outside the described Association boundaries as specified in Article III (1).
- Section 2.* Annual dues shall be established by the Executive Committee for both classes of membership.
1. Annual dues are payable each January 1, for a one-year membership ending December 31st.
 2. The Executive Committee may establish multi-year membership, or allow advance payment of several years' dues.
 3. An eligible person ~~which~~ who is not currently a member of the Allandale Neighborhood Association may establish membership and voter rights by paying dues any time during the calendar year.
 4. Members who join the Association after September 1 of any year will be accorded membership for the entirety of the next membership year in addition to the remaining months of the current year upon payment of the annual dues.

Article V: Officers

- Section 1.* Officers of ANA
1. The Officers of ANA are the President, Vice-President, Secretary, and Treasurer.
 2. The Officers are included as members of the ANA Board of Directors.
 3. Officers are to execute their duties in a proper, effective, and timely fashion.
 4. The duties of the officers, in addition to those prescribed by parliamentary authority, include the following:

Section 2. President Duties

1. Spokesperson for ANA and principal representative for ANA at public functions;
2. Presides at Executive Committee and membership meetings;
3. Prepares and submits an agenda/activities report at Executive Committee and membership meetings;
4. Appoints Committee chairpersons;
5. Final approval of the Association paper newsletter, content and advertising; and the Association website, content and advertising;
6. Ensures that the delivery of the Association paper newsletter with notice of a special meeting meets the timeframe in Article VIII (1);
7. Is a non-voting member of all committees;
8. May delegate the above duties to another officer or member of the Executive Committee.

Section 3. Vice-President Duties

1. Presides in the absence, incapacity or at the request of the President of ANA;
2. When acting in the capacity of President will have all the powers and responsibilities of and be subject to all the restrictions on the President;
3. Assist the President in the preparation of the agenda/activities report for each General Membership meeting;
4. Coordinate the activities of the standing and special committees;
5. Assist the President in all necessary activities;
6. Assist the President during votes with items such as monitoring quorum status.

Section 4. Treasurer Duties

1. Collect, disburse, and safely keep all ANA monies;
2. Make normal disbursements in accordance with the budget and special expenditures authorized by either the Executive Committee or by vote of the membership;
3. Prepare and submit budgets, financial statements, as required by the Executive Committee for the membership;
4. Prepare and submit federal and state tax reports, as required by the Executive Committee for the membership;
5. Maintain the membership roster, whether written or in database/electronic format, of voting and non-voting members. The use of roster information is addressed in Article XII, Section 2;
6. Maintain a custodial copy of the minutes as approved by the members, the Executive Committee, and Committees, and custodial copies of other Association records in cooperation with the Secretary;
7. Record paper newsletter cost/profit and report to the Executive Committee with each publication, and annually to the members;
8. Chairperson of the Finance Committee;
9. Member of the Membership Committee;

10. Supervise member voter list sign-in, verification of qualification, and assessing quorum at General Membership meetings, regular or special, to assist the President in calling votes.

Section 5. Secretary Duties

1. Record and disseminate in a timely fashion the minutes of Executive Committee meetings and membership meetings;
2. Maintain a current, accurate list of the committees of ANA and their members and reports they may file;
3. Maintain the organizational records of ANA, coordinating with the treasurer custodial storage of record copies;
4. Maintain the ANA history annually.

Section 6. Directors and Their Duties

1. ANA shall have a Board of Directors having 11 members, including the four officers. Together they shall function as the Executive Committee, see Article VI.
2. The Directors are responsible for the regulation and management of the non-profit organization, including the control and disposition of its properties and funds.

Article VI: Executive Committee

Section 1. The Executive Committee (EC) is the principal governing and policy-making body of the Association and shall consist of the president, the vice-president, the secretary, the treasurer, and seven directors, all duly elected persons who hold voting membership in the Association.

1. Executive Committee members shall be elected for one-year terms at the Annual General Meeting in September, from names submitted by the nominating committee to the Executive Committee prior to the date of the election.
2. Nominees shall be presented to the membership, with their qualifications before the election vote.
3. Nominations from the floor shall also be in order, provided the nominee first agrees, in writing or in person, to serve if elected, and if they meet the required qualifications.
4. Nominees for all offices are voting members in good standing of the Association.
5. To maintain continuity and ensure familiarity with events, nominees for the office of president must have served on the Executive Committee for one year during the past.
6. No more than one member of a household may serve on the Executive Committee at any given time.
7. Voting in elections is specified in Article VIII, Section 6.
8. The Executive Committee takes office at the close of the meeting at which they are elected and serve until the next annual meeting or until their successors are elected. All Officers and Executive Committee members stand for election at the September Annual Meeting of the membership or as soon as possible thereafter.

Section 2. Executive Committee Duties and Responsibilities

1. The Executive Committee shall be empowered to conduct all the business of the Association between membership meetings.

2. The Executive Committee makes recommendations for action and policy to the General Membership.
3. The Executive Committee publishes the agenda for meetings of the General Membership.
4. Actions of the Executive Committee are governed by the vote of the membership as expressed at annual, general, and special meetings.
5. In case of necessity, they are empowered to determine policy questions as specified in Article X, Section 1.
6. Executive Committee Members are vested with the responsibility for preserving and enhancing the good name and reputation of the Association and for achieving the purpose stated in Article II.
7. Expenditures of funds and disposition of ANA assets requires authorization by the Executive Committee.

Section 3. Executive Committee Terms and Qualifications

1. Members of the Executive Committee may serve no more than three consecutive terms.
2. They may however, be appointed to standing or special committees in intervening years.
3. Vacancies occurring in the Executive Committee shall be filled by an election by the remaining members of the Executive Committee.
4. For purposes of determining eligibility for reelection or reappointment, a person who has served half or more of a term shall be considered to have served the whole term.
5. An Executive Committee member with three consecutive unexcused absences in a term, or who is absent for one-third of the meetings, shall be removed from the committee. Absences are automatically excused when the regular meeting date has been changed with less than one month advance notice (this includes special or called meetings).
6. Executive Committee Members may be removed for unbecoming conduct by a two-thirds vote of the Executive Committee.
7. An Executive Committee member or Allandale Neighborhood Association member, designated by the Executive Committee, shall be a representative to the Austin Neighborhood Council.

Article VII: Committees

Section 1. There shall be two types of committees within the Association: standing committees and special committees.

1. Any resident in the neighborhood, ANA member or not, may be members of committees in order to draw on neighborhood experience and diversity.
2. A budget shall be prepared, and approved by the Executive Committee, for operation of all committees.
3. Each committee may contract for services as budgeted for activities under their auspices.
4. The Executive Committee may delegate negotiation authority to committees.
5. The Executive Committee may establish separate sub-committees for each of the functions, subject to the on-going approval of the EC.

Section 2. Standing Committee members shall be elected by the Executive Committee as soon as possible after the annual meeting. Except where otherwise provided in these bylaws, the President shall appoint the committee chairpersons.

1. **The** Finance Committee shall consist of three or more members.
 - a. The Finance Committee shall assist in developing ANA annual budgets and budgets for ANA events that may occur from time to time.
 - b. The Finance Committee shall organize and implement fundraising events for the Association.
 - c. The treasurer shall be the chairperson of the Finance Committee.
2. **The** Membership Committee shall consist of three or more members.
 - a. The Membership Committee shall organize and implement membership drives and events for the Association.
 - b. The Membership Committee shall help maintain the member roster, and shall check the roster at meetings to determine a persons voting status.
 - c. The Treasurer shall be a member of the Membership Committee.
3. **The** Communication Committee shall consist of three or more members.
 - a. The Communication Committee shall prepare a newsletter for distribution at the direction of the Executive Committee, who shall set publication schedule, advertising rates, page counts and other parameters.
 - b. The Communication Committee shall develop, publish, and maintain an ANA internet website at the direction of the Executive Committee who shall set parameters.
 - c. The committee shall develop and maintain a distribution system as determined by the Executive Committee for the newsletter and other necessary neighborhood information, based on low-cost or volunteer labor, or bulk-mail service.
 - d. The president shall have final approval of the newsletter.
 - e. The committee shall oversee advertising sales for the newsletter and web site.
 - f. The committee shall establish and maintain a neighborhood e-mail distribution facility, managing it through a posting moderator who is a member of the committee.
 - g. The committee shall coordinate expenses and revenues with the Treasurer, who executes payment and collection.
 - ~~h. The newsletter editor shall be an ex-officio member of the EC.~~
4. The Nominating Committee shall consist of five members, no more than two of whom shall be members of the Executive Committee.
 - a. **The** Nominating Committee shall make the recommendations to the membership of worthy individuals for the Executive Committee.
 - b. ~~‡~~ **The committee** shall attempt to balance the membership of the Executive Committee with respect to geographic residence, age, gender, occupation, and areas of expertise, choosing from among persons who have demonstrated an interest in the goals of the Association.

c. The recommended slate of nominees shall be selected by majority vote of the committee, and the committee chair shall present the recommendations at the Executive Committee meeting preceding the September Annual General Meeting.

5. The Safety Committee shall consist of three or more members.
 - a. The Safety Committee shall review and make policy recommendations to the Executive Committee regarding neighborhood safety issues.
 - b. The committee shall organize and execute activities to enhance neighborhood safety.
6. The Bylaws Committee shall consist of three or more members.
 - a. The committee shall review all proposed changes before publication to the members.
 - b. The committee shall periodically review the bylaws and report any recommended changes to the Executive Committee and the Members.
7. The Zoning/Planning/Land Use Committee shall consist of three or more members.
 - a. The committee shall support neighborhood residents with Zoning and Code Enforcement issues and with City of Austin inspectors.
 - b. The committee shall support ANA goals (Article II, Section 1) before City of Austin boards and commissions, and before the City Council, as needed to further the ANA purpose, goals and policy.
 - c. The committee shall participate in City of Austin activities, such as planning and land development review, to further ANA goals and policy.
 - d. The committee shall further the purpose, goals, and policy of ANA by supporting residents with real property issues such as deed restrictions and subdivision.

Section 3. Special Committees may be formed by the Executive Committee or by motion from the floor at a General Membership meeting for a specified purpose or to address issues of concern to the Association members and area residents.

1. The President shall appoint the Special Committee Chairperson.
2. A budget shall be developed or specified for committee activities and approved by the EC or general membership.
3. Such committees shall report periodically, and in a timely fashion, to the EC and general membership.
4. Such committees shall be dissolved upon completion of their respective tasks, or after one year, whichever comes first.
5. Such committee may be reinstated by a majority vote of the Executive Committee, which shall periodically review the need for each special committee.

Article VIII: Meetings

Section 1. Notice of Meetings

1. Residents may be notified of General Meeting by various means, including posting in the ANA newsletter, electronic means including e-mail and web postings, and by a standing date in the calendar.

2. Notice of Special Meetings must be made to the membership no less than 10 days and no more than 60 days in advance of the meeting. Means of notification is the same as for General Meetings.
3. Notice of meetings of the Executive Committee, including meeting topic, place and time, shall be published to the members via electronic postings or other means, on the same schedule as given for members of the Executive Committee.
4. Notice shall conform with Article 1396-2.11 of the Texas Non-Profit Corporation Act and, after January 2010, by Section 22.156.

Section 2. General Meetings of the Membership

1. Shall be convened as determined by the Executive Committee but no fewer than two times a year, including the September Annual Meeting.
2. The time and place to be determined by the Executive Committee, but, to ensure access, the place must be in the Allandale area and the time must not result in conflict with normal activity.
3. Twenty Five voting members shall constitute a quorum.
4. September Annual General Meeting shall include the election of the Officers and Board Members, who constitute the Executive committee, and annual reports by Standing Committees to the membership.
5. The Executive Committee shall publish the General Meeting Agenda, which may be amended by the members attending the meeting.

Section 3. Executive Committee Meetings

1. The Executive Committee shall meet once each month to vote on issues of the association.
2. A quorum shall be six members.
3. The President may call a special meeting of the Executive Committee.
4. Any four members of the Executive Committee may call a special meeting.
5. A minimum of two-days notice of any special Executive Committee meeting shall be required and the meeting must be held within seven days of such notice. Notice shall be in writing by print or electronic means.

Section 4. Special or Called Meetings of the Membership

1. Must be called upon receipt by the Executive Committee of a petition requesting and stating the reason for such meeting and bearing the signatures of no fewer than twenty five voting members of ANA or by six members of the Executive Committee.
2. Only business specified in the petition may be transacted.
3. The time and place to be determined by the Executive Committee, but, to ensure access, the place must be in the Allandale area and the time must not result in conflict with normal activity.
4. Meeting shall be called within fourteen days unless a scheduled regular General Meeting shall intervene, in which case the business of the Special Meeting shall be considered at the General Meeting.

Section 5. Working Session

1. Executive Committee may conduct working sessions although no votes or actions may be taken; action to be later completed in public forum.

Section 6. Voting

1. Votes may only be held at meetings.
2. Absentee votes are prohibited.
3. Proxy votes are prohibited.
4. The method for conducting a vote (voice, show of hands, or other), shall be set by the presiding officer and the parliamentarian to ensure an accurate and fair vote; including a re-vote if an outcome is inconclusive.

Article IX: Political Issues*Section 1. ANA will not engage in partisan politics.*

1. Neither ANA, nor any member purporting to speak for ANA, shall endorse any candidates for public office, ballot proposition, or any political party; nor shall discussions extend to matters outside the purpose of ANA.
2. Any Executive Committee member, when working for a campaign, must recuse themselves from conflicting matters before ANA. Their ANA affiliation must not appear in partisan ads, pamphlets, or other public notice.

Article X: Policy Determination*Section 1.*

1. Policy positions of ANA shall be determined by a simple majority vote of the members present and voting at a membership meeting.
2. In the case of necessity, between membership meetings, the Executive Committee may by two thirds vote of all EC members, vote to establish policy in the name of Allandale Neighborhood Association. With a quorum of six members present, the Executive Committee can determine policy positions of the EC by a simple majority vote, but only in the name of the Allandale Neighborhood Association Executive Committee.
3. The policy decision by the Executive Committee in the name of ANA, will then be announced before the General Membership at their next meeting.

Article XI: Parliamentary Authority*Section 1.*

1. Unless otherwise provided herein, Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure.
2. Issues not addressed by the above may be determined by a simple majority vote of the Executive Committee or General Membership meeting.
3. Parliamentarian is appointed by the President with the consent of the EC as required for a meeting.

Article XII: Books and Records

Section 1.

1. ANA shall keep current, correct and complete books and records of account, as well as minutes of General membership meetings, Special membership meetings and Executive Committee meetings. These books and records of account shall be available to any member for inspection during reasonable hours upon adequate notice.
2. Articles of Incorporation and Bylaws of ANA shall be maintained by the officers/secretary/treasurer of ANA and made available to any member for inspection during reasonable hours upon adequate notice. When feasible these shall be published on the web site maintained by the Communication Committee.

Section 2. Membership Records

1. Membership rosters shall be made available to any member for viewing during reasonable hours upon adequate notice.
2. Membership rosters and mailing lists of ANA, whether written or in database/electronic format, shall not be used for political, commercial, or other activity not directly related to ANA.
3. Membership rosters should contain, in addition to voting status, information such as volunteer status supporting the purposes of the Association.
4. Use of rosters and their content shall be governed by policies and rules established by the General Members and the Executive Committee to further the goals of ANA. Subject to these constraints, committees may have use of the rosters.
5. Membership records data may be temporarily sent to third parties as an incidental part of a contracted activity such as mailings or e-mail communication. The data sent is to be the minimum needed to accomplish the required task.

Section 3. History

1. A history of Allandale and ANA shall be maintained, with annual update.

Article XIII: Bylaws

Section 1. Amendment

1. These bylaws may be amended, altered, or repealed by a two-thirds vote at any meeting of the General Membership provided that notice, including the exact wording of the proposed change(s), has been made available to the members at least ten days but no more than 60 days in advance of the meeting (Article XIII, Section 2).
2. These bylaws may be amended by the Executive Committee in the interim between General Membership meetings provided that notice, including the exact wording of the proposed change(s), has been made available to the members at least ten days but no more than 60 days in advance of the meeting. To become permanent such changes must be approved/ratified by a two-thirds vote at the next General Meeting.
3. Changes become effective upon completion of a successful vote to approve. And, on adoption, all previously adopted bylaws are thereby repealed, and the Association is governed in accordance with the newly adopted bylaws.

Section 2. Notice of Bylaws Actions

1. Residents may be notified of bylaws actions by various means, including posting in the ANA newsletter, electronic means including e-mail and web postings.
2. Notice of Meetings to consider bylaws actions are given in Article VIII, Section 2.
3. The wording of the proposed changes, will be distributed within the statutory time frame, no less than 10 days and no more than 60 days in advance of the meeting.
4. The wording of proposed changes may be distributed to members by various means, including posting in the ANA newsletter, and electronic means including e-mail and web postings. A "Public Notice" copy may be placed at the Yarbrough Library.
5. Revised Bylaws shall be presented as "red-line" changes to the old version.

Article XIV: Dissolution

Section 1. Dedication of Assets

1. Upon dissolution of the Allandale Neighborhood Association, no class of member shall have any right nor shall receive any assets of the Association.
2. The assets of the Association shall be permanently dedicated to a tax-exempt purpose compatible with the goals and purpose of ANA. In the event of dissolution, the Association's assets, after payment of debts, shall be distributed to an organization selected by the Executive Committee which is tax exempt under the provisions of Section 501(c)(4) of Internal Revenue Code. Unless changed by action of the EC, assets shall transfer to the Austin Neighborhood Council.

Section 2. Quorum

1. The Association may only be dissolved by an affirmative vote of two thirds of all members.
2. A Special Meeting dedicated to the topic of dissolution shall be called to vote on the issue as specified in Article VIII, Section 4.
3. As dissolution is a controversial issue, written paper notice via an issue of the newsletter shall be used.

Article XV: History of These Bylaws

Original Version: The full history of these bylaws has not been recorded over the years. We do not know when the original version was established. In the 1990's a copy, which we believe to be the 1997 amended version of the bylaws, was added to the original Allandale website and subsequently moved to the current Allandale website, *The Allandale Reporter*. From this date forward these will be referred to as the amended 1997 bylaws.

February 2009: 2008–2009—Major update of the bylaws to match current practice, to bring in line with the Texas Non-Profit Act, and to introduce procedures not addressed in the original version. Submitted for approval after a 26-month review process.

September 2013: Minor updates of the bylaws in order to: further clarify Association boundaries; establish a non-voting business sponsorship category; introduce quorum monitoring duties at EC and general membership meetings; eliminate the ex-officio EC membership status of the newsletter editor; and specify procedure for choosing and presenting the EC slate of nominees.