

## BYLAWS OF

### The Bull Creek Road Coalition (BCRC)

#### ARTICLE I: NAME

The name of the Association is **The Bull Creek Road Coalition** (hereinafter referred to as the "Association" and abbreviated as "BCRC".) The Association is to have a 5 year existence, unless amended by neighborhood vote.

#### ARTICLE II: MISSION STATEMENT

BCRC works toward improving the overall quality of life of the Austin central city citizens and Neighborhood Associations that are adjacent to or are affected by the State of Texas land tracts immediately south of 45<sup>th</sup> St and east of Bull Creek Rd [ GLO ID# 747 and 2402], and to implement goals designed to promote mutual interests and concerns.

#### ARTICLE III: MEMBERSHIP

A. The membership of the Association shall be the citizens who reside in the neighborhoods affected by development of these tracts and which petition for membership. Initially, the following Neighborhood Associations are considered members:

**Allandale Neighborhood Association**

**Bryker Woods Neighborhood Association**

**Highland Park West/Balcones Area Neighborhood Association**

**Oakmont Heights Neighborhood Association**

**Ridgelea Neighborhood Association**

**Rosedale Neighborhood Association**

**Westminster Manor Association**

B. The Board may create other Membership Categories as deemed necessary. Certain civic, community, environmental, etc. organizations may be admitted as non-voting members of the Association.

#### ARTICLE IV: BOARD OF DIRECTORS AND OFFICERS

- A. The Board of Directors (hereinafter referred to as the "Board") shall be made up of the following voting members:
1. The Presidents of the member Neighborhood Associations or their designates.
  2. The Officers of the Association, who may be elected either from the Board or from the membership at large and shall be:
    - a. President;
    - b. Vice President;
    - c. Secretary/Treasurer; and
    - d. Immediate Past President.
  3. The Chairs of the two Standing Committees.
- B. Each person serving in a voting position is entitled to only one vote on an issue even if he/she holds more than one voting position in the association.

#### C. DUTIES OF MEMBERS OF THE BOARD

1. The Board shall have all the powers to:
  - a) Manage the property and affairs of the Association;
  - b) To adopt such rules and regulations for the conduct of meetings of the Board and the Association and for the management of the affairs of the Association as they deem appropriate and which are consistent with these By-Laws;
  - c) To invest and reinvest the funds of the Association;
  - d) To authorize the preparation and circulation of documents for publication;
  - e) To determine and carry out all measures which promote the objects and purposes of the Association.
2. The President shall:
  - a) Preside at all meetings of the Association and Board;
  - b) Be the public spokesperson for the Association. The President may designate other individuals as spokespersons;
  - c) Be responsible for and ensure that projects undertaken by the Association and Board are developed, organized, and implemented in an orderly and timely manner;

- d) Appoint all committee chairpersons except the Nominating Committee chairperson and the two Standing Committee chairpersons, who shall be appointed by majority vote of the Board. Committee Chairpersons shall be responsible for the appointment of members to their respective committees;
  - e) Fulfill other responsibilities and duties as may be delegated from time to time or required by the Association or Board;
  - f) Be authorized as co-signature on checks for the Association;
  - g) Be an ex-officio member of all committees.
3. The Vice President shall:
- a) In the absence of or upon the direction of the President, preside at meetings of the Association and Board;
  - b) In the absence of the President be authorized as co-signature on checks for the Association;
  - c) Assume other duties of the President as directed by the Association or Board.
4. The Secretary/Treasurer shall:
- a) Prepare and maintain a file of official minutes for all meetings of the Association and Board. The Minutes shall be kept in a book for that purpose.
  - b) Read the Minutes of the most recent meeting of the Association and Board at the next meeting and make corrections if needed.
  - c) Complete all correspondence as directed by the Association and Board within the time frame specified, and shall maintain a file of all correspondence generated and received by the Association and Board. Such correspondence shall be made available upon request of any member of the Board;
  - d) Give notice of all meetings;
  - e) Keep an accurate accounting of all financial matters and properties with which the Association or Board may find itself concerned;
  - g) Perform all duties pertaining to the office which shall be required by the Board, including disbursement of funds;
  - h) Collect fees as may be required and shall issue appropriate receipts.
  - i) Keep a record of all funds collected, paid and/or owned by the membership, using generally accepted accounting procedures;
  - j) Make a detailed, written financial report to the Association at its annual meetings, or to the Board upon request;
  - k) Be first signature authority on checks for the Association;
5. Other members shall represent, as much as possible, the wide spectrum of the Association. They shall assist the Officers listed above in the governance of the Association.

D. TERMS OF OFFICE

- 1. Terms of the President, Vice President, Secretary/Treasurer, and Standing Committee Chairs shall be two (2) years;
- 2. No member may hold more than one office at a time, and members shall be eligible to serve consecutive terms in the same office;

E. MEETINGS OF THE BOARD

- 1. Meetings of the Board shall be at the discretion of the members. There shall be regularly scheduled meetings at 5:45p.m. on the 1<sup>st</sup> Wednesday of each month. Other meetings may be called routinely by the President, or in the President's absence, the Vice President. A simple majority of the Board shall comprise a Quorum for the conduct of business. All questions shall be decided by a majority vote of the members present, except as precluded by these By-Laws.
- 2. Members of the Board must make every effort to attend all meetings, with the understanding that there will be times when this is not possible. However, should a Board member be absent from four consecutive meetings, then the Board, by a two-thirds majority vote, may declare that seat vacant and request that seat be filled under Article IV, Section F;
- 3. Meetings of the Board shall be open to the public and due notice shall be given in advance of each meeting. Use of the Internet World Wide Web and electronic mail are acceptable means of communication for this purpose;
- 4. A majority of the Board, as well as the President and Vice President, may call a meeting as needed. Meetings shall be held at least quarterly;
- 5. When time is of essence, the President, or other Board member designated, may poll the Board members to ascertain their vote on an issue. In order for the vote to be valid, a reasonable effort must be made to contact at least three-fourths of the Board, and at least two-thirds of those responding would have to agree in order to

approve action. Use of the Internet World Wide Web and electronic mail are acceptable means of communication for this purpose.

**F. VACANCIES**

The member Neighborhood Association represented by the vacancy shall be responsible for filling their vacancy occurring on the Board.

**G. COMPENSATION**

None of the officers and agents of the Association shall receive any salary or compensation except as may be authorized by the Board. By majority vote of the Board, Officers may receive reimbursement for authorized expenditures on behalf of the Board or Association. The Treasurer shall keep a detailed reporting of such expenses.

**ARTICLE V: COMMITTEES**

Committees may be proposed by members and/or created by the Board to fulfill specific goals, as the Board deems necessary. Two Standing Committees shall have jurisdiction determined by the Board.

**ARTICLE VI: MEETINGS OF THE ASSOCIATION**

1. Annual meeting: The Board shall call a minimum of one meeting per year of the membership at large, which should occur between September 1 and May 31. Notice as to the date, time, place and business to be conducted at the meeting shall be published no later than 14 days in advance of the meeting. Use of the Internet World Wide Web and electronic mail are acceptable means of communication for this purpose.
2. Special meetings of the Association may be called by the Board provided at least 1 day advance notice of the date, place, time, and business to be conducted be given publicly. Use of the Internet World Wide Web and electronic mail are acceptable means of communication for this purpose.
3. The Fiscal Year of the Association shall be January 1 to December 31.

**ARTICLE VII: ELECTIONS**

The Board shall elect from among the membership a President, a Vice President, a Secretary/Treasurer, and the Chairs of the two Standing Committees, in keeping with Article IV.

**ARTICLE VIII: DUES**

No member of the Association shall be required to pay dues. The Board may establish voluntary minimum donations and encourage members who are financially able to contribute.

**ARTICLE IX: AMENDMENTS**

An amendment to these By-Laws may be proposed by any member or by a By-Laws Committee duly appointed by the Board, provided that information about the proposed amendment, its nature and content, be made available to the Association membership no less than two weeks prior to the meeting at which the proposed amendment is considered. Use of the Internet World Wide Web and electronic mail are acceptable means of communication for this purpose. Adoption of an amendment shall require approval by a two-thirds majority vote of members present. Amendments shall become effective upon adoption.

**ARTICLE X: RULES OF ORDER**

Except where it may conflict with procedures stated within these By-Laws, Robert's Rules of Order, Newly Revised, shall govern the procedures of the Association. It is understood that these rules shall be used for the practical and orderly governance of the Association.