



## **Cherrywood Neighborhood Association Bylaws**

**As amended on August 20, 2014**

### **Preamble**

Ongoing and anticipated powerful changes in Central Austin cause the Cherrywood Neighborhood Association (CNA) to seek a more effective and representative form. We affirm our intent to build active consensus, broaden participation, act collectively, capitalize on opportunities and manage problems. In addition to its other duties, we charge our new Steering Committee (SC) with framing a neighborhood vision and seeing it through.

### **Article I: Name**

The name of the organization shall be Cherrywood Neighborhood Association (CNA).

### **Article II: Purpose**

The purpose of CNA is to:

- Promote open discussion of neighborhood issues.
- Pursue solutions and favored by members.
- Monitor and inform CNA members of private initiatives and public policies significant to Cherrywood.
- Publish and deliver a quarterly newsletter (Newsletter) to each CNA member's residence, businesses and institutions, and as practicable, maintain a publicly accessible Web site and electronic email list of CNA residents.

### **Article III: Boundaries Map**

The boundaries of the Association CNA shall be as follows:

- West Boundary: West side of IH35 North-bound Feeder Road.
- East Boundary: East border of Airport Boulevard right of way.
- South Boundary: South Border of Manor Road right of way.
- North Boundary: North Boundary of CNA shall coincide with the current (2005) south boundary of the Wilshire Wood/Delwood I Neighborhood Association. Patterson Park is included within the boundaries of both CNA and the Wilshire Wood/Delwood Neighborhood Association.

An updated map of boundaries shall be published periodically and kept on the CNA Web site.

#### **Article IV: Membership**

All persons 18 or older who reside within the described boundaries are members of CNA.

#### **Article V: Meetings of the Membership**

- A. Notice of Membership Meetings: All general and special membership meetings shall require prior notice specifying the date, time, place and an agenda describing issues to be discussed and any possible actions on which a vote may be taken. Written notice shall be posted in publicly accessible locations no fewer than 5 days prior to a meeting. The Steering Committee shall determine and make public the exact locations of notice to be used for the year at its first meeting following October elections, or whenever a change is necessary. In addition, electronic notice shall also be posted to relevant websites and email lists, such as Cherrywood.org and NeighborNet, no fewer than 5 days prior to a meeting.
- B. General Membership Meetings: Membership meetings 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 SC.
- C. Special Membership Meetings: Special membership meetings may be called by the SC, or upon receiving a signed written request from not fewer than 10 CNA members delivered to the Chair by hand, postal delivery, or e mail. Only the business specified in the call may be taken up at a special meeting.
- D. Membership Meeting Quorum: A quorum for votes of record at a membership meeting is twenty members. With or without a quorum, “sense-of-meeting” straw polls are open to all attending.
- E. Agenda: The agenda for the general membership meetings shall list issues to be discussed and any possible actions to be taken. The Steering Committee shall set the agenda for the next general membership meeting at its meeting immediately prior to that general membership meeting. Additionally, upon the signed written request from no fewer than ten CNA members delivered to the Chair (by hand, postal delivery, or email) prior to the Steering Committee meeting, an item for discussion or action shall be placed on the agenda. New business introduced at a meeting shall be for discussion only and/or referral to a committee.

#### **Article VI: Steering Committee (SC)**

- A. General: The SC shall be the principal representative, governing, and policy-recommending body of the Association. Actions of the SC shall be governed by the will of the membership as expressed at general and special membership meetings.
- B. Nomination and Election of SC Members: The SC shall consist of 13 members. Prior or current service on the SC does not disqualify a member from nomination. No more than one member of a household may serve on the SC at the same time. Members of the SC shall be elected at large to serve two-year terms, the election to take place at the October general membership meeting. In even-numbered years, seven members will be elected and six current members will continue to serve out their two-year terms; in odd-numbered years, six members will be elected and seven members will continue to serve

out their two-year terms. Members of the SC shall take office at the end of the membership meeting at which they were elected. In any year, prior or current service on the SC does not disqualify a member from nomination. A slate of candidates for election equal to the number of vacancies shall be submitted by the Nominating Committee. Nominations from the floor may also be made by any member during the meeting at which SC members are elected. Any nomination must be previously agreed to by the nominee. The slate submitted by the Nominating Committee shall be published in the notice of the meeting. Election of the SC members shall be by paper ballot if there are more than the minimum required number of nominees. Each member may cast as many votes as there are open positions, each for a different nominee. A tie shall be decided by an agreed upon method of chance.

- C. **Removal and Vacancies of SC Members:** A member of the SC who fails to attend three consecutive regular SC meetings, or who ceases to be a member of CNA, shall be considered to have resigned, and a vacancy may be declared by the SC. A member of the SC may be removed from the SC for any reason by two-thirds vote of a membership meeting, provided that the recall is included in the agenda of the required notice of the meeting. Vacancies on the SC occurring between regular annual elections shall be filled on an interim basis by the SC, from nominees provided by the Nominating Committee. An election to fill a vacancy of the SC shall be held at the next general membership meeting.
- D. **Meetings of the SC:** The SC shall hold regular monthly meetings at a time and place designated by the SC. Notice of the time and place of regular SC meetings shall be published in the newsletter and as practicable, on the CNA Web site. Special meetings of the SC may be called by the Chair, or by any four of its members. No action related to a CNA policy position may be taken at a special meeting unless notice of the meeting has been provided to CNA members pursuant to Article V(A). A quorum of the SC shall be a simple majority of current members but never fewer than five. No action shall be taken by the SC unless a quorum is present. From time to time, the regular business of the SC may be conducted electronically, and votes may be taken via email.
- E. **Duties and Powers of the SC:** Between membership meetings, the SC shall make recommendations for action and policy to the general membership, or take action to support or further policies, activities, or events approved by earlier membership meetings. Pursuant to Article VII, the SC is authorized to make policy decisions when necessary. The SC shall set an annual budget to be approved by the CNA. The SC may authorize all necessary expenditures of CNA funds to publish the newsletter or any notice of a membership meeting. Expenditures exceeding \$500 shall be approved by a membership meeting. The SC alone may authorize other expenditures of CNA funds up to \$500 to support or further any policy, activity or event previously approved during a membership meeting. SC members shall endeavor to attend all meetings of the SC and all membership meetings. All SC meetings are shall be open to members. However, only SC members may vote on questions before the SC.

## **Article VII: Officers**

- A. The officers of CNA shall be the Chair, Vice-Chair, Secretary and Treasurer. The officers shall be selected by a majority of the SC from among its members at its first regular meeting or as soon thereafter as possible. A majority of the entire SC shall elect the

officers. The officers shall take office immediately upon being elected. The terms shall extend for one year or until the new SC elects successors.

- B. The duties and responsibilities of officers are as follows:
- The Chair shall preside at all meetings of the membership and SC. The Chair shall, with the Secretary, be responsible for providing required notices. The Chair shall be the principal representative of the CNA. The Chair may designate chairing duties as required.
  - The Vice-Chair shall perform the duties of the Chair as necessary.
  - The Secretary shall keep a complete record of all actions (including a separate list of policies) of membership and SC meetings. The Secretary shall, with the Chair, be responsible for providing required meeting notices.
  - The Treasurer shall maintain a CNA bank account, collect and disburse funds including dues as authorized, maintain books and records of accounts of CNA assets and accounts, and report at each regular meeting on CNA finances. The Treasurer may authorize or disburse up to \$100 in CNA funds between SC meetings without prior approval of the SC.
- C. An officer who can no longer serve shall be replaced by the SC at the next regular meeting.
- D. An officer who fails to properly perform the prescribed duties of office may be removed by a majority of the entire SC, or by two-thirds vote of a membership meeting provided that the recall action is included in the agenda of the required notice of the meeting.

#### **Article VIII: Committees**

- A. All Committees: The SC may establish standing committees, special committees, and task forces as necessary to organize and further CNA's work effectively and to encourage community-oriented volunteer efforts. Members may serve on committees and vote on issues before the committee. Committee votes may be subject to SC endorsement prior to implementation. Committee chairs may be appointed by the CNA Chair or elected by the committee itself. Notice of committee meetings shall be posted on the CNA online calendar at least five days in advance. Committee meetings shall be open to the public. Non-members may attend and participate, but may not be Chair and may not vote except where the Chair calls for a straw poll.
- B. Nominating Committee: The Nominating Committee shall be a standing committee consisting of five members, no more than two of whom shall be members of the SC. The Nominating Committee shall select a slate of candidates for the SC election prior to the October general membership meeting as specified previously in the bylaws; for election prior to the October general membership meeting; in so doing it shall attempt to balance the membership of the SC with respect to geographic residence, age, sex, occupation, and areas of expertise, choosing from among persons who have demonstrated interest in furthering the goals of CNA. The slate of candidates shall be equal to or greater than the number of vacancies on the SC. The Nominating Committee shall publish the slate of nominees and notice of the election meeting pursuant to Art. V(A). The Nominating Committee shall, in the case of vacancies, present nominees to the SC to fill the vacancy. Refer to Article VI(C).

#### **Article IX: Political Activities**

Neither CNA, its SC, nor any member purporting to speak for it, shall represent CNA as endorsing any candidate for public office or any political party. CNA membership rosters or email lists shall not be used for political, commercial, or any other activity not directly related to CNA, and without prior SC authorization.

#### **Article X: Policy Determination**

CNA may develop policy positions, including those that support or oppose the establishment or modification of laws, regulations, City ordinances and policies. CNA policy positions shall be determined at a membership meeting of CNA by majority vote at which a quorum is present. In case of necessity between general membership meetings, and when there is insufficient time to call or notice a special meeting, the SC may take a policy decision on behalf of CNA. A policy so decided by the SC shall be submitted for approval at the next general membership meeting.

No member of CNA may make a public statement representing a position of CNA without prior approval from the SC.

#### **Article XI: Books and Records**

All books and records of CNA may be inspected by any member at any reasonable time.

#### **Article XII: Parliamentary Authority**

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

#### **Article XIII: 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(s) is included in the agenda of the required meeting notice.

#### **Article XIV: Repeal**

With adoption of these bylaws, all previous bylaws and articles are hereby repealed.