

ZNA EXECUTIVE COMMITTEE MEETING MINUTES

April 22, 2021 —**Zoom Meeting called by Dave Piper, Bruce Wiland, Bobby Rigney starting at 8:00 pm**

Attending: Dave Piper, Bill Bunch, Gary Hamilton, Megan Paul, Bill Neale, Bobby Rigney, Bruce Wiland
Absent: Robin Rather, Pat Cramer

The following motion was made by Dave Piper and seconded by Bruce Wiland:

“The proposed draft of the bylaws dated April 20, and amended for minor typographical and grammatical errors by Bill Neale shall be posted to the ZNA website, submitted to the General Membership at the General Membership meeting in April, and voted on by the General Membership at the General Membership meeting in July.”

It passed with 6 ayes, 0 nays, and one abstention by Bill Bunch. The redline version of the bylaws as amended by this vote and to be posted on the ZNA website is attached below.

Bill Bunch is to submit two additional amendments in time for the General Membership meeting on April 26.

Zilker Neighborhood Association Bylaws

Article I. Name

The name of this organization shall be Zilker Neighborhood Association. Inc., a nonprofit corporation, hereinafter referred to as the Association.

Article II. Purpose

The purpose of the Association is to seek to improve the quality of life in the neighborhood in matters of land use, environmental protection, public services, consumer protection, preservation of the historic and unique character of the community; to provide support in other matters of neighborhood concern; and to promote and participate in the civic life of the city.

Article III. Objectives

The objectives of this association are to:

1. Represent and advance the interests of residents in the neighborhood.
2. Keep all residents informed of issues vital to the neighborhood by appropriate communications and meetings.
3. Establish standing and ad hoc committees to investigate and make recommendations to the association on all matters of neighborhood concern.
4. Seek the improvement of single and multiple dwellings by residents and absentee owners.
5. Establish mutual protection and safety.
6. Improve safety of the streets through better traffic control.
7. Provide a greater emphasis on inclusion of apartment dwellers as integral members of the community.
8. Facilitate the education of residents regarding available options relating to home ownership, zoning, rights, etc.
9. Work toward development and preservation of natural green spaces, parks, trees, landscaping, and general land-use management.
10. Develop, adopt, and monitor a neighborhood plan, including an inventory of land uses and facilities.

Article IV. Membership

Section 1. Eligibility

- a. Membership in the Association shall be open to all persons 18 and over residing in the neighborhood.
- b. Membership shall be issued to individuals upon payment of annual dues (see also Article V, Section

ZNA Bylaws, as amended and adopted by the General Membership on ~~July 30, 2018~~ xxxx xx, 2021

~~34~~ and Article VI, Section 3, regarding eligibility to vote).

Section 2. Dues

a. Membership categories and dues for each category shall be determined by the Executive Committee. ~~Changes-Any changes~~ in the basic annual dues shall be presented at the ~~final-fall~~ quarterly meeting of ~~the fiscal year~~ for approval by a majority vote of the membership. The Executive Committee is empowered to waive or reduce dues for individual residents.

b. All memberships expire at the end of each ~~fiscal~~ year, if dues for the following ~~fiscal~~ year are unpaid. A person whose membership has expired enjoys a one-year grace period during which he/she may pay dues and reinstate membership at any time.

Article V. General Membership Voting

Section 1.

A quorum shall be necessary for the transaction of association business at the General Membership meetings. A quorum is constituted with fifteen or more members in good standing.

Section 2.

The Executive Committee may present resolutions to be voted on by the General Membership at General Membership meetings as long as 10 days prior notice describing the resolution was given to the General Membership. The General Membership may also propose resolutions to be voted on by the General Membership. Such resolutions shall be signed by 25 eligible voting members as defined in Section 4 and provided to the Executive Committee at least 14 days prior to the General Membership meeting.

Section ~~23~~.

An affirmative vote of more than 50 percent of the members present and voting shall be binding on the Association.

Section ~~34~~.

All new members ~~joining after 1 July 2004~~ will be registered upon receipt of dues ~~and are not and become~~ eligible ~~to vote for voting members~~ 30 days after such registration. A person who reinstates membership during the grace period (as defined in Article IV, Section 2.b) ~~may vote at the same meetings shall become an eligible voting member at the time~~ at which he/she pays reinstatement dues.

Article VI. Officers

Section 1. Executive Officers

The officers of the Association ~~shall be elected from the active membership and~~ shall be a President, Executive Vice-President, Vice-President ~~in charge~~ of Communications, Vice-President ~~in charge~~ of Social Events, Vice-President ~~in charge~~ of Zoning, Vice-President ~~in charge~~ of Parks and the Environment, Secretary, Treasurer, and Austin Neighborhoods Council Delegate. These nine elected officers shall constitute the Executive Committee.

Section 2. Nominations

The Executive Committee shall nominate officer candidates at the Executive Committee meeting immediately preceding the fall quarterly meeting of the General Membership. Nominations for officers may also come from the General Membership ~~and but~~ must be received by the Executive Committee no later than one week prior to the aforementioned Executive Committee meeting. the fall meeting at which tThe Executive Committee will present the slate of nominees to the General Membership for election. A nominee must be a paid-up member as of September 30.

Section 3. Elections

Officers shall be elected for one-year terms by a simple majority vote of those eligible voting members present and voting at the fall ~~general~~ meeting of the General Membership as long a quorum of 15 eligible voting-members is present. For purposes of officer elections, an eligible voting member is one who is paid-up as of September 30.

If an office is contested, the election shall be by secret ~~written~~ ballot. Such ballots shall be cast and counted as the first order of business at ~~the this~~ fall meeting. If the fall meeting cannot be held in person due to special circumstances and an office is contested, the Executive Committee may choose an alternate method of voting which may include mail-in ballots or a drop box.

Officers-elect shall be installed ~~at the beginning of the fiscal~~ on January 1 of each year.

Section 4. Duties of Officers

The President shall preside at all meetings of the Executive Committee and the Association and shall be an ex officio member of all committees. The President shall be empowered to speak on behalf of the Association consistent with the objectives and prior resolutions of the Association and Executive Committee. The President shall be empowered to sign checks.

The Executive Vice-President shall assist the President as directed and shall fulfill the duties of the President in the President's absence.

The Secretary shall be responsible for recording the minutes of each General Membership meeting and Executive Committee meeting, ~~and~~ shall conduct correspondence as directed by the Executive Committee, and shall be the Registered Agent for the Association.

The Treasurer shall be responsible for maintaining the financial records of the Association, shall draw and sign checks as needed, ~~and~~ shall receive and deposit all income, shall present quarterly financial reports, and shall file all necessary tax returns.

The Vice-President ~~in charge~~ of Communications shall be responsible for producing the newsletter, which shall give notice of regular meetings to area residents. The content of the newsletter shall be consistent with the purposes of the Association as set out in Article II and shall be subject to approval by the Executive Committee.

The Austin Neighborhoods Council Delegate is authorized to represent the Association and vote at meetings of the Austin Neighborhoods Council and other umbrella groups as determined by the Executive Committee.

The Vice-President ~~in charge~~ of Social Events shall be responsible for organizing the quarterly meetings and other events as determined by the Executive Committee.

The Vice-President ~~in charge~~ of Zoning shall chair the Zoning Committee and shall present a quarterly

report of the committee to the Association.

The Vice-President ~~in charge~~ of Parks and the Environment shall chair the Parks and Environment Committee and shall present a quarterly report of the committee to the Association.

Section 5. Removal from Office

Any officer may be removed from office for cause at any meeting by two-thirds of the membership present and voting, ~~providing provided~~ that notice has been furnished to the membership at least two weeks prior to said meeting. Any officer may be removed from office for cause by two-thirds of the Executive Committee.

Section 6. Replacement of Officers

When necessary, vacant offices may be filled at any meeting by the Executive Committee for the unexpired portion of the term.

Article VII. General Membership Meetings and Organization

Section 1. Regular Meetings

Meetings of the General Membership of the Association shall be held once each quarter as set by the Executive Committee.

Section 2. Special Meetings

Special meetings of the General Membership of the Association may be called by the Executive Committee with 10 days notice to the General Membership. A special meeting may also be called by a petition signed by 25 members and submitted to the Executive Committee. The agenda of a meeting called by petition shall be limited to the specific items listed in the petition.

Section 3. Virtual Meetings

Regular meetings and special meetings may be conducted virtually if the Executive Committee determines that it is necessary due to special or emergency circumstances.

Section ~~34~~. Fiscal Year

The fiscal year of the Association shall run from January 1 to December 31.

Article VIII. Committees

Section 1. Executive Powers

The Executive Committee shall transact necessary business in the intervals between regular meetings and such other business as may be referred to it by the Association, and shall appoint all committees and approve the work of such committees.

Section 2. Executive Committee

The Executive Committee shall consist of the nine officers. The President shall ~~serve~~s as presiding officer. This Executive Committee shall conduct all business of the Association as required and shall

meet upon the call of the President or upon the call of three committee members. Meetings may be held virtually or by remote communications if circumstances necessitate. Voting by email is valid as long as a motion is clearly described in writing, the vote is unanimous, and all Executive Committee members have voted. Meetings of the Executive Committee shall be open to interested members of the Association.

Section 3. Standing Committees

The following standing committees shall be established:

- a. Zoning Committee – The Vice-President ~~in charge~~ of Zoning shall preside as chairperson. Members of the Committee shall be appointed by the Executive Committee. This committee shall review zoning, code enforcement, - and other land use cases and issues with respect to the purposes and objectives of the Association, and make recommendations to the Executive Committee.
- b. Parks and Environment Committee – The Vice-President ~~in charge~~ of Parks and the Environment shall preside as chairperson. Members of the Committee shall be appointed by the Executive Committee. This committee shall review planning for parklands, review management of events in City parks, and review policies regarding tree protection, and review other environmental matters with respect to the purposes and objectives of the Association, and make recommendations to the Executive Committee.

Section 4. Ad Hoc Committees

Ad hoc committees may be created by the ~~President Executive Committee~~ as necessary. The ~~President Executive Committee~~ shall define the purpose and duties of each committee and appoint the chairperson and members.

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. These rules may be suspended at any meeting by a majority vote.

Article X. Prohibition

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

Article XI. Special Provisions

Section 1.

These amended bylaws shall become effective immediately upon approval provided that they are approved in accordance with Article XII.

~~Section 2.~~

~~Other provisions of these bylaws notwithstanding: upon approval of these amended bylaws and until the next election of officers, the existing officers and committee chairpersons shall retain their current positions except that the first vice president shall become the executive vice president, the second vice president shall become the ANC representative, the newsletter editor shall become the vice president~~

~~in charge of communications, the social chair shall become the vice president in charge of social events, the zoning chair shall become the vice president in charge of zoning, and the parks and environment chair shall become the vice president in charge of parks and the environment.~~

Article XII. Amendment of Bylaws

These bylaws may be amended at any regular meeting by a two-thirds vote of the members constituting a quorum provided that the amendment has been submitted in writing to the membership at the previous meeting.

Article XIII. Neighborhood Boundaries

Section 1.

The neighborhood shall include the property within the boundaries as shown in the map at Exhibit A. Residents on both sides of boundary streets are eligible for membership. ~~[Note: Exhibit A is a new digital version of the previous Exhibit A but the boundaries have not changed.]~~

Section 2.

The Executive Committee shall negotiate boundary disputes with neighboring associations.

Article XIV. Dissolution

Section 1.

Only the Membership may dissolve the Association. This Association may be dissolved by a three-fourths (3/4) vote of the Membership present at a duly called meeting of the Association at which a quorum is present and the notice of which has been provided at least 30 days prior to the meeting accompanied by the text of the resolution to dissolve.

Section 2.

In the event of dissolution of the corporation, the property and assets thereof, after providing for all obligations and liabilities of the corporation, shall be distributed to the Zilker Elementary School Library, or in the event that the Zilker Elementary School Library no longer exists, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.