

Steiner Ranch Neighborhood Association  
Travis County,  
Texas

BYLAWS – 02/13/2012 Rev 1.3

**ARTICLE I. NAME:**

The name of this Association shall be Steiner Ranch Neighborhood Association (SRNA). A Texas Non-Profit organization.

**ARTICLE II. PURPOSE:**

- a. To enhance the livability of the neighborhood by establishing and maintaining an open line of communication and liaison among the neighborhood, government agencies and other neighborhoods.
- b. To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- c. To do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted, and engage in any lawful activity for which nonprofit corporations may be subject to the provisions of the Uniform Unincorporated Nonprofit Association Act, Chapter 252 of the BOC (Business Organizations Code).
- d. For such other objectives as are approved by the Board of Directors (Board) or membership.

**ARTICLE III. BOUNDARIES:**

The boundaries are Lake Austin to the South and to the West, Lake Travis and Tom Hughes Park to the North, and from Tom Hughes Park south to and along Steiner Ranch Boulevard, then Quinlan Park Road, then University Club Drive, including the area within ½ mile to the East.

**ARTICLE IV. MEMBERSHIP:**

**Section 1** **Qualifications:** Membership in the Neighborhood Association shall be open to all residents, property owners, and holders of a business license located within the boundaries as defined in ARTICLE III of these bylaws who request in writing to be a Member and pay the annual membership dues. A membership may apply to an individual member of a household if requested, otherwise a single membership for a resident will be considered a household membership.

**Section 2** **Voting:** All members as defined above shall have one vote each to be cast during attendance at any general or special meeting. One

member of each household for a household membership and one representative from each business shall be allowed the same voting privilege as an individual member. Unless otherwise specified in these bylaws, decisions of the Neighborhood Association shall be made by a majority vote of those members present at any meeting.

**ARTICLE V. FINANCIAL SUPPORT:**

Charging of dues or membership fees shall be collected annually on the member's anniversary; however, voluntary contributions will be accepted and fund raising may be authorized by the Board

- a. Annual Dues: Unless otherwise established, annual membership dues shall be \$50 for residents, per household, and for businesses.
- b. Establishment of Annual Dues: The board will review and establish the annual dues at the last meeting of the previous calendar year.

**ARTICLE VI. MEMBERSHIP MEETINGS:**

**Section 1** General Membership Meetings: There shall be one (1) general membership meeting each year. The meetings shall be convened upon any day decided upon by the majority vote of the Board. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hours notice for all active members and to individuals and news media that have requested notice.

**Section 2** Special or Non-Regular Meetings: Special meetings of the membership, the Board, or committees may be called by the Chairman or by majority vote of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hours notice for all active members, board or committee members, and to individuals and news media that have requested notice.

**Section 3** Agenda: Subject to the approval of the Board, the Chairman shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by:

- a. submitting the item in writing to the Board at least seven (7) days in advance of the meeting or
- b. making a motion to the Board to add an item to the general or special meeting agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

**Section 5** Quorum: A quorum for any general or special meeting of the Neighborhood Association is established by ¼ representation in

person, or by proxy.

**Section 6** **Participation:** Any general, special, Board, or committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. Only members will be eligible to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority opinion reports.

**ARTICLE VII. BOARD OF DIRECTORS:**

**Section 1** **Number of Board Members:** The Board shall determine the exact numbers of Board positions annually. There shall be at least five (5) and no more than nine (9) Board members.

**Section 2** **Eligibility for Board Service:** Only persons eligible for membership shall be qualified to hold an elected or appointed position. Not more than one individual from each household or business membership may serve on the board concurrently.

**Section 3** **Terms of Office:** Terms of office are staggered. The initial appointments for one (1) year terms and for two (2) year terms will be determined by the Board at their first meeting. Upon expiration of initial terms of office, all re-appointments would be for two (2) year terms.

**Section 4** **Board Vacancies:** The Board may fill any vacancy on the Board or committees by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed.

**Section 5** **Election of Board Members:** Board members shall be elected annually by a vote of the membership at an annual meeting. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member of the Neighborhood Association. Election requires a majority vote of the membership present, or represented by proxy.

**Section 6** **Duties of Board Members:** The Board shall have the following responsibilities and powers:

- a. Manage the daily affairs of the Neighborhood Association.
- b. Make decisions and represent the interests of the Neighborhood Association on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting.
- c. Appoint committees to perform necessary functions and represent the Neighborhood Association on specified topics.
- d. Establish a yearly work plan of priority issues and projects for maintaining and encouraging involvement in the Neighborhood Association.

**Section 7**    **Election of Board Officers:** Board members shall meet after the election or assignment of a new Board member and by majority vote of the Board members present, elect a Chairman, Vice Chair, Secretary, Treasurer and Communications Officer. The remaining Board members shall be members-at-large.

**Section 8**    **Duties of Board Officers:**

- a. **Chairman:** The Chairman shall preside at all board meetings and all membership meetings and shall perform such duties as the Board and the membership from time to time authorizes. The Chairman shall represent the position of the Board and the interests of the Neighborhood Association.
- b. **Vice Chairman:** The Vice Chairman shall perform the duties of the Chairman in the Chairman's absence and as authorized by the bylaws or regulations of the Board.
- c. **Secretary:** The Secretary shall record and maintain minutes of Membership and Board meetings, assist the Chairman with correspondence and maintain the non-financial files of the Neighborhood Association. The Secretary will maintain a list of Board members and their terms.
- d. **Treasurer:** The Treasurer shall have charge of all funds belonging to the Neighborhood Association and shall receive, deposit and disburse funds for the Neighborhood Association in a bank(s) or financial institution(s) in such manner as designated by the Board. The Treasurer shall make financial reports as directed by the Board.
- e. **Communications Officer:** The Communications Officer shall be responsible for ensuring communications with members of the Association. These shall include notices for general, special and Board Meetings, elections of Board members, and regular updates on the activities of the Association. Communications shall be made as directed by the Board.

**Section 9**    **Board Meetings:**

- a. **Regular Board Meetings:** There shall be at least 6 regular Board meetings each year. The meetings shall be convened at least every odd numbered month and upon any day decided upon by the majority vote of the Board. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require a minimum of seven (7) days advance notice to the general public and all Board members, and to individuals and news media that have requested notice.

- b. **Special or Non-Regular Board Meetings:** Special meetings of the Board may be called by the Chairman or by majority vote of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven (7) days advance notice to the general public and a minimum of 24 hours notice for all Board members and to individuals and news media that have requested notice.
- c. **Emergency Meetings:** Emergency meetings of the Board may be called by the Chairman or by majority of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists, or any other appropriate means of communication apt to reach a majority of the members. Notification shall require not less than 24 hours notice to the members of the Board that is meeting and to individuals and news media that have requested notice.
- d. **Board meetings are chaired by the Chairman.**
- e. **Quorum:** A quorum for Board meetings of the Neighborhood Association requires at least a majority of Board members to be present.
- f. **Voting:** Unless otherwise specified in these bylaws decisions of the Board shall be made by a majority vote of those Board members present at any meeting.

**Section 10 Powers of the Board:** The Board shall be responsible for all business coming before the Neighborhood Association and for assuring that members are informed of business that affects them through reasonable means of notification. The Board has the responsibility of acting in the best interest of the neighborhood but is not specifically bound to act according to the desire of the majority of members attending a particular meeting.

**Section 11 Termination for non-attendance:** Board members failing to attend three consecutive Board meetings may be terminated from the Board upon written notice.

**Section 12 Conflict of Interest Policy and Disclosure:** On an annual basis, all Board members shall be provided with a copy of "STEINER RANCH NEIGHBORHOOD ASSOCIATION Board of Directors Conflict of Interest Policy and Disclosure Form" and are required to complete and sign the provided form. All completed forms shall be provided to and reviewed by the Chairman and the Secretary, along with all other conflict information provided by Board members.

## **ARTICLE VIII. COMMITTEES:**

**Section 1 Establishment of Committees:** There may be standing committees

as designated by the Board and special committees as may be established by the Chairman. Committees must have at least one (1) Board member on them.

**Section 2** **Advisory Committee:** As the membership of the Board may, from time to time, under-represent segments of the membership, including representation from within various Home Owners Association boundaries, business members, or other identified parties, the Board may establish an Advisory Committee to include such parties.

**ARTICLE IX. CONFLICT OF INTEREST PROCEDURES:**

A transaction in which a Director may have a direct or indirect conflict of interest may be approved by a vote of the Board if in advance of the vote by the Board all material facts of the transaction and the Director's interest are disclosed to the Board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized by single Director. If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of, or vote cast by a Director with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Director with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

**ARTICLE X. GRIEVANCE PROCEDURES:**

**Section 1** **One-on-One Dialogue and Mediation:** Individuals and groups are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation.

**Section 2** **Eligibility to Grieve:** Any person or group may initiate this grievance procedure by submitting a grievance in writing to the Board. Grievances are limited to complaints that the grievant has been harmed by a violation of these bylaws that has directly affected the outcome of a decision of the Neighborhood Association. Grievances must be submitted within 45 days of the alleged violation.

**Section 3** **Processing the Grievance:** The Board shall arrange a Grievance Committee, which shall review the grievance. The committee shall hold a public hearing and give the grievant and others wishing to present relevant comment and an opportunity to be heard. The committee shall then forward its recommendations to the Board.

**Section 4** **Final Resolution:** Within 60 calendar days from receipt of the grievance, Board shall render a final decision on the grievance and notify the grievant of their decision. Deliberations by the grievance committee on a recommendation and by the Board on a decision may be held in executive session.

**ARTICLE XI. PROCEDURE FOR CONSIDERATION OF PROPOSALS:**

**Section 1** **Submission of Proposals:** Any person or group, inside or outside the boundaries of the Neighborhood Association may propose in writing items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of the Board, standing or special committees, or general or special meetings.

**Section 2** **Notification:** The proponent and members directly affected by such proposal shall be notified in writing of the place, day, and hour the proposal shall be reviewed not less than 24 hours in advance.

**Section 2** **Attendance:** The proponent may attend this meeting to make a presentation and answer questions concerning the proposals.

**Section 4** **Dissemination:** The Neighborhood Association shall record recommendations and dissenting views in the meeting minutes.

**ARTICLE XII. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:**

The Association shall abide by all Texas Statutes relative to public meetings and public records. Official action(s) taken by the Neighborhood Association must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) and recommendations made along with a summary of dissenting views. Official records will be kept on file and all books and records of the Neighborhood Association shall be made available to any voting member within a reasonable time.

**ARTICLE XIII. NONDISCRIMINATION:**

The Neighborhood Association will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

**ARTICLE XIV. PARLIAMENTARY RULES:**

The conduct of business of SRNA shall be governed by Robert's Rules of Order, most recent edition, unless otherwise authorized by these Bylaws.

**ARTICLE XV. ADOPTION AND AMENDMENT OF BYLAWS:**

**Section 1:** These By-Laws may be amended at any special meeting of the Association called for that purpose or at the regular meetings of the Association. Amendments may be proposed by the Board or by any member. The wording of any proposed amendments shall be included in the notice of the meeting. Adoption of Bylaws amendments is by majority vote of those members present and voting.

**Section 2:** Unless otherwise provided prior to its adoption or in the motion to adopt, an amendment shall become effective upon adjournment of the meeting at which it is adopted.

**ARTICLE XV. SERVICE OF NOTICE:**

The Association may be contacted by registered mail, receipt requested, and certified mail at:

Steiner Ranch Neighborhood Association  
2900 N. Quinlan Park Rd., Ste. 240-118  
Austin, TX 78732