

**SOUTHWOOD NEIGHBORHOOD ASSOCIATION BYLAWS
SECTION 1**

Article I - Name

The name of this organization shall be the Southwood Neighborhood Association, herein after referred to as SouthwoodNA, established July, 1997.

Article II - Purpose and Mission Statement

The purpose of SouthwoodNA is to seek to preserve and improve the quality of life in the neighborhood and to provide support in all matters of neighborhood concern. The Mission Statement of the SouthwoodNA is to promote a sense of community, and to encourage active participation and pride in our neighborhood.

Article III - Boundaries

Ben White Blvd. on the north; Manchaca Rd. on the west; South First St. on the east; and on the south, Stassney Ln. when west of the railroad tracks, and Williamson Creek when east of the railroad tracks, comprise the boundaries of the Southwood neighborhood and of SouthwoodNA.

Article IV - Membership

All residents living within the area described in Section 1, Article III are eligible for membership in SouthwoodNA. Non-resident property and business owners shall be invited to participate on a non-voting basis. Honorary voting membership may be attained through nomination by a SouthwoodNA officer, and approved by a majority vote of the general membership.

Members shall be asked, but not required, to contribute membership dues set by the Executive Board and ratified by the majority membership at the beginning of each fiscal year for the support of authorized activities.

Membership may be revoked for cause at any meeting of the SouthwoodNA by a majority vote of the general membership present providing that notice has been furnished to the membership at least two weeks prior to said meeting.

Article V - Objectives

The objectives of SouthwoodNA are to:

1. *Represent and advance the interests of residents of the neighborhood through the election of a SouthwoodNA Executive Board to develop policy, and officers, OR designees, to implement that policy.*
2. *Work in the development of area parks and natural green spaces, and in the implementation of land use policies.*
3. *Preserve the historic character and unique culture and amenities of the neighborhood.*
4. *Promote public services, community education, consumer protection, and public safety.*
5. *Publish on a regular basis a SouthwoodNA newsletter to keep all residents informed on issues vital to the neighborhood.*

Article VI - Organizational Structure

1. *Sector Representatives: Four (4) neighborhood sector representatives will represent each of sector (NE, SE, NW, and SW) within the boundaries established in Section 1, Article III. Each sector representative candidate must reside within the sector they wish to represent. Each shall be elected annually by obtaining a simple majority vote of residents within their neighborhood sector in accordance with guidelines set out in Section 2, Article III. These representatives will serve a two (2) year term.*
2. *Duties of Sector Representatives:*
 - a) *Serve on the Executive Board*
 - b) *Hold sector meetings, door-to-door inquiries, or otherwise get to know the needs of SouthwoodNA members within the sector being represented.*
3. *Officers: SouthwoodNA Members will annually elect officers who will represent SouthwoodNA. Officers will include the President, two (2) Vice Presidents, a Treasurer, and a Secretary. Terms of office are set out in Section 2, Article IV. Officer candidates shall be elected by obtaining a simple majority vote of SouthwoodNA members in accordance with guidelines set out in Section 2, Article III.*
4. *Duties of Officers:*
 - a) *The President shall:*
 - 1) *Preside at all meeting of the SouthwoodNA general membership and Executive Committee, and shall be ex-officio member of all committees.*
 - 2) *Cosign all checks drawn on the account of the SouthwoodNA.*
 - 3) *Be the primary spokesperson of SouthwoodNA, have the right to approve all statements made on behalf of SouthwoodNA, and be required to report these endorsements at the next meeting of the SouthwoodNA Executive Board.*
 - b) *The First Vice President shall assist and support committees related to zoning, development, parks and traffic. Will preside at SouthwoodNA meetings when necessary due to the absence of the President. Will also chair the Annual Audit Committee.*

- c) *The Second Vice President shall assist and support activities related to newsletter, telephone line, web page, and other media. Will assist and support activities related to community Ambassadors, resource persons and the Austin Neighborhoods Council Representative. The Second Vice President will also chair the Elections Committee.*
- d) *The Treasurer shall assist and support activities related to finance, fund raising and social chair. The Treasurer will also be responsible for accountability of funds disbursements and deposits, and shall bring the checkbook and other books to each meeting of the Executive Board and shall provide a treasury report at these meetings. The Treasurer cosigns all checks drawn on the account of SouthwoodNA.*
- e) *The Secretary will assist and support activities related to corresponding secretary, records keeper, agenda keeper and database manager. In the absence of the President or the Treasurer, the Secretary cosigns checks drawn on the account of SouthwoodNA.*
- f) *All Officers are elected and will also serve as at large members of the Executive Board.*

End of Section 1

**SOUTHWOOD NEIGHBORHOOD ASSOCIATION BYLAWS
SECTION 2**

Article 1 - Meetings and Organization

1. *Meetings of the SouthwoodNA shall be open to the public and agendas made public via e-mail, website, and/or mailed.*
2. *Meetings of the SouthwoodNA general membership shall be held quarterly, scheduled on such day as a majority of the residents may agree. Special meetings may be called by the Executive Board.*
3. *The Executive Board meetings shall be held on a monthly basis scheduled by the President. Agendas shall be published in advance and meetings shall be open to the general membership.*
4. *The fiscal year of SouthwoodNA shall run from October 1 to September 30.*

Article II - Voting

1. *Each SouthwoodNA member present at any SouthwoodNA general association meeting shall be entitled to one vote. SouthwoodNA members must be 18 years of age or older in order to vote.*
2. *Quorum: In all cases where official positions and policies are being established, a quorum shall be necessary for the transaction of SouthwoodNA business;*
 - a) *For SouthwoodNA general membership meetings, a quorum of SouthwoodNA members shall be necessary for the transaction of SouthwoodNA business. A quorum at these meetings shall be defined as at least seven (7) SouthwoodNA members.*
 - b) *For SouthwoodNA Executive Board meetings, a quorum shall be constituted when five (5) Board members are present.*
3. *A majority vote of more than fifty (50) percent of the members constituting a quorum shall be binding on SouthwoodNA.*

Article III - The Election Process

1. *Election Date: The election process including publicity, polling place, date and time of the election shall be determined by the Election Committee and shall be held at a central point in the neighborhood accessible to all neighborhood residents.*
2. *In order to vote, proof of residency will be required. Proof of residency may include a current Texas Drivers License, Texas Identification Card, voter's registration card, or utility bill with the name and address of the resident(s).*

3. *Staffing the election process shall be the responsibility of the Election Committee. The Election Committee shall maintain confidential election results and report to the Executive Board.*
4. *Appeals: Any appeals, questions, or issues related to the election process shall be in writing and submitted to the chair of the Election Committee within forty eight (48) hours of the close of the election process. The Election Committee will include these appeals, questions, or issues in their report to the outgoing Executive Board for resolution. The Executive Board decisions are final.*
5. *Certification of Results: The outgoing Executive Board will certify election results and make any decisions to resolve election appeals, issues or questions and then make the election results public.*
6. *In those cases where no resident files for election of a given office, nominations for these positions shall be the responsibility of the Nominations Committee.*

Article IV - Executive Board

1. *Once elected, the four (4) Sector representatives will become members of the Executive Board.*
2. *In addition to the four (4) sector representatives, the SouthwoodNA officers will also serve as members of the Executive Board.*
3. *During the first Executive Board election, straws will be drawn by members of the Election Committee so that overlapping terms of sector representatives will be established. During the first year, half of the board will serve one year, and half of the board will serve two years. Annually thereafter, one half of the board will be elected for two-year terms.*
4. *Members of the Executive Board present in person or by telephone at any Executive Board meeting shall be entitled to one vote. No proxy votes will be allowed for board members.*
5. *The sectors from which the board representatives are elected, are to be defined prior to the election and may be adjusted annually by the Executive Board to reflect equal representation.*

Article V - Board/ Officer Candidate Eligibility

1. *Age: Each candidate must be 18 years of age or older.*
2. *Residency: Each candidate must reside within the boundaries established in Section 1, Article III.*
3. *Filing: Each candidate must file for election according to the guidelines developed by the Election Committee.*

Article VI - Duties of Non-Elected Positions

1. *Parliamentarian: The Parliamentarian shall assist in observance of Robert's Rules of Order at general association, and Executive Board meetings. The Parliamentarian shall be appointed by the President and ratified by the Executive Board.*
2. *Austin Neighborhoods Council Representative: The ANC Representative shall attend all functions of the Austin Neighborhoods Council representing the official policy of SouthwoodNA and shall report all actions taken to the Executive Board. The ANC Representative shall be appointed by the President and ratified by two-thirds of the Executive Board.*
3. *Election Committee: The Election Committee shall be convened during the quarter preceding the stated date of elections to prepare for and conduct the balloting process. The Election Committee shall maintain election results as confidential and report to the Executive Board. The Election Committee shall be selected by the Executive Board. The 2nd Vice President shall be Chair of the Election Committee.*
4. *Standing Committees, Ad Hoc Committees, and Task Forces for Crime and Safety, Zoning, Newsletter Production and Distribution, Traffic, Smart Growth, and Neighborhood Issues and Concerns shall be formed as needed. Chairs shall be appointed by the President and ratified at any meeting of the SouthwoodNA Executive Board by two-thirds of the board members present provided that notice has been furnished to the board membership at least two weeks prior to said Executive Board meeting.*

Article VII - Resignation/ Replacement/ Removal from Office

1. *Resignations: Any SouthwoodNA officeholder must give four (4) weeks written notice before a resignation becomes effective. The resignation notice will be addressed to the Executive Board.*
2. *Removal from Office: Any SouthwoodNA officeholder may be removed from a position for cause at any meeting of the SouthwoodNA Executive Board by two-thirds of the board members present providing that notice has been furnished to the board membership at least two weeks prior to said Executive Board meeting.*
3. *Replacement of Officers: When necessary, vacant offices shall be filled at any meeting by the Executive Board for the unexpired portion of the term or as directed in Robert's Rules of Order Newly Revised. This officer must be approved by a majority of the quorum present at the next general meeting.*

Article VIII - Parliamentary Authority

When not inconsistent with these by-laws, 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 IX - Prohibitions

1. *SouthwoodNA shall not endorse any candidates for political office.*
2. *The identity of SouthwoodNA members shall be confidential and may not be released without their permission. Elected and non-elected office holders, as described in Section 1, Article VI-1 and VI-3 and Section 2, Article VI shall be excluded from this provision.*

Article X - Adoption/ Amendment of Bylaws

1. *These bylaws may be amended at any SouthwoodNA general membership meeting by a two-thirds majority vote of a quorum present, provided that the amendment(s) has been submitted in writing to the membership at the previous meeting.*
2. *These bylaws, and subsequent amendments, shall become effective upon approval of two-thirds of the SouthwoodNA Members present at the SouthwoodNA general meeting, and filed with the Secretary of State.*
3. *Other provisions of these bylaws notwithstanding: Officer and sector representatives may be elected immediately following approval of the bylaws and shall serve until new officers and sector representatives are elected and installed in accordance with the provisions of Section 2, Article III.*

Article XI - Dissolution

In the event of dissolution, SouthwoodNA's assets, after payment of debts, will be distributed to one or more organizations which are tax exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code.

End of Section 2