



# **Oak Hill Association of Neighborhoods**

## **By-Laws**

**October 8, 2014**

Third Revision

## **ARTICLE I**

### **Name and Address**

The name of this organization is Oak Hill Association of Neighborhoods, Inc. (hereinafter referred to as "OHAN"), and its principal address will be established by the Board of Directors.

## **ARTICLE II**

### **Goals**

The goals of OHAN are to enhance and preserve the quality of life in the southwest portion of Austin known as "Oak Hill" and communities and neighborhoods that surround Oak Hill.

## **ARTICLE III**

### **Purpose**

The purpose of OHAN is to provide a forum within which Oak Hill and its surrounding communities can:

1. Identify, discuss, and provide input on
  - regional issues that affect our community;
  - ways to best manage growth to enhance the quality of life and opportunities offered to all who live within our community;
  - public services to and facilities within our community;
  - ways to best improve transportation resources, including roadways and public transportation;
  - ways to best preserve and enhance our community's public parks and recreation facilities
  - education- and school-related issues that affect our community; and
  - ways to best preserve, protect, and manage natural resources and wildlife within our community;
2. Strengthen and preserve regional neighborhood associations and the relationships and bonds among them; and
3. Communicate with elected officials, governmental bodies, and others to share the interests and concerns of member neighborhoods.

## **ARTICLE IV**

### **Membership**

Membership in OHAN is open to any Neighborhood Association (NA), Homeowners Association (HOA), Property Owners Association (POA), Resident Association (RA), or Tenant Council (TC) (hereinafter collectively referred to as "Neighborhood Organizations") that meet all of the following criteria:

1. The Neighborhood Organization must represent at least 20 property owners either (a) within a defined geographic area; (b) along a single street; or (c) within a residential complex not already represented at OHAN;
2. The property owners of the Neighborhood Organization must reside within the zip code areas 78735, 78736, 78737, 78739, 78748 and 78749, or others as may be voted upon by OHAN Members.

Any Neighborhood Organization seeking to become a Member in OHAN must fill out and execute the current membership application form. Each Neighborhood Organization joining OHAN (hereinafter referred to as a “Member”) must appoint one permanent representative (hereinafter referred to as “Representative”) and may appoint one alternate (hereinafter referred to as “Alternate”). An OHAN Member is considered present at meetings if represented by its Representative or Alternate. The use of proxies is prohibited.

Businesses and individual property owners not belonging to a Neighborhood Organization may join OHAN as non-voting associate members.

Membership applicants shall be reviewed by the Board, and those approved for membership shall be admitted to OHAN upon payment of applicable dues and receipt of application.

## **ARTICLE V**

### **Dues**

Membership dues are \$50.00 per Member per year, but may be adjusted by majority vote of the membership at the regular meeting in November, prior to the start of the next fiscal year. Dues may be pro-rated by a simple majority of the Board of Directors at any time during the course of the current year. Annual dues are due and payable at the first meeting of OHAN before the January regular meeting. Any increases in membership dues will take effect at the beginning of the following fiscal year. Membership dues for non-voting associate members shall be set by the Board.

## **ARTICLE VI**

### **Duties of Representatives**

It is the duty of each Representative or Alternate to attend all OHAN regular and special membership meetings and to participate in any votes taken at those meetings. If a Representative is unable to attend, it is the Representative’s duty to arrange for his/her Alternate to attend.

A Member in Good Standing is defined as a Neighborhood Organization whose dues are current and whose representative has been present at a minimum of two meetings during the six months prior to any vote.

Any Representative or Alternate must abstain from voting on any matter in which he / she would have a direct financial interest.

## **ARTICLE VII**

### **Board of Directors; Number; Election**

OHAN's affairs will be governed by a Board of Directors. Each Director will have one vote. Directors may be individuals from the Oak Hill community-at-large (defined as residing within the Zip Codes enumerated in Article IV and others subsequently adopted by the membership) and are not required to be OHAN Representatives or Alternates.

The number of Directors will be no fewer than three and no greater than seven.

All Directors will be elected by vote of the Members. Each regular member may vote only once for each Board position on the ballot. Except in the case of the number of Directors falling below three as described below, the election of Directors will take place at the November membership meeting each year, with the newly-elected Directors taking office immediately. Only Members in Good Standing, as defined in Article VI, as

of 48 hours prior to the election will be permitted to vote. Directors will be elected by place to hold office for two years and until their successors are duly elected and installed. Even-numbered places (e.g. places two (2), four (4), and six (6)) shall be elected to serve in even numbered years, beginning with terms of office for 2006. Odd-numbered places (e.g. places one (1), three (3), and five (5)) shall be elected for a one (1) year term beginning with terms of office for 2006 and for two year terms in subsequent elections during odd numbered years beginning with terms of office for 2007. Directors may be re-elected for unlimited consecutive terms.

If the number of Directors falls below three, the President will appoint a nominating committee that will consist of two Directors and one Member-at-Large. Nominees to fill a vacancy will be presented and voted upon at a regularly scheduled membership meeting within two months after the vacancy occurs. The nominee elected shall serve out the remainder of the vacated term.

Removal from the Board of Directors: Any member of the Board of Directors may be removed by majority vote of the Board. Conduct for which a Director may be subject to removal includes, but is not limited to, accepting outside financial compensation for that Director's actions on behalf of OHAN, making statements or exhibiting behavior which are deemed a conflict of interest, or expressing an OHAN position on something which the general membership has not adopted.

## **ARTICLE VIII**

### **Officers**

The officers of OHAN are a President, Vice-President, Secretary, and Treasurer. All officers must be Directors at the time of nomination or appointment or during the year in which they serve.

The President, Vice-President, Secretary, and Treasurer will be elected by a majority vote of Directors at a Board meeting to be held after the annual election. The existing President shall set the time and place of such meeting.

The term of office for the President, Vice-President, Secretary, and Treasurer, and any other officer position as created by the Board, is one year. Each such officer's term begins in January and ends in December of the following year. Officers may be re-elected for unlimited consecutive terms.

The Board of Directors may appoint such other officers as it deems desirable and such officers will have the authority and perform the duties prescribed from time to time by the Board of Directors.

Any two or more offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person.

At the discretion of the President, committees may be appointed.

## **ARTICLE IX**

### **Duties of Officers**

The President serves as the elected representative and head of OHAN. The President's responsibilities are:

- Preside at all OHAN membership meetings;
- Assure adequate discussion and timely resolution of issues at all meetings over which he/she presides;
- Assure that there is an agenda for all meetings;
- Appoint all committees and perform such other duties as are usual to the office including, after authorization by the Board of Directors, the execution of any legal instruments except in cases where the execution thereof shall be expressly delegated to some other officer of OHAN;
- Serve as the communications liaison for OHAN to the Austin Neighborhood Council and the media;
- Represent (or appoint other individuals to represent) OHAN as is necessary from time to time; and
- Appoint a nominating committee for special elections.

The Vice-President's responsibilities are:

- Ensure that notice of monthly and special meetings is sent to all Representatives prior to meetings; and
- Perform the duties of the President in the President's absence.

The Secretary's responsibilities are:

- Keep accurate records of all OHAN meetings;
- Maintain an up-to-date roster of the Members, Representatives, Alternates, and Directors;
- Compile minutes of all OHAN meetings.

The Treasurer's responsibilities are:

- Receive all money that comes into OHAN and keep an accurate account thereof;
- Make all authorized disbursements and keep an accurate account thereof;
- Prepare a written Treasurer's Report monthly or as requested by the President; and
- Present the Treasurer's Report at each regular membership meeting.

## **ARTICLE X** **Meetings**

Regular periodic meetings of the OHAN membership will be held according to a schedule to be approved by the President or his/her assigns. The exact place and time of each meeting will be set by the President. Other meetings may be called at any time by the President. The Vice-President must ensure that notification of such meeting is sent to each Member at least 48 hours in advance of such meeting. Notification may be accomplished by telephone, regular mail, or electronic mail.

To have a valid meeting during which official business and/or policies may be discussed, voted upon, or adopted, a quorum must be present. A quorum is 25% plus one of the Members in Good Standing. Members may not vote by proxy. An affirmative vote of a majority (50 percent plus one) of the Members in Good Standing as of 48 hours prior to the vote shall be required for a measure to pass.

Any Director may enter an item onto the agenda.

All OHAN meetings will be conducted in accordance with Roberts Rules of Order as amended.

## **ARTICLE XI**

### **Order of Business of Regular Membership Meetings**

Unless otherwise provided by the Board, the order of business at each regular monthly membership meeting will be established by the President.

## **ARTICLE XII**

### **By-Laws**

The By-Laws of OHAN may be amended, repealed or added to, and new By-Laws may be adopted, by affirmative majority vote of Members present at a regular or special Membership meeting. However, for any such action, each Representative must first be sent notice of such meeting and the proposed action item(s) at least 48 hours in advance of such meeting, by either (i) regular mail to his/her address listed in OHAN's records, or (ii) email to the electronic address of record for the Representative and simultaneously posting the notice and proposed changes on OHAN's web site.

## **ARTICLE XIII**

### **Miscellaneous Provisions**

- 1) OHAN may regularly publish a newsletter that will be distributed to its membership via electronic mail and/or via posting upon OHAN's web site. Expenses incurred for services related to typing, photocopying, and mailing the newsletter will be paid by OHAN.
- 2) These By-Laws will be governed by and interpreted in accordance with Texas law.
- 3) If any provision of these By-Laws is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision; and the By-Laws will be construed as if they had not included the invalid, illegal, or unenforceable provision.
- 4) The headings used in these By-Laws are for convenience of reference only and may not be considered in construing the By-Laws.

Created: December 10, 2003

First Revision: November 9, 2005

Second Revision: August 14, 2013

Third Revision: October 8, 2014