

## BYLAWS

### Rattan Creek Neighborhood Association

As adopted by the Board of Directors on January 21, 2021

#### ARTICLE I. Name

**Section 1. Establishment.** These bylaws constitute the code of rules adopted by the Rattan Creek Neighborhood Association (hereafter "the Corporation" or "the Association") for the regulation and management of its affairs. The Association is a nonprofit corporation organized under the Texas Business Organization Code (referred to as the "Code").

**Section 2. Registered Office and Registered Agent.** The Association shall comply with the requirements of the Code and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Association's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Code.

#### ARTICLE II. Purpose

**Section 1. Per Formation.** As set out in the Association's Certificate of Formation, "The Association is organized pursuant to the Texas Business Organizations Code. The purposes for which the Association is organized are exclusively charitable within the meaning of the Internal Revenue Service Code, Section 501(c)(4), and the Texas Tax Code and consist of the following:

To seek to improve the quality of life in the Rattan Creek neighborhood in matters such as land use, environmental protection, public services, consumer protection, taxation, property improvement and other matters of neighborhood concern.

**Section 2. Achievement of Purpose.** The Rattan Creek Neighborhood Association will achieve this purpose by:

- a. Representing and advancing the interest of residents in the neighborhood.
- b. Keeping all residents informed of issues vital to the neighborhood by appropriate communications and meetings.
- c. Establishing Standing and Ad-Hoc Committees to investigate and make recommendations to the Association on all matters of neighborhood concern.

- d. Seeking the improvement of single and multiple dwellings by both residents and absentee home owners and apartment owners.
- e. Establishing mutual protection and safety.
- f. Providing a greater emphasis on inclusion of tenants as integral parts of the community, even though their tenancy may be of short duration.
- g. Facilitating the education of residents regarding their rights and responsibilities concerning home ownership, zoning, etc.
- h. Working toward development and preservation of natural green spaces, parks, trees, landscaping, and general land use management.
- i. Representing and advancing the interest of residents in the neighborhood by promoting social events throughout the year.

**Section 3. Prohibitions.** The Association shall not endorse any candidate for political office.

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

### **ARTICLE III. Membership**

**Section 1. Eligibility.** Membership in the Association shall be open to households within the North Austin MUD No. 1. Membership shall be issued on the basis of the resident household as a unit upon payment of annual dues.

**Section 2. Meeting Attendance.** Members can attend the meetings held monthly, at a date and time determined by the Executive Committee.

**Section 3. Dues.** Dues shall be in the amount of \$25.00 per household per calendar year.

**Section 4. Voting.** Members of the Association present at any meeting shall be entitled to one vote per adult member (18 years or older) of the household (not to exceed two votes per household) on each matter submitted to a vote of the membership.

**Section 5. Majority Vote.** An affirmative vote of more than fifty percent of the members present and voting shall be binding on the Association.

**Section 6. Voting in Elections.** To be eligible to vote for Association Officers, members must have been members-in-good-standing for at least one week prior to the election.

**Section 7. Rights at Meetings.** The privilege of introducing motions, floor debate, and voting shall be limited to members of the Association.

## **ARTICLE IV. Officers**

- Section 1. Roster of Officers.** The Association shall have a president, vice-president, secretary, treasurer and such other Officers as may be determined by the membership. One person may hold two or more offices, except those serving as President. The Officers shall comprise the Executive Committee.
- Section 2. Election and Term of Office.** All Officers shall be elected from among the active membership. Each Officer shall serve a one year term or until the next regular election is held. Elections shall be held by a show of hands or by ballot during the general meeting held in October of each calendar year. Officers-elect shall work with the current Officers during the transition period and shall be installed at the first general meeting of the next calendar year. Officers can serve consecutive terms in the same office.
- Section 3. Removal from Office.** Any Officer may be removed for cause, at any meeting by two thirds of the membership present providing that notice has been furnished to the membership and the Officer in question at least two weeks prior to said meeting. An Officer may be removed by the Board of Directors after not attending three consecutive monthly meetings.
- Section 4. Vacancies.** If a vacancy occurs during the term of office for any elected Officer, for whatever reason, the Board of Directors shall elect a new Officer from among the qualified members of the Association to fill the remainder of the term as soon as practical, by majority vote of Directors present at a meeting given 48 hours notice.
- Section 5. Nomination of Officers.** The Board of Directors may create a Nominating Committee. If created, the Committee shall nominate a slate of Officers, which shall be posted for public viewing two weeks prior to the election. This shall not preclude nominations from the floor.
- Section 6. Duties of the President.** The President will supervise and control the affairs of the Association, The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at all board meetings in accordance with the latest edition of Robert's Rules of Order. The President shall serve as an ex-officio member of all Standing Committees, unless otherwise provided by the Board of Directors or these bylaws. The President shall, with the advice of the Board of Directors and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors. The President shall co-sign all checks drawn on the account of the association. The President is also given the right to approve all statements on behalf of the Association.

**Section 7. Duties of the Vice-President.** The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

**Section 8. Duties of the Secretary.** The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, by these bylaws, or as suggested in the Parliamentary Authority. The Secretary shall attest to and keep the bylaws and other legal records of the Association, or copies thereof; shall take or ensure that someone takes minutes of all meetings of the general membership and Board of Directors, and shall keep copies of all minutes (including any Committee meeting minutes that may be submitted) at the principal office of the Association; shall keep a record of the names and addresses of the Directors at the principal office of the Association; shall, with the approval of the Board of Directors, set up procedures for any elections held by the Association; shall keep a record of all votes cast in such elections; ensure that all records of the Association, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Association during regular business hours; shall see that all notices are duly given in accordance with these bylaws or as required by law; shall see that all books, reports, statements, certificates, and other documents and records of the Association are properly kept and filed. In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President or another member appointed by the Board shall perform the functions of the Secretary.

**Section 9. Duties of the Treasurer.** The Treasurer will have charge and custody of all funds of the Association, will oversee and supervise the financial business of the Association, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws, or which may be assigned from time to time by the Board of Directors. They shall give to the Association a bond with one or more sureties for the faithful performance of the duties of the office and for the restoration to the Association (in the case of their death, resignation, retirement, or removal from office) all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his control belonging to the Association. The amount of the bond shall be determined by the Board of Directors. The Treasurer and any staff of the Association shall devise a plan providing for the acceptance and disbursement of all funds of the Association which shall be approved by the Board of Directors. The Treasurer, with the approval of the Board of Directors, shall set up all checking, savings, and investment accounts of the Association and deposit all such funds in the name of the Association in such accounts. The Treasurer's signature shall be the authorized signature for all checking, savings, and investment accounts of the Association unless the Treasurer, with the approval of the Board of Directors,

designates another member of the Board of Directors or employee of the Association as the authorized signatory for a particular type of disbursement. The Treasurer shall prepare a monthly report for the Board of Directors, providing an accounting of all transactions and of the financial conditions of the Association. The Treasurer shall keep all financial records, books, and annual reports of the financial activities of the Association and make them available at the request of any Director, member of the Association, or member of the public during regular business hours for inspection and copying. The Treasurer shall cosign all checks drawn on the account of the Association.

## **ARTICLE V. Meetings**

**Section 1. Regular Meetings.** Meetings of the general membership of the Association shall be held monthly at a time and date set by the Executive Committee. Meetings shall be held in person or virtually using a method that allows for simultaneous communication. The Executive Committee may decide to cancel meetings in months with conflicting events, but in no more than two consecutive months, and not in the month in which elections are to be held.

**Section 2. Special Meetings.** Special meetings may be called by the Executive Committee.

## **ARTICLE VI. Executive Committee**

**Section 1. Composition.** The President, Vice President, Treasurer, and Secretary of the Association shall constitute the Executive Committee.

**Section 2. Duties and Powers.** The Executive Committee shall have the authority to act on behalf of the Association in between Regular Meetings of the Board of Directors and such other business as may be referred to it by the Association. It shall appoint all Committees and approve the work of such Committees. The President shall act as chairperson of the Executive Committee.

**Section 3. Meetings.** A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present. Meetings of the Executive Committee may be called as needed by any two members.

## **ARTICLE VII. Board of Directors**

**Section 1. Composition.** The Board of Directors shall consist of the Officers of the Association and the appointed Chairs of the Committees.

- Section 2. Powers.** The Board of Directors ("Directors") of this Association is vested with the management of the business and affairs of this Association, subject to the Texas Business Organizations Code, the Certificate of Formation, and these bylaws.
- Section 3. Qualifications.** Directorships shall not be denied to any person on the basis of race, creed, gender, religion, sexual orientation, or national origin. However, Directors must be active members of the Association. Employees of the Association are ineligible to serve on the Board of Directors.
- Section 4. Term of Directors.** Directors shall serve terms concurrent with those of the elected Officers.
- Section 5. Resignation.** Any Director may resign at any time by delivering written notice to the Secretary or President. Such resignation shall take effect upon receipt or at the time specified in the notice.
- Section 6. Removal.** Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least seven days prior to the meeting at which the vote takes place.
- Section 7. Compensation.** Directors and Officers shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Association. The Board shall establish a policy governing such potential reimbursements at the time it adopts its annual budget. The Association shall not loan money or property to, or guarantee the obligation of, any Director or Officer.
- Section 8. Place of Board Meetings.** Regular and Special Meetings of the Board of Directors will be held at any place and in any manner that the President may designate. Meetings shall be held by any means, including electronic, which allows for all members to hear and participate in all proceedings in real time.
- Section 9. Regular and Special Meetings.** Regular meetings of the Board of Directors shall be held monthly, or more frequently as deemed necessary. Special Meetings may be called by the President or any two Directors.
- Section 10. Notice of Board Meetings.** Notice of the date, time, and place of Regular Meetings shall be given to each board member in writing no less than 14 days prior to the meeting. Notice of the date, time, and place of special meetings shall be given to each board member using the same methods, but with no less than 5 days notice prior to the meeting,
- Section 11. Quorum.** A majority of the Directors (not including vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At

Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.

**Section 12. Actions without a Meeting.** Any action required or permitted to be taken by the Board of Directors under the Texas Business Organizations Code, the Certificate of Formation, and these bylaws may be taken without a meeting, if all Directors individually and collectively consent in writing or e-mail or facsimile, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board. These actions shall be reported at the next meeting, so they may be recorded in the minutes.

**Section 13. Duties of Directors.** A Director shall discharge the Director's duties in good faith, with ordinary care, in a manner the Director reasonably believes to be in the best interest of the Association and in any other manner as set forth in statute or authority.

**Section 14. Proxy.** Proxies shall not be allowed.

## **ARTICLE VIII. Committees**

**Section 1. Standing Committees and Subcommittees.** The Standing Committees of the Association shall be as follows. Committee Chairs may serve consecutive terms and will serve as a member of the board. Subcommittees may be added or dissolved as needed.

**Section 2. Committee Composition.** Each of the Committees shall consist of the Chair, appointed by the Executive Committee, and any volunteer members.

**Section 3. Events Committee.** The Events Committee is comprised of the coordinators of each community activity to ensure standardization, maximize resources, engage volunteers, establish annual budget and timeline and to recognize and retain those contributing. Subcommittees will be created based on events being planned each year, be facilitated by the event coordinator and will consist of at least 3 members.

**Section 4. Communications Committee.** The Communications Committee handles all matters that relate to communicating with members, stakeholders and the general public. This Committee oversees newsletters, official communications, social media platforms, online presence, marketing efforts and contact with the media.

**Section 5. Membership Committee.** The Membership Committee supports growth and involvement by actively recruiting, retaining, engaging, evaluating member satisfaction and collecting annual dues. Committee members provide input on

feedback, concerns and needs of residents and are responsible for acquiring and maintaining member contact information.

**Section 6. Neighborhood Engagement and Safety Committee.** The Safety and Community Committee implements programs and provides resources that promote neighborhood safety and encourage members to become active and organized through block watches, recognitions, clubs or other formats. Efforts encourage interaction, communication and relationship-building between neighbors and connects residents to law enforcement and other community resources.

**Section 7. Youth Engagement Committee.** Youth Engagement provides opportunities for youth engagement and participation in neighborhood activities, providing leadership opportunities whenever possible. Regularly maintains contact with and provides information to youth groups and schools.

**Section 8. Special Committees.** Such other Committees, standing or special, may be established by the Board of Directors as it shall from time to time deem necessary to carry on its work. Their members shall be appointed as for other Committees. The President shall be an ex officio member of all Committees except the Nominating Committee and any disciplinary Committees. Committee Chair may serve consecutive terms.

**Section 9.** If minutes are taken at any meetings of the Committees and are released to the membership, copies of those minutes shall be submitted to the Secretary to be kept at the principal office of the Association.

## **ARTICLE IX. Code of Ethics**

The Association and its Directors and Employees will comply with the following Code in all of their actions. As long as the Association is in existence, no Director, Officer or employee of the Association shall:

- do any act in violation of these Bylaws or a binding obligation of the Association;
- do any act with the intention of harming the Association or any of its operations;
- do any act that would make it unnecessarily difficult to carry on the intended or ordinary business of the Association;
- receive an improper personal benefit from the operation of the Association;
- use the assets of this Association, directly or indirectly, for any purpose other than carrying on the business of this Association;



- wrongfully transfer or dispose of Association property, including intangible property such as goodwill, intellectual property, and brand; and use the name of the Association (or any substantially similar name) or any trademark or trade name adopted by the Association, except on behalf of the Association in the ordinary course of the Association's mission.

## **ARTICLE X. Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the governing documents and any special rules of order the Association may adopt.

## **ARTICLE XI. Executive Director**

**Section 1. Appointment.** The Board of Directors may, upon resolution, appoint an Executive Director to serve at the board's discretion and to carry out whatever tasks the board from time to time resolves.

**Section 2. Compensation.** The Executive Director shall be compensated as shall be determined by the Board of Directors.

**Section 3. Duties.** Subject to such supervisory powers as are vested in the Board of Directors, the Executive Director shall supervise, direct, and control the business of the Association and actively manage its business, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these bylaws. The Executive Director may engage in negotiations involving commitments of the resources of the Association or the acceptance of money or resources by the Association in furtherance of the purposes of the Association as set out in the Certificate of Formation and these bylaws. The Executive Director shall generally be expected to attend all meetings of the Board of Directors and Executive Committee.

## **ARTICLE XII. Indemnification**

**Section 1. Insurance.** The Association will provide indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy.

**Section 2. Indemnification.** To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a

Director or Officer of the Association shall be indemnified by the Association against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

**Section 3. Limits on Indemnification.** Notwithstanding the above, the association will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the association's best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

### **ARTICLE XIII. Operations**

**Section 1. Execution of Documents.** Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Association shall be signed and executed by the Executive Director and the President (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by the President or two other members of the Executive Committee and must be approved by a resolution of the Board of Directors.

**Section 2. Disbursement of Funds.** Financial Transactions which have a value of \$50 or more if not included in the annual budget shall require majority approval of the Board of Directors. In all other transactions, an Executive Director may dispense funds of the Association in accordance with expenditures approved by the Board of Directors. Notwithstanding the above, all checks shall require the signatures of the President and Treasurer.

**Section 3. Inspection of Books and Records.** All books and records of this Association may be inspected by any Director for any purpose at any reasonable time on written demand. The Association shall keep correct and complete books and records of account.

**Section 4. Deposits.** All funds of the Association shall be deposited to the credit of the Association in banks, trust companies, or other depositories that the Board of Directors selects.

**Section 5. Loans.** The Association will make no loans.

**Section 6. Fiscal Year.** The fiscal year of the association shall be the calendar year.

**ARTICLE XIV. Amendments**

**Section 1. Articles of Amendment.** The Board of Directors may adopt Articles of Amendment (amending the Certificate of Formation) by a vote of two-thirds of members present and voting.

**Section 2. Bylaws Amendment.** These bylaws may be amended at any regular meeting of the Association by a two-thirds vote of the members present and voting, provided that the amendment has been submitted in writing at the previous regular meeting.

**ARTICLE XV. Dissolution or Sale of Assets**

A unanimous vote of the Board of Directors shall be required to dissolve the Association. Upon dissolution of the Association, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501 (c)(4) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the Association shall inure to the benefit of or be paid or distributed to an Officer, Director, member, employee, or donor of the Association.

**ARTICLE XVI.**

## **APPENDIX**

### **Standing Rule 1. Expectations of Directors**

- Section 1.** The Directors of the Association owe a duty of loyalty to the organization which requires that in serving the Association they act, not in their personal interests or in the interests of others, but rather solely in the interests of the Association. Directors must have undivided allegiance to the Association's mission and may not use their positions as Directors, information they have about the Association, or the Association's property, in a manner that allows them to secure a pecuniary benefit for themselves or their relatives. (For the purpose of this policy relative means spouse, parents, siblings, children, grandchildren, the spouses of children and grandchildren, and any other blood relative, if the latter resides in the same household.)
- Section 2.** Business transactions of the Association in which a Director has an interest shall not be prohibited, but they shall be subject to close scrutiny. Such proposed transactions shall be reviewed carefully to determine that they are in the best interests of the Association and that they will not lead to conflict of interest. For the purposes of this policy, a Director has an interest in a proposed transaction if he/she has a substantial financial interest in it, or has a substantial financial interest in any organization involved in the proposed transaction, or holds a position as trustee, Director, general manager, or principal Officer in any such organization. Prior to the start of any negotiations, or consideration of any project by the organization, Directors are expected to make full disclosure to the best of their knowledge of any substantial financial interest in a proposed transaction by submitting a report to the President or other Officer designated by the Board to handle such matters, supplying any reasons why the transaction might not be in the best interest of the Association. In matters requiring prior approval of the Board of Directors, the President or other Officer shall forward copies of this disclosure report to the Board before its approval.
- Section 3.** A Director with a substantial interest in a proposed transaction shall not vote on the matter and, depending upon the circumstances, may be excluded from any discussion of the matter.
- Section 4.** A Director shall not use inside information of the Association for his/her personal benefit, or use such inside information or his/her position as Director to the detriment of the Association. Inside information is information obtained through the Director's position that has not become public information.
- Section 5.** Each Director has a duty to place the interests of the Association foremost in any dealings involving the organization and has a continuing responsibility to comply with the requirements of this Policy.