

**BYLAWS OF THE  
WELLS BRANCH NEIGHBORHOOD ASSOCIATION, INC.**  
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**Article I – NAME, PURPOSE and BOUNDARIES**

- Section 1.01** The name of the corporation is Wells Branch Neighborhood Association, Inc. hereinafter referred to as the Association or “WBNA”.
- Section 1.02** Purpose of the Association is to encourage orderly community development and growth, combat community deterioration, monitor compliance with the restrictive covenants, improve the quality of life in that area designated as Wells Branch, hereinafter referred to as the “Subdivision”, as shown by the map or plat of said subdivision, recorded in Volume 81, Pages 199, 200, 201, 202, 203, 204, 205; Volume 82, Pages 146d-147a; Volume 83, Pages 81d-82a, 82d-83a, and 178b-178c; Volume 84, Pages 45a-45bb, 52b-52d, and 07d-98a, Plat Records of Travis County , Texas.
- Section 1.03** The boundaries for residence and membership purposes of the Association shall be those outlined in the aforementioned map or plat.

**Article II – DEFINITIONS**

- Section 2.01** “WBNA” shall mean and refer to Wells Branch Neighborhood Association, Inc., its successors and assigns.
- Section 2.02** “Lot” shall mean and refer to any parcel of real property designated as a lot on any recorded subdivision plot within Wells Branch with the exception of the Common Area. The term “Lot” shall include a condominium where such may occur, (a condominium for this purpose being defined as an apartment and all general and limited common elements in a Condominium Regime established pursuant to the Texas Condominium Act.)
- Section 2.03** “Owner” and “Owners” shall mean and refer to the record owner, whether one or more persons or entities, of equitable title (or legal title if same has merged) or a Lot, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
- Section 2.04** “Articles” shall mean and refer to the Articles of Incorporation of the Association.
- Section 2.05** “Member” and “Members” shall mean and refer to those persons entitled to membership as provided in the Articles.
- Section 2.06** “Resident” shall mean any person living within a single family or multi-family dwelling including apartments or condominiums.

**Section 2.07** “Dwelling unit” shall mean any apartment, condominium or single-family residence.

### **Article III – MEETING OF MEMBERS**

**Section 3.01 Regular Meetings.** The first regular meeting of the Members shall be held in February. Regular meetings of the members are to be held monthly, or as determined necessary by the Board of Directors.

**Section 3.02 Special Meetings.** Special meetings of the members may be called at any time by the Chairman of the Board of Directors, or by two members of the Board of Directors, or, upon written request of ten members entitled to vote as defined in the Articles. Such written request must be submitted to the Secretary of the Board of Directors, or person authorized to call a meeting, with sufficient time to allow for a Notice of Meetings, as explained below.

**Section 3.03 Notice of Meetings.** Notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting. Such notice shall specify the place, day and hour of the meeting, and notation is to be distributed by whatever standards of notification are in place at the time. Such notice shall be no less than 48 hours before the time of the meeting.

**Section 3.04 Quorum.** A quorum is defined as at least 10 paid members present including the Board of Directors. If, however, such a quorum shall not be present or represented at any meeting, the Members entitled to vote shall have the power to adjourn the meeting, from time to time, without notice other than announcement at the meeting, until quorum as aforesaid shall be present to or be represented.

### **Article IV – BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE**

**Section 4.01 Number.** The affairs of this Association shall be managed by a Board of six (6) Directors, who must be Members of the Association with valid voting rights at the time of their election.

**Section 4.02 Term of Office.** At the January meeting, all 6 Directors will be elected by a majority present, for a term of one (1) year beginning in February. At each subsequent January meeting, all 6 Directors shall be elected by a majority present for a term of one year beginning February. There shall be no restrictions on the number of terms a Director may serve.

These directors shall serve as the following officers: President, Vice President, Secretary, Treasurer, Editor, and Community Liaison.

**Section 4.03 Removal and Vacancies.** Any Director may be removed from the Board by a majority vote of all the Members of the Association. In the event of a vacancy,

the members of the Association shall elect a successor who shall serve until the next annual members meeting.

**Section 4.04 Compensation.** No Director shall receive compensation for any service he may render to the Association. However, a Director may be reimbursed for his actual expenses, as approved by the Board, in the performance of his duties.

**Section 4.05 Action Taken without a Meeting.** The Directors shall have the right to take action on urgent matters in the absence of a meeting, which could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as thought taken at a meeting of the Directors.

#### **Article V – NOMINATION and ELECTION OF DIRECTORS**

**Section 5.01 Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the January Meeting subject to procedural rules adopted by the Board. Such rules shall not be established so as to exclude any Member desiring to be a candidate from so doing. The Nominating Committee shall consist of a Chairman, and one or more Members of the Association. The Nominating Committee shall be appointed by the Board in October prior to each January Meeting of the Members, to serve from the close of such meeting until the close of the next January meeting. The Nominating Committee shall make as many nominations for election to the Board as it shall determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members of the Association only and the slate of officers is to be presented or posted prior to the January meeting.

**Section 5.02 Election.** Election to the Board of Directors shall be by written secret ballot. If the majority of members wishes, the secret ballot process may be suspended, and the elections can be by a show of hands. The election of officers shall be by each position to be filled. The persons receiving the greatest number of votes shall be elected to each office. Cumulative voting is not permitted, only one vote may be cast for each position. In the event of a tie, a run-off election shall be held before the meeting is adjourned.

#### **Article VI – MEETING OF DIRECTORS**

**Section 6.01 Regular Meetings.** Regular meetings of the Board shall be held without notice except as stated herein: a work session will be held during the last week prior to WBNA membership meeting.

**Section 6.02 Special meetings.** Special meetings of the Board of Directors shall be held when called by the President, or by any two Directors, after not less than two (2) days notice to each Director.

**Section 6.03 Quorum.** A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present a duly held meeting at which quorum is present shall be regarded as the act of the Board. A quorum is defined as 3 Board members present.

**Article VII – POWERS and DUTIES of the BOARD of DIRECTORS**

**Section 7.01 Powers.** The Board of Directors shall have the power to:

§ 7.0101 exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws or Articles of Incorporation.

**Section 7.02 Duties.** It shall be the duty of the Board of Directors to:

§ 7.0201 cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof at an special meeting when such statements is requested in writing by ten paid members who are entitled to vote;

§ 7.0202 report any urgent matters considered between meetings;

§7.0203 declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

**Article VIII – OFFICERS and THEIR DUTIES**

**Section 8.01 Multiple Office.** No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 9.02 of the Article.

**Section 8.02 Duties of the officers are as follows:**

§ 8.0201 **President.** The president shall preside at all meetings of the Board of Directors and Members; shall see that orders and resolutions of the Board are carried out; sign all instruments and co-sign checks from such accounts as the Board may use, and represent the WBNA at City Council or MUD meetings as necessary.

§ 8.0202 **Vice President.** The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act; shall exercise and discharge such duties as may be required of him by the Board; shall act as program chairman.

- § 8.0203 Secretary.** The Secretary shall kept the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meeting; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform other duties as required by the Board.
- § 8.0204 Treasurer.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall cause the disbursement of such funds as directed by resolution of the Board of Directors; shall co-sign all checks from such accounts as the Board may use; keep proper books of accounts; and shall be the chief officer responsible for the preparation of an annual budget to be presented at the regular March Meeting and a statement of income and expenditures to be presented to the membership at its Annual Meeting, and deliver a copy of each to the Members on request.
- § 8.0205 Community Liaison.** Shall act as liaison between the WBNA and City of Austin and Travis County officials, developers and real estate companies, the MUD board, or any other group whose actions and desires will have an effect on the use of land in the neighborhood.
- § 8.0206 Editor.** This person shall solicit articles from the community to be submitted for publication and distribution in the monthly newsletter. Is responsible to insure that the articles are submitted to the printer on time, assumes editorial discretion over items to be printed, and proofreads the newsletter copy before printing.

### **Article IX – COMMITTEES**

**Section 9.01** The Board of Directors shall appoint chairpersons to certain standing committees including but not limited to Safety Committee, Economic Development, Parks and Recreation, Welcome Wagon, Community Relations, Nominating Committee, and Lawn of the Month. The Board may, from time to time, create or dissolve other committees as deemed appropriate in carrying out its purpose.

**Section 9.02 Special Appointments.** The Board may appoint committees as the affairs of the Association may require. The committee shall have the authority to perform such duties as the Board may, from time to time determine.

### **Article X – BOOKS and RECORDS**

The Books and records of the Association shall at all times, during reasonable hours, be subject to inspection by any Member. The Declaration, Articles of Incorporation and Bylaws of the Association shall be made available for inspection by any Member at the registered address of the Association, where copies may be purchased at a reasonable cost. The registered address is: WBNA, 2104 Klattenhoff Dr., Austin, TX 78728.

## **Article XI – DUES**

**Section 11.01** Each member agrees to pay to the Association annual dues per household. The amount of said dues will be determined by a majority vote of the Membership during the January meeting of the members and be effective for the succeeding fiscal year.

**Section 11.02** Any member paying the annual dues at any time other than at the February Meeting will be required to pay dues on a semi-annual pro-rata basis.

## **Article XII – ANNUAL BUDGET**

**Section 12.01** It shall be the duty of the officers to present, in March, to present a proposed budget for the year to the membership.

**Section 12.02** This budget shall include plans to generate revenue as well as to expend revenues. Only those committees represented on the Board, or appointed by a resolution of the Board, shall present budget proposals to the members.

**Section 12.03** Adoption of the present budget proposals shall be by a majority of the quorum of members present at the meeting at which the proposed budget is presented.

## **Article XIII – AMENDMENTS**

**Section 13.01** These Bylaws may be amended, at a regular or special meeting, by a majority of the members present. Notice of Bylaw changes shall be printed in the newsletter prior to a vote to amend.

**Section 13.02** In case of a conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

## **Article XIV – FISCAL YEAR**

The fiscal year of the Association shall be February 1 thru January 31.