

**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 reflected by the following boundaries:

North - Grand Avenue Pkwy/Quick Hill Road

South - Howard Lane/Century Park Blvd

East - I35 Access Road

West - Burnet Road/1325

Section 1.03 The boundaries for residence and membership purposes of the Association shall be those outlined Section 1.02.

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) of 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 each year. 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 Board President, 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 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 ten (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, 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 seven (7) Directors elected by Place, 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, Directors will be elected by a majority present, for a term of two (2) years beginning in February. This process will be staggered with odd-numbered places elected in odd years and even-numbered places elected in even years. There shall be no restrictions on the number of terms a Director may serve.

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, a meeting of the Board of Directors shall be called and a successor chosen to serve until the next Annual Members Meeting at which time the current Director will either be ratified or a new Director chosen by a majority of members present.

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 by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though 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 a majority of Members wish, the secret ballot process may be suspended, and election may 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.

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 at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. A quorum is defined as four (4) 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 any special meeting when such statement 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 Positions. Directors shall serve as the following officers: President, Vice President, Secretary, Treasurer, and three (3) Directors at Large. The Board will self-align with division of duties for these positions with the ability to alter Director at Large positions to other titled positions as needed (e.g., Community Liaison, Events Coordinator, Communications). The Board will maintain the ability to realign throughout the year by majority vote of the Board.

Section 8.02 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.

Section 8.03 Duties of the officers are as follows:

§ 8.0301 President. The president shall preside at all meetings of the Board of Directors and Members; see that orders and resolutions of the Board are carried out; sign all instruments and represent the WBNA at all meetings with other entities as necessary.

§ 8.0302 Vice President. The Vice President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act; exercise and discharge such duties as may be required of him/her by the Board; act as program chairman.

§ 8.0303 Secretary. The Secretary shall keep 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 perform other duties as required by the Board.

§ 8.0304 Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and cause the disbursement of such funds as directed by resolution of the Board of Directors; keep proper books of accounts; and 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 upon request. Deposits shall be made monthly except during the annual membership drive and July celebration when additional deposits may be necessary.

§ 8.0305 Director(s) at Large. The Directors at Large (3) shall perform duties as determined by the Board. As it becomes necessary, the Board may re-align or designate new titles and duties such as, but not limited to, Communications, Event Coordinator, Community Liaison.

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 Articles of Incorporation and Bylaws of the Association shall be made available for inspection by any Member upon request 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 shall be determined by a majority vote of the Membership during the January meeting of the members and will be effective for the succeeding fiscal year.

Section 11.02 Dues paid after October 1 of any given year, will extend membership through the following year.

Article XII – ANNUAL BUDGET

Section 12.01 It shall be the duty of the officers to present a proposed budget for the year to the membership at the March meeting.

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 providing that a quorum is present at said meeting. 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.