

# Pemberton Heights Neighborhood Association

## BYLAWS

Approved by the Board on July 15 and September 15, 2015

### Preamble

Pemberton Heights is a unique subdivision centrally located in Austin, Travis County, Texas. In the late 1800s, what is now Pemberton Heights was a farm owned by Attorney General John Woods Harris. The Fisher family inherited the farm and established the Austin Land Co. In 1927, the company built a bridge across Shoal Creek and began development. From 1927 to the early 1940s, Pemberton Heights was developed in 12 sections. In 2003, it was placed on the National Register of Historic Places as part of the Old West Austin National Register Historic District.

### I. Definitions

**Applicable Law:** means all statutes, public laws, ordinances, policies, rules, regulations and orders of all federal, state, county and municipal governments or their agencies having jurisdiction and control over the Neighborhood and any other applicable building codes, zoning restrictions, permits and ordinances adopted by the City of Austin, which are in effect at the time a provision of these Bylaws is applied, and pertaining to the subject matter of the Bylaws provision. Statutes, ordinances and regulations specifically referenced in the Bylaws or by the Board from time to time are “Applicable Law” on the date of such reference, and are not intended to apply to the Neighborhood if they cease to be applicable by operation of law, or if they are replaced or superseded by one or more other statutes or ordinances.

**Association:** means the Pemberton Heights Neighborhood Association abbreviated as “PHNA” which is nonprofit, non-partisan, unincorporated neighborhood association created to exercise the authority and assume the powers and carry out the purposes set forth in these Bylaws.

**Board:** means the Board of Directors of PHNA, the individuals members of which are elected by the Members pursuant to the terms and conditions of these Bylaws to act as the governing body of PHNA.

**Household:** means all residents of a distinct piece of geographic property, identified with a unique property address, which is located within the boundaries of the Neighborhood.

**Member:** means each resident of a Household which has been granted Membership in PHNA.

**Membership:** means the membership granted to each Household which pays the required dues to PHNA which entitles each Member to enjoy the full or limited privileges of PHNA

specified by the terms and conditions of these Bylaws, and subject to any other policies and procedures which may be adopted by the Board from time to time.

**Neighborhood:** means the Pemberton Heights Neighborhood of Austin, Texas, referred to as “Pemberton Heights” or the “Neighborhood” which consists of approximately 640 homes and lots within the following boundaries:

beginning at the intersection of MoPac and Windsor Road (24<sup>th</sup> Street); then south along the north curb of Windsor Road (24<sup>th</sup> Street) to its intersection with Shoal Creek; then north following the meanders of Shoal Creek to its intersection with the south curb line of 29<sup>th</sup> Street; then west along the south curb of 29<sup>th</sup> Street to its intersection with the west curb line of Harris Boulevard; then south along the west curb line of Harris Boulevard to its intersection with the northernmost property lines of Northwood Avenue; then west to the west curb line of Jefferson Avenue; then south along that curb line to its intersection with the northernmost property lines of Westover; then west to its intersection with MoPac; then south along the east right-of-way of MoPac to the point of beginning.

**Posted:** means any information officially approved by the Board and published on the PHNA website, [www.pembertonheights.org](http://www.pembertonheights.org) and/or Pemberton Heights Neighborhood Association Journal.

## **II. Mission Statement**

The Association shall work in active participation with the residents of the Neighborhood to: enhance, protect and preserve the prestige, quality and character of the Neighborhood; build a sense of community among its diverse Members; and develop and implement goals designed to promote mutual interest of the residents of the Neighborhood.

## **III. Membership:**

Each Household with an address in the Neighborhood is eligible for one Membership. Only one Membership is available per Household. Membership is granted to those Households that pay dues.

If a Household has both a nonresident owner and a lessee tenant, and both parties wish to pay Membership dues, only the property owner will be granted Membership.

## **IV. Communication**

The Association shall maintain a database of names, physical addresses, email addresses, and phone numbers of all Members as a tool to verify Membership eligibility and to facilitate effective communication of information, alerts, and warnings. This information will be used solely by the Association for activity directly related to the Association and will not be made available to third parties.

The Association shall create, develop and maintain a high quality website which shall become the central organizing mechanism of the Neighborhood, and shall be used to provide information, communicate effectively, and facilitate the Association's democratic governing processes. Official Association business shall be considered published when it is posted in a readily accessible section of the website and the Members notified by email of its location.

## **V. Board of Directors**

The business and affairs of the Association shall be carried out under the direction of an elected Board of Directors, or "Board". The Board shall conduct its affairs both directly and through committees and task forces composed of Members to ensure the fullest possible participation by the Neighborhood.

The number of Directors shall neither be less and five (5) nor more than nine (9).

Each elected Director shall serve a term of two years. A person may serve as a Director for a total of two consecutive terms and thereafter is eligible for reelection to such office after one (one) year.

The President, President-Elect, and Treasurer shall all have signature authority on all Association financial accounts.

Elections shall be held once per calendar year in November. Directors shall hold office until their successors are elected. The terms of the directors shall be staggered so that there are at least two (2) vacancies to fill each year. Following each election, the Director who most recently served as Vice President shall become President. The Director who most recently served as Treasurer-Elect shall become Treasurer. The Board shall select from among their newly elected Directors a Vice-President, Treasurer-Elect, and Secretary.

In the event that the office of President becomes vacant, the current President-Elect shall immediately become President, and may continue to serve as President for the remainder of that term in office. In the event that the office of President-Elect, Treasurer, Treasurer-Elect or Secretary becomes vacant, the Board shall select a replacement from among the remaining members of the Board.

At any given time, a Director may hold one office only.

The only compensation a Director may receive will be for expenses pre-authorized and undertaken on behalf of the Association. This expense reimbursement will be reflected in the financial records of the Association.

Directors of the association shall not be liable to the association or its members for monetary damages for an act or omission in the Director's capacity as a Director, except to the extent that the Director is found liable for:

1. A breach of the Director's duty of loyalty to the association or its Members, or

2. An act or omission not in good faith that constitutes a breach of duty of the Director to the association or an act or omission that involves intentional misconduct or a knowing violation of the law, or

3. A transaction from which the Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office, or

4. An act or omission for which the liability of a Director is expressly provided by an applicable statute.

The Board shall appoint committees, delegates or representatives to other organizations and such other positions necessary for the execution of the purposes, objectives, and policies of the Association.

## **VI. Election and Voting**

Each Household with Membership in good standing, including both resident owners and non-resident owners, as well as lessee tenants shall be entitled to cast a single ballot for any and all matters put to a vote, including the election of Directors, approval of Bylaws amendments, and any other Association business that the Board chooses to put to a Membership-wide vote.

Each Member may vote for as many candidates as there are vacancies to fill. The Board shall consist of those candidates receiving the highest vote count. Starting and ending dates for voting and all relevant information regarding the vote will be posted.

## **II. Dues**

All Members of the Association are required to pay dues.

All Memberships are on an annual basis and all Memberships expire on September 30.

The Board may increase or decrease the annual dues at its discretion. Decreases may take effect immediately. Increases shall be published at least thirty (30) days before the starting date of the next Board election, and will take effect immediately following that election.

## **VIII. Meetings**

A meeting of the Board means a deliberation among a quorum of the Board, or between a quorum of the Board and another person, during which Association business is considered and the Board takes formal action. All Members may request items for the agenda in the up-coming meeting. Meetings of the Board may be called by the President or in the President's absence, the President-Elect. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the Directors which are physically present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

The Board of Directors shall meet no less frequently than every two months in a publicly accessible physical location. In urgent circumstances, a meeting will be called by the president and meeting notice posted as soon as possible.

Minutes of each meeting shall be taken and a draft published within fourteen (14) days of the meeting. These minutes shall include a list of the Directors and Members in attendance; and the final agenda, with a summary of the action taken for each item.

Whenever deemed necessary by a majority of the Board, legal advice may be sought by the Board from time to time on any issue affecting the Association.

#### **IX. Rules of Order – Agenda**

**A. Call to order:** The Chair must verify that all Members and the Board have received proper notice of the meeting (at least two weeks before the meeting) and confirm that a majority of Board members are in attendance. A Director shall be permitted to listen, discuss and otherwise participate in a meeting of the Board by telephone or electronic methods by which all persons participating in the meeting can hear each other; provided, however, that a Director must be physically present at such meeting to establish quorum and to take any action permitted to be taken by the Board during a meeting.

**B. Presentations by outside groups (if applicable):** Individuals or groups may be invited by the Board to present information deemed useful for the effective function of the Association.

**C. Review of Agenda:** Agenda items should ordinarily appear of the order as set forth in the Rules of Order. The Board may add, delete, or change the order in the agenda as it pleases by a majority vote. This power should be used only when necessary as proper functioning of the Board requires advance planning. When possible, changes to the agenda should be done by acquiescence of all Board members. Formal voting on the agenda is only necessary when it appears to the chair there is a disagreement.

**D. Approval of Previous Minutes:** The minutes of the previous meeting shall be sent to the Board members prior to the meeting. The minutes of previous meetings are the official minutes of the Board when the Board votes to accept them.

Minutes are prepared by either the Secretary or designee appointed by the Board. A Board member may suggest changes to the minutes before the Board adopts them. The suggested change should be set forth in the minutes for the record, and then the Board should adopt or reject such changes.

Minutes may reflect other comments made in those instances when the Board desires to make a specific record. Whenever the Board makes a decision that the Board feels may subject it to potential claims or liability, it shall be appropriate for the Board to enact a resolution that states all of the facts and circumstances, the professional advice, and the rationale or other considerations upon which the Board's was based. Otherwise, it is appropriate to omit comments related to a specific motion.

Formal voting on the minutes is only necessary where it appears to the Chair that there is a disagreement.

**E. Officer and Committee Reports:** Officers and committee chairs may report their findings or recommendations to the Board. Officers are Chief (President), President-Elect, Secretary, Treasurer, and Treasurer-Elect. Standing committees are:

Bylaws

Communication

Environment

Governmental Affairs

Policies and Procedures

Social

Traffic and Safety

The full report should be made available and then each Board member, in turn, may ask questions or comment. Ad Hoc Committees appointed by the Board and other presentations by the Board members may be presented at this time.

**F. Open Forum:** Time limitations may be imposed by the Board. Each Member will address the Chair and shall briefly discuss a specific issue. Board members may question a Member about the issue or concerns. Other Members may speak with the permission of the Board. Once the open forum is closed, other Members may speak if the Board specifically requests input or information from a particular Member. Any disruptions by Members must be addressed by the Chair.

**G. Old and New Business:** All items that were postponed during the previous meeting must be revisited during this period, unless otherwise voted by the Board. The Board may vote to postpone consideration of any old business or it may remove any item from consideration. Except in the case of emergency business, all new items of business are heard only after all old business items have been addressed by the Board either by adopting, rejecting a motion, postponing, or removing the item from consideration.

All business must be conducted in the form of motions or resolutions adopted by a vote of the majority of the Board. Any emergency items decided by the Board between board meetings should be discussed and ratified at an open meeting.

**H. Closed Session:** The Board should move into closed session only after the regular business is conducted but before formal adjournment. Other Members must be asked to leave except those having a reason to participate (such as witnesses at a rule violation hearing). Only exceptions as set forth in Applicable Law are good cause for moving into closed session. The Board will tell the other Members the purpose of the closed session (such as “to discuss rule violation matters”). No

decisions, resolutions, or motions may be adopted in closed session. All business must be conducted in an open portion of the meeting. The Board omits taking minutes during closed sessions.

**I. Adjournment:** Upon motion carried by the Board, or, upon the conclusion of the agenda, the President shall announce the date of the next meeting and that the meeting is adjourned. The minutes shall reflect the time of adjournment.

**X. Motions and Deliberations:** The President is normally the Chair of the Board meeting. The Chair's role is to facilitate deliberations and to assist the Board in conducting its business in a fair and efficient manner. When an item of business is to be discussed the Chair announces the item to be discussed and opens the floor to discussion. Although the Chair may voice an opinion and cast votes, the Chair must provide each other members of the Board an equal and fair opportunity to be heard.

The Chair shall recognize each Board member in turn. Discussion is limited to the business at hand and the speaker shall adhere to this requirement. Each Director desiring to speak shall wait until the speaker who has the floor has stopped speaking prior to taking his or her turn speaking. Any time limitations imposed by the Chair shall be applied in a uniform manner. The speaker shall be given a one-minute warning before time runs out. A majority of the Board may extend time limits. A Board member may speak again a second time only if other Board members have had an opportunity to speak. A Member or guest may speak only if a member of the Board wishes to hear him or her, but shall be subject to the same conditions as the Board members as otherwise set forth in this paragraph or as further adopted in any policies or procedures adopted by the Board from time to time.

After a full discussion, the Chair should announce that the item of business is ready for a vote.

**XI. Voting:** The Board is limited to one item of business at a time, but there are no limits to the number of motions that may be considered as to how to dispose of that item of business. Motions need not be seconded. After discussion, a vote will be requested. The motion adopted or failed may be brought up as an agenda item in future meetings. If a Board member believes an action by the Board is unlawful, contrary to the authority of the Board, or not in the best interest of the Association, that Member may make an oral or written dissent explaining the reasons that a dissent is necessary. This dissent shall become part of the minutes.

**XII. Amendments:** Any Member may propose amendments to the Bylaws. Proposed amendments shall be approved by a majority of the Board before being scheduled for a vote by the Membership. Adoption of an amendment shall require approval by a simple majority vote. Amendments shall become effective upon adoption and posted for the Members.

**XIII. Discipline and Order:** The President will maintain order in all communications during meetings in order to support the Mission of the Association. Sanctions may be imposed sparingly but to the extent necessary to keep order. Legal advice may be obtained. Procedures for sanctions are specified in the Policy and Procedures document.

**XIV. Books and Records:** Officers and chairs will keep records of their activities as reflected in the minutes and handouts at the meetings. A storage site will be determined by the Board.

**Pemberton Heights Neighborhood Association**

**P.O. Box 50388**

**Austin, Texas 78763-0388**

Goldberg's Rules of Order for Association Boards, edition 1.0 was used as a template for these bylaws.