

# **WBNA Bylaws approved 1/21/15**

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## **PREAMBLE**

The Williams-Borden Neighborhood Association is designated as the area bounded by Mike Gaido (39th) Street on the west, Avenue M on the north, 35th Street on the east and Avenue S on the south.

By becoming a member of the Association, you are contributing to the ongoing preservation and revitalization efforts evident within the Association boundaries, the surrounding community, and Galveston Island. The Association serves not only as a community organization but as an advocate for the Association, its residents, and neighborhood livability in Galveston's neighborhoods. As an Association member, you will receive benefits that include invitations to regular neighborhood block parties, socials, and events as well as important updates on neighborhood and local Galveston news through email alerts, periodic newsletters for download, and the Association web site.

The Association collaborates with several Galveston organizations to support its purpose; including the Galveston Historical Foundation (GHF) and the Galveston Alliance of Island Neighborhoods (GAIN)

## **BYLAWS**

### **ARTICLE I.**

**NAME:** The Association shall be known as the Williams-Borden Neighborhood Association (WBNA). Referred to in these bylaws as the Association.

### **ARTICLE II.**

**OBJECTIVE:** The objective of the Association is to promote the well being of the neighborhood by representing the interests of its residents in civic involvement, community integration, neighborhood security along with physical improvement and historic and cultural preservation of the district.

### **ARTICLE III. MEMBERSHIP**

**Section 1. Eligibility -** Any adult resident or adult property owner in the Association is eligible for membership in the Association. Business and organizational memberships will be available with each voting as a single member. Anyone living outside of the boundaries of the Association who is interested in furthering the objectives of the Association may become a member. An application form must be completed and submitted to the Board.

Section 2. Classes of Membership. - Classes of membership shall be; Voting (residents or owners of property in the Association boundaries, with one (1) vote per member) and Non-Voting (all others). Memberships shall be offered to individuals, families, and businesses.

Section 3. Dues - Dues shall be \$10 for Individual, \$15 for Family, and \$50 for Business Sponsors. Any changes shall be set by vote of 2/3rds of the members present at the annual meeting. Dues shall be payable at the beginning of each Association year which begins January 1 and ends December 31 of each calendar year.

Section 4. The Association may organize fund-raising projects for the benefit of the Association and the neighborhood. Funds from these events along with membership dues will be used for operation of the Association and its programs.

Section 5. Suspension and Termination - The members of the Association, by affirmative vote of 2/3rds of the membership of the Association, may suspend a member for cause.

Section 6. The Association will pay no salary to any member.

#### ARTICLE IV. GOVERNMENT OF THE ASSOCIATION

Section 1. Composition - The Association shall be governed by a board of no fewer than seven (7) and no more than ten (10) directors, which shall elect its own chairperson and assign the duties of secretary and treasurer from amongst its members.

Section 2. Powers - The board of directors shall have general supervision of the affairs of the Association between its regular meetings; fix the hour and the place of regular meetings; make recommendations to the Association; and shall perform such duties as are specified in these bylaws. The board shall be subject to the orders of the Association and none of its acts shall be at conflict with action taken by the Association.

Section 3. Meetings - Board members shall meet in regular session once in the interval between general meetings. Special meetings of the board may be called by the Chairperson or by three (3) board members.

Section 4. Notice - Notice of regular meetings shall be given no less than ten (10) days in advance of the meeting.

Section 5. Quorum - A quorum of the board shall consist of four (4) directors. All actions shall be taken by a majority of the board present at the meeting, or by a majority of the entire board if the vote is done by some mode of communication other than a board meeting such as email or telephone.

Section 6. Election - The board of directors shall be elected at each annual meeting by nominations from the floor. A slate of candidates will be composed and the seven members receiving the largest

number of votes shall constitute the board of directors for the coming year. Voting shall be by paper ballot, hand count, or acclamation. The voting method shall be determined by a vote of a simple majority of the voting members present at the meeting.

Section 7. Vacancies - Vacancies occurring on the board, other than normal expiration of terms, shall be filled by 2/3rds vote of those present at the next general meeting.

Section 8. Duties - These board members shall perform the duties prescribed by these bylaws and parliamentary authority adopted by the Association or as shall be assigned by the Board of Directors.

Chairperson - The Chairperson shall preside at meetings of the board of directors and of the Association.

Secretary - The Secretary shall perform all those duties prescribed by the parliamentary authority.

Treasurer - The Treasurer shall be the custodian of all the Association's funds and shall be accountable for accounting, depositing, and disbursing these funds under the direction of the board of directors. The Treasurer shall present a financial report at each meeting of the board and at all general meetings. The Treasurer shall prepare and submit the annual financial report to the board of directors meeting prior to the annual meeting for the approval of the board before submission to an internal auditors chosen by the board.

Section 9. Eligibility - Any voting member of the Association is eligible to serve on the board of directors.

Section 10. Term of Office - Directors shall serve for a full one (1) year term and may be re-elected.

Section 11. Termination and Suspension - Any director may be removed for cause by a 2/3rd vote of the membership.

Section 12. Liaisons - The board of directors shall appoint liaisons as deemed necessary to interact with outside Galveston County organizations such as

1. GAIN Liaison
2. GHF Liaison

Section 13. Liability - No member of the board of directors may be held liable for any action of the Association.

## ARTICLE V. MEMBERSHIP MEETINGS

Section 1. Regular Meetings - The regular meetings of the Association shall be held bimonthly. The board of directors shall determine the time and the place of the each meeting.

Section 2. Special Meetings - Special meetings can be called by the board of directors and shall be called upon the written request of ten (10) voting members of the Association. The business of the special meeting shall be limited to the purpose stated in the notice of the meeting.

Section 3. Annual Meeting - The regular meeting of the association held in January shall be the annual meeting and shall be for the purpose of electing the board of directors, approving the annual report of the Association, including, but not limited to the annual financial report and the annual report of standing and special committees.

Section 4. Notice - Notice of all meetings shall be given no less than ten (10) days in advance of the meeting.

#### ARTICLE VII. COMMITTEES

The board of directors shall be empowered to appoint committees as deemed necessary to fulfill the purposes of the Association.

#### ARTICLE VIII. PARLIAMENTARY AUTHORITY

All meetings of the Association shall be conducted in accordance with Roberts Rules of Order except where the bylaws prescribe otherwise.

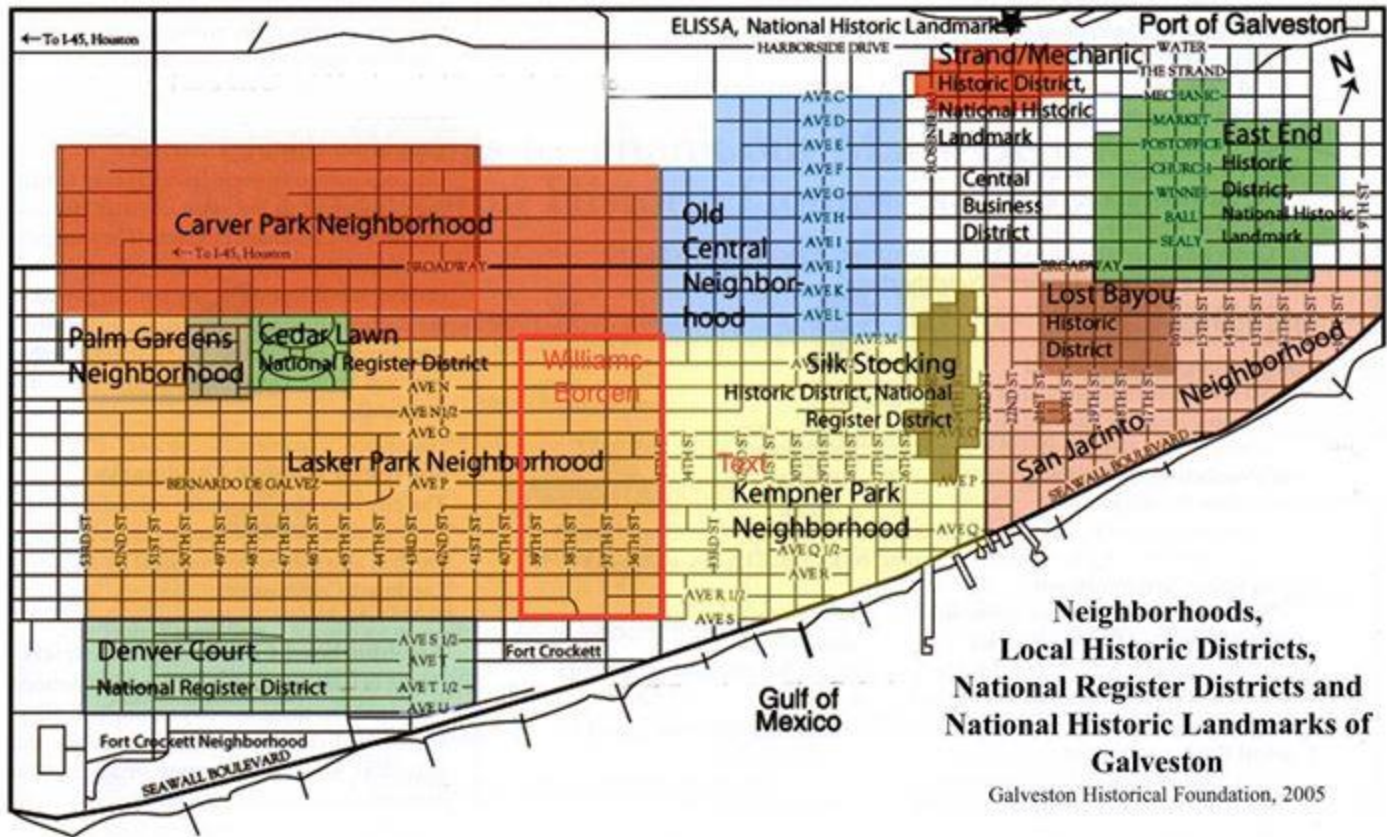
#### ARTICLE IX. AMENDMENT OF BYLAWS

These bylaws can be amended at any regular meeting of the Association by a 2/3rds vote of the voting members present, providing that the amendment was submitted to all the members in writing prior to the previous regular meeting, and that the amendment was read in the previous regular meeting, and that the meeting agenda shall include the Association's intention to consider the amendment at the next regular meeting and the text of the amendment.

An amendment to these by-laws becomes effective upon its adoption by the Association.

#### ARTICLE X. BOUNDARIES OF THE ASSOCIATION

The boundaries of the Association may be altered or expanded by a majority vote of the members in good standing at the request of home owners or residents in surrounding areas.



**Neighborhoods,  
Local Historic Districts,  
National Register Districts and  
National Historic Landmarks of  
Galveston**

Galveston Historical Foundation, 2005

Map showing WBNA boundaries