

BYLAWS OF WHITE ROCK NEIGHBORHOOD ASSOCIATION

(Proposed 12-01-2005)

ARTICLE I

NAME, BOUNDARIES, PURPOSE and NON-PROFIT STATUS

- 1.1 The name of the organization shall be White Rock Neighborhood Association (the "Association"). The Association is an unincorporated non-profit association.
- 1.2 For the purpose of determining eligibility for membership in the Association, the Association's boundaries shall be defined as the area bounded by East Mockingbird Lane, West Lawther Drive, and Williamson Road.
- 1.3 The purpose of the Association shall be to preserve, protect, and advance the interests of the neighborhood in which its members reside, to disseminate information of interest to all residents of the neighborhood, and to promote fellowship among all residents of the neighborhood.
- 1.4 The Association is organized exclusively for charitable and educational purposes as defined under Section 501 (c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future provision of the Internal Revenue Code).
- 1.5 The Association shall be operated exclusively for such purposes as stated above. No part of the earnings of the Association shall inure to the benefit of any director, officer or member of the Association or any private individual.

ARTICLE II

MEMBERSHIP, DUES, MEETINGS, QUORUM, AND VOTING

- 2.1 Membership in the Association shall be on a household basis. Each household within the boundaries of the Association shall be eligible for membership without distinction as to sex, race, color, creed, national origin, sexual orientation or economic standing. Any household which pays the annual dues as determined by the Board of Directors shall be a member of the Association for that year. There will be no prorating of annual dues. To be eligible to vote at the annual meeting in January, a household must pay its annual dues for the coming year not later than the last day of the preceding year. Households that pay dues at any time in 2005 shall be members of the Association through December 31, 2006.
- 2.2 Regular membership meetings shall be held on a quarterly basis. Special meetings may be scheduled with such notice to the membership as the Board of

Directors determines to be reasonable under the circumstances. An Annual Meeting, held in January, shall include the election of Officers and Directors. For all meetings, a reasonable attempt shall be made to notify the members of the date, time and location through e-mail, a newsletter, a website, or any other reasonable means (hereinafter collectively referred to as "notice").

- 2.3 The members present at any regularly scheduled quarterly membership meeting shall constitute a quorum. At specially called meetings and the annual meeting, a quorum exists where there is at least twenty (20%) percent of the members present. Except as otherwise provided in these bylaws, a majority vote shall decide any question.
- 2.4 Each member household shall be entitled to one vote on each matter brought before the Association. Members may only vote in person. Votes cast by the members shall be subject to verification by the Secretary against the roster of members maintained by the Secretary.
- 2.5 Residents of the area included within the boundaries of the Association who are not members may attend any membership meeting of the Association, but shall not participate in voting. Other guests may attend Association meetings subject to the approval of the presiding officer, but shall not participate in voting.

ARTICLE III

OFFICERS

- 3.1 The officers of the Association shall be a president, a first vice president, a second vice president, a secretary, and a treasurer. All officers must be members of the Association.
- 3.2 Officers may be nominated by any member submitting a nomination in writing to the President and/or by nomination from the floor at the annual meeting. Officers shall then be elected by a majority vote of the members present at the annual meeting, so long as there is a quorum.
- 3.3 Each officer's term of office shall be one (1) year and until his or her successor is elected or appointed. A vacancy in any office shall be filled by appointment by the Board of Directors. Removal of officers may be accomplished in the same manner as required to amend these by-laws, as set forth in Article XI. Officers may be removed for willful misconduct or inaction, such as, acting in violation of these by-laws, dereliction of duty or incompetence in office, misappropriation of funds, or the like.

- 3.4 Former officers may serve as Ex-Officio members of the Board of Directors, without voting privileges.
- 3.5 The president shall preside at all meetings, shall conduct the day to day business of the Association and such matters as directed by the Board of Directors, shall serve as chair of the Board of Directors, and shall serve as general spokesperson for the Association. The president shall serve as parliamentarian at any meeting of the membership or Board of Directors.
- 3.6 The first vice president shall act in the absence of the president, shall assist the president in the execution of business, shall be responsible for securing a location for meetings, and shall conduct such other matters as directed by the Board of Directors.
- 3.7 The second vice president shall act in the absence of the president and the first vice president, shall assist the president in the execution of business, and shall conduct such other matters as directed by the Board of Directors.
- 3.8 The secretary shall record the minutes of the annual, general, and special meetings and those of the Board of Directors; shall keep a register of meeting attendees; and maintain correspondence records, membership rolls and voting records.
- 3.9 The treasurer shall have charge of the funds of the Association and shall pay all of the Association bills from those funds. The treasurer shall make a quarterly Treasury Report in writing to the Board. Expenditures of \$50 or less may be authorized by the treasurer. Expenditures greater than \$50 but less than \$500 must be authorized by the majority vote of the Board of Directors. Expenditures greater than \$500 must be approved by the general membership. Exceptions to the approval limits will be the standard recurring fees and expenses that the membership has approved. These include but are not limited to: membership fees for the Dallas Homeowners League, the newsletter, and post office box rental. Reimbursement and authorized expenditures require a receipt, unless so specified by the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

- 4.1 The Board of Directors shall consist of the president, the first vice president, the second vice president, the secretary, and the treasurer, and eight (8) members-at-large, all elected at the annual meeting. The eight (8) members-at-large shall be composed of four (4) members who reside east of the DART/Southern Pacific Railroad right-of-way and four (4) members who reside west of the DART/Southern Pacific Railroad right-of-way.

- 4.2 The eight (8) members-at-large may be nominated by any member submitting a nomination in writing to the President and/or by nomination from the floor at the annual meeting. The Board of Directors shall then be elected by a majority vote of all members present at the annual meeting, so long as a quorum exists.
- 4.3 Each director's term of office shall be one (1) year and until his or her successor is elected or appointed. A vacancy of any director shall be filled by appointment by the Board of Directors. Removal of directors may be accomplished in the same manner as required to amend these by-laws, as set forth in Article XI. Directors may be removed for willful misconduct or inaction, such as, acting in violation of these by-laws, dereliction of duty or incompetence in office, misappropriation of funds, or the like.
- 4.4 Except as otherwise provided in these bylaws, the Board of Directors shall have the power to conduct the business and manage the affairs of the Association on behalf of the membership between the regular meetings.
- 4.5 Regular meetings of the Board of Directors shall be as decided by the Board of Directors at its first meeting each fiscal year and no further notice shall be given. Special meetings of the Board of Directors may be called by the President or any three (3) Directors upon reasonable notice, not to be less than twenty-four (24) hours, to all Directors.
- 4.6 A quorum of the Board of Directors shall consist of a majority of the Board. Board members may only vote in person.

ARTICLE V

COMMITTEES

- 5.1 The Board of Directors may establish such standing or *ad hoc* committees as are necessary for the proper and efficient conduct of the Association's business.
- 5.2 Except as otherwise provided by the Board of Directors, committee members shall be members of the Association.
- 5.3 The Board of Directors shall appoint the members of each committee. The President shall designate one member of each committee to serve as chairman of the committee.
- 5.4 Committees shall report as reasonably requested by the Board of Directors and/or the President.
- 5.5 Each committee member shall serve until the next

annual meeting of the members of the Association, unless the committee is terminated by majority vote of the Board of Directors, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

- 5.6 A committee member may be removed with or without cause by the Board of Directors.
- 5.7 Vacancies in the membership of any committee may be filled by appointments made in the same manner as in the case of the original appointments.
- 5.8 Unless otherwise provided by the Board of Directors, a majority of the members of the committee constitutes a quorum.
- 5.9 Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VI

REPRESENTATION IN OTHER ORGANIZATIONS

- 6.1 The Association may become a member or affiliate of other organizations when the Board of Directors determines that such membership or affiliation is in the best interests of the association.
- 6.2 The President shall appoint, with the approval of the Board of Directors, one or more members of the Association to serve as the Association's representatives to an organization of which the Association is a member or with which it is affiliated. Each representative shall serve until the next annual meeting of the members of the Association, unless the membership or affiliation is terminated, the representative resigns or is removed, or the representative ceases to be a member of the Association in good standing. A representative may be removed with or without cause by the President or the Board of Directors.

ARTICLE VII

PUBLIC ISSUES AND CONFLICTS OF INTEREST

- 7.1 The official position of the Association on public issues affecting its members shall be determined by a majority vote of the members present and voting at a meeting of the members for which notice of the issue to be voted upon has been given and at which a quorum of 20% of the membership is present. The Association shall not endorse or oppose any candidate for political office, but may sponsor "candidates' nights" and similar informational programs open to all candidates for an office or offices on an equal basis.

7.2 No one shall claim to represent or speak for the Association, or identify him or herself as being connected with the Association, in making any statement, taking any position, or conducting any negotiation regarding a public issue, unless the Association has established an official position with respect to that issue. All such statements, positions, and negotiations on behalf of the Association shall be made, taken, or conducted by the President or a person or persons delegated by the President.

7.3 Except as provided in Section 7.4 of this Article, no officer or director shall make any public statement, take any public position, or conduct any public negotiation, whether claimed to be on behalf of the Association or not, regarding a public issue on which the Association has established an official position, unless the position, statement, or negotiation is consistent with the official position of the Association.

7.4.1 Whenever the personal or financial interests of an officer or director, or those of a close relative, close friend, employer, or client, or those of a corporation, organization, or public board or commission of which he or she is a member, shareholder, director, or officer, conflict with an official position of the Association on a public issue to such an extent that he or she cannot act with respect to that issue in the best interests of the Association in a manner consistent with the official position of the Association, he or she shall so certify in writing to the Secretary. The certification may be revoked by written notice to the Secretary; the revocation shall become effective upon approval by the Board of Directors.

7.4.2 Any person making a certification under this section shall thereafter be released from the prohibitions of Section 7.3 of this article, but shall thereafter refrain from participating in any of the business of the Association with respect to the issue and shall not claim to represent or speak for the Association, or identify himself or herself as being connected with the Association, in making any statement, taking any position, or conducting any negotiation regarding the issue.

ARTICLE VIII

RECORDS OF THE ASSOCIATION

- 8.1 The Association shall keep correct records of the financial affairs of the Association, a current membership list and minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors. All such books and records shall be confidential and proprietary and shall at all times belong to the Association. It shall be the duty of any person having

access to any such books or records to maintain the confidentiality of the records and information contained therein unless specifically authorized otherwise by vote of the Board of Directors. Directors and officers shall have the right to inspect and copy any such books and records upon reasonable notice to the President and the Secretary. The membership list shall be used only for the purpose of communications with the members and as authorized by the Board of Directors. The membership list shall not be shared with or disclosed to any person or entity not a member of the Association. Information gathered from time to time from the members regarding issues of concern or other matters relating to the Association's business shall be maintained as confidential and shall be used only for purposes directly related to the business of the Association.

8.2 The Association shall make books and records of account available to the members of the Association for inspection and copying upon written request, stating the purpose of the request.

ARTICLE IX

FISCAL YEAR

9.1 The fiscal year of the Association shall follow the calendar year, beginning on the first day of January and ending on the last day of December.

ARTICLE X

NON-LIABILITY AND INSURANCE

10.1 A director or an officer of the Association shall not be personally liable to the Association or its Members for monetary damages for an act or omission in the person's capacity as a director or officer of the Association, except to the extent the person is found liable for (a) a breach of the director's or officer's duty of loyalty to the Association or its Members, (b) an act or omission not in good faith that constitutes a breach of duty of the director or officer to the Association or an act or omission that involves intentional misconduct or a knowing violation of the law, or (c) a transaction from which the director or officer received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's or officer's office.

10.2 The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, or agent of the Association against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person.

ARTICLE XI

AMENDMENTS OF BYLAWS

12.1 The power to amend or repeal these Bylaws or to adopt new Bylaws shall be vested in the members of the Association. Such alteration, amendment or repeal may be accomplished at any meeting of the members of the Association at which a quorum of at least twenty (20%) percent of the members are present, by the affirmative vote of at least two-thirds (2/3rds) of the members present in person and entitled to vote at such meeting, provided that notice of the intention to alter, amend or repeal these Bylaws or to adopt new Bylaws shall have been given in the notice calling such meeting.

CERTIFICATION

The undersigned, the secretary of the Association, hereby certifies that the foregoing bylaws were adopted by the membership of the Association as of December 13, 2005.



Anthony P. Vemma
Secretary