

# **BYLAWS OF THE DALLAS HOMEOWNERS LEAGUE**

July 1, 1995

## **Article I. Offices**

Section 1. The principal office of the corporation in the State of Texas shall be located in the City of Dallas, County of Dallas. The corporation may have such other offices, either in or out of the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Section 2. The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with the registered office, as required by the Texas Non-Profit Corporation Act. The registered office maybe, but need not be, identical with the principal office. The address of the registered office may be changed from time to time by the Board of Directors.

## **Article II. Members**

Section 1. The corporation shall have a membership composed of identifiable neighborhood citizens groups having twenty-five participants or more; provided that the Board of Directors may, in its discretion, permit any such group with fewer than twenty-five participants to become a member of the corporation. Membership eligibility shall be without distinction as to sex, race, color, creed, national origin, or economic standing.

Section 2. Eligible neighborhood citizens groups may become members of the corporation upon the affirmative vote of two-thirds of the directors present at any regularly constituted meeting.

Section 3. Each member shall designate an individual as its representative to act on its behalf in all dealings with the corporation. A member may designate one or more alternate representatives in a specified order of precedence to act on its behalf in all dealings with the corporation in the absence of the regular member representative.

Section 4. The Board of Directors may, by affirmative vote of two-thirds of the members of the Board, suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of the directors present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who is in default in the payment of dues for the period fixed in Article XII of these bylaws.

MINUTES  
BOARD OF DIRECTORS MEETING  
NOVEMBER 2, 1985

A lengthy general discussion of geographical overlap among League member groups, and of the procedure to be followed in handling contested membership applications, took place. It was agreed that:

- (1) the names of prospective members will be published in the League newsletter prior to the meeting at which their applications are considered;
- (2) where an objection to a membership application is made prior to the meeting at which the application will be considered, the application will be pulled from the agenda and referred to the Board of Directors for a hearing and recommendation as to the application;
- (3) where an objection is made for the first time during the meeting, a motion and majority vote will be required to refer the application to the Board;
- (4) at any hearing held by the Board, the Board discussion and vote on its recommendation will take place in closed session; and
- (5) the Board recommendation will be referred to the membership for action at the next following membership meeting.

A committee was appointed to draft criteria for use by the Board in making a recommendation regarding an application, and to report these draft criteria back to the Board for approval; this committee consists of Michael Jung (chairman), Penny Anderly, and Lisa Hendrik.

MINUTES  
BOARD OF DIRECTORS MEETING  
DECEMBER 14, 1985

Maxine Aaronson joined the meeting following the first two items of business.

There was a lengthy general discussion of the criteria to be used by the Board in making a recommendation to the membership in the case of a contested membership application. These were identified as follows:

- (1) The focus is to be on the basis of the objection to the group's membership; the challenging party bears the burden of proof to justify rejection of the application.
- (2) The key criterion is the group's consonance with the League, i.e., the compatibility of its values, goals, and activities with the values, goals, and activities of the League.
- (3) The evidence at a Board hearing on a contested application should be directed toward the functions, activities, and structure of the prospective member.
- (4) The purpose, motivation, and goals of the leaders and founders of the prospective member are relevant, but only insofar as they shed light on whether or not the other criteria are satisfied.

It was moved (Jung) and seconded (Hendrik) that these criteria be adopted; this motion passed unanimously.

It was moved (Jung) and seconded (Wilmarth) that a hearing on the contest of the Belmont Neighborhood Association to the membership application of the Lower Greenville Homeowners Association be scheduled for 7:30 p.m. on January 15, 1986, at the West Shore Presbyterian Church; this motion passed unanimously.

Section 5. Any member may resign by filing a written resignation with the Secretary, but the resignation shall not relieve the member of the obligation to pay any accrued and unpaid dues, assessments, or other charges.

Section 6. Membership in this corporation is not transferable or assignable.

### **Article III. Meetings of Members**

Section 1. Annual meetings of the members shall be held on the fourth Wednesday of June in each year, at such time as the Board of Directors may prescribe, for the purpose of electing Directors. If the day fixed for the annual meeting is a legal holiday in the State of Texas, the annual meeting shall be held on the next business day. If the election of Directors is not held at the annual meeting, or at any adjournment of the annual meeting, the Board of Directors shall cause the election to be held at a special meeting of the members as soon as conveniently possible, but no later than sixty days after the date of the annual meeting.

Section 2. A general meeting of the members shall be held on the fourth Wednesday of each month except November and December, and on the first Wednesday of December. The regular June meeting shall take place immediately following the annual meeting.

Section 3. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 4. The Board of Directors shall designate a place, within the City of Dallas, Texas, as the place of meeting for each annual, regular, or special meeting of the members, except that a special meeting called by the President or by the members shall be held at such place in the City of Dallas, Texas, as the person(s) calling the meeting shall designate. If three-fourths of the members meet at anytime and place and consent to the holding of a meeting, the meeting shall be valid without call or notice, and at the meeting any corporate action may be taken.

Section 5. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, by mail, or by telecopy, to each member entitled to vote at the meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President or the Secretary or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice is considered delivered when deposited in the United States mail, with postage paid, addressed to the member at the member's address as shown in the records of the corporation.

Section 6. Any action which must or may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members entitled to vote with respect to the action.

Section 7. The members holding one-third of the votes which may be cast at any annual or special meeting shall constitute a quorum at such meeting. The members holding one-sixth of the votes which may be cast at any general meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 8. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member representative or by the member representative's duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. In the absence of the regular and alternate member representatives, the members of a member group present at a meeting may by unanimous action cast the member's vote.

Section 9. Where Directors are to be elected by the members, the election may be conducted by mail in a manner determined by the Board of Directors.

Section 10. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 11. Votes cast by the members shall be subject to verification by the Secretary against the roster of members in good standing.

Section 12. Guests may attend meetings subject to the approval of the President, but may not participate in voting.

#### **Article IV. Board of Directors**

Section 1. The affairs of the corporation shall be managed by its Board of Directors. Directors must at the time of their election be members of member groups in good standing in the corporation.

Section 2. The number of directors shall be determined by the Board of Directors, but shall not be less than seven or more than fifteen. Each Director shall hold office until the next annual meeting of members and until the Director's successor has been elected and has qualified.

Section 3. A regular meeting of the Board of Directors shall be held without other notice than this bylaw concurrently with each regular meeting of the members.

Section 4. The Board of Directors may provide by resolution the time and the place for the holding of additional regular meetings of the Board without other notice than the resolution.

Section 5. Any Director who fails to attend any four regular meetings of the Directors, as scheduled by Section 3 of this Article, during the twelve-month period beginning with the annual meeting of the members, shall automatically cease to hold office as a Director.

Section 6. Special meetings of the Board of Directors maybe called by the President or any two Directors. The person or persons calling the special meeting may fix any place in the City of Dallas, Texas, as the place for holding the meeting.

Section 7. Notice of any special meeting of the Board of Directors shall be given at least five days in advance by written notice delivered personally, by telephone, by mail, by telecopy, or by telegram to each Director at the Director's address as shown in the records of the corporation. If mailed, the notice is considered delivered when deposited in the United States mail, with postage prepaid. If given by telegram, the notice is considered delivered when delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting constitutes a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of the meeting, unless specifically required by law or by these bylaws.

Section 8. A quorum of the Board of Directors at any meeting shall be a majority of the Directors in office at the time of the meeting. If less than a majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 9. The act of a majority of the Directors at a meeting at which a quorum is present is the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 10. A Director or Directors maybe removed from office for good cause by the Board of Directors and the members according to the following procedure:

(a) A special meeting of the Board of Directors to consider the removal of a Director or Directors from office may be called under Section 6 of this Article.

(b) Notwithstanding the provisions of Section 7 of this Article, notice of any such meeting shall be sufficient if given to each Director personally, by telephone, or by delivery to the Director's home, at least twenty-four hours prior to the meeting. The notice shall specify the time and place of the meeting, and shall identify the Director(s) whose removal will be considered. The notice given to the Director(s) whose removal will be considered shall be in writing, setting forth the charges against them. The provisions of Section 7 of this Article regarding waiver of notice shall apply to any meeting called under this Section.

(c) At any such meeting, the removal of the Director(s) identified in the notice shall be the only item of business, except that the Board of Directors may also consider the removal of any such individuals as officers if notice has been given that such removal will also be considered.

(d) If the Board of Directors, after hearing the charges against the Director(s) and any response of the Director(s) to those charges, determines by a two thirds vote of the Directors in

office that good cause exists for the removal of any Director(s) identified in the notice, it shall call a special meeting of the members to consider removal of such Director(s).

(e) Notwithstanding the provisions of Section 4 of Article III, notice of any such meeting of the members shall be sufficient if given to each member personally, by telephone, or by delivery to the address of the member as it appears in the records of the corporation, at least forty-eight hours prior to the meeting. Such notice shall specify the time and place of the meeting, and shall identify the Director(s) whose removal will be considered.

(f) At any such meeting of the members, the removal of the Director(s) identified in the notice shall be the only item of business.

(g) If the members, after hearing the charges against the Director(s) and any response of the Director(s) to those charges, determine by a two-thirds vote of those members present and voting that good cause exists for the removal of any Director(s) identified in the notice, such Director(s) shall immediately cease to hold office.

Section 11. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office.

Section 12. Directors shall not receive remuneration for their services.

Section 13. Any action which must or may be taken at a meeting of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors.

## **Article V. Officers**

Section 1. The officers of the corporation shall be a President, one or more Vice Presidents (the number and precedence of the Vice Presidents to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as maybe elected in accordance with the provisions of this Article. The Board of Directors may elect such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the President or the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. The officers shall be elected for one-year terms by the Board of Directors following the election of Directors at each annual meeting of the members. The terms of the officers shall begin on the first day of July of each year and end on the last day of June of the following year. If the election of officers is not held at such meeting, the election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of

the Board of Directors. Each officer shall hold office until the officer's successor has been duly elected and has qualified.

Section 3. An officer or officers may be removed from office for good cause by the Board of Directors according to the following procedure:

(a) A special meeting of the Board of Directors to consider the removal of an officer or officers from office may be called under Section 6 of Article IV.

(b) Notwithstanding the provisions of Section 7 of Article IV, notice of any such meeting shall be sufficient if given to each Director personally, by telephone, or by delivery to the Director's home, at least twenty-four hours prior to the meeting. The notice shall specify the time and place of the meeting, and shall identify the officer(s) whose removal will be considered. The notice given to the officer(s) whose removal will be considered shall be in writing, setting forth the charges against them. The provisions of Section 7 of Article IV regarding waiver of notice shall apply to any meeting called under this Section.

(c) At any such meeting, the removal of the officer(s) identified in the notice shall be the only item of business, except that the Board of Directors may also consider the removal of any such individuals as Directors if notice has been given that such removal will also be considered.

(d) If the Board of Directors, after hearing the charges against the officer(s) and any response of the officer(s) to those charges, determines by a two-thirds vote of the Directors in office that good cause exists for the removal of any officer(s) identified in the notice, such officer(s) shall immediately cease to hold office.

Section 4. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members and at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any instrument which the Board of Directors has authorized to be executed, except in cases where the signing has been expressly delegated by the Board of Directors or by these bylaws or by statute to some officer or agent of the corporation. The President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. In the absence of the President or the in event of the President's inability or refusal to act, the Vice President or other officer of the corporation designated by the Board of Directors shall perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. Each Vice President shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

Section 7. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for money due and payable to the corporation from any source, deposit all such money in the name of the corporation in the banks which have been selected Article VIII of these bylaws, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

Section 8. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors, see that all notices are given as required by these bylaws or by law, be custodian of the corporate records and of the seal of the corporation, see that the execution of all documents is duly authorized in accordance with these bylaws, keep a register of the post office address of each member as furnished the member, and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Section 9. The assistant treasurers and assistant secretaries, if any, shall perform such duties as may be assigned to them by the Treasurer or the Secretary, as the case maybe, or by the President or the Board of Directors.

## **Article VI. Committees**

Section 1. The Board of Directors, by resolution adopted by a majority of the Directors in office, may establish and appoint one or more committees, each of which shall consist of two or more Directors. Such committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that no committee shall have the authority of the Board of Directors to amend, alter, or repeal the bylaws; to elect, appoint, or remove any member of the committee or any Director or officer of the corporation; to amend the articles of incorporation; to adopt a plan of merger or a plan of consolidation with another corporation; to authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; to authorize the voluntary dissolution of the corporation or to revoke proceedings for such dissolution; to adopt a plan for the distribution of the assets of the corporation; or to amend, alter, or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by a committee. The designation and appointment of any such committee and the delegation to the committee of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

Section 2. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation maybe established by the Board of Directors. Except as otherwise provided in the resolution, members of each such committee shall be members of member groups in good standing in the corporation, and the President shall appoint the members of the committee. Any members of the committee maybe removed by the President or the Board of Directors.

Section 3. Each member of a committee shall continue as a member of the committee until the next annual meeting of the members of the corporation and until the member's successor is appointed, unless the committee is terminated, the member is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 4. The chairman of each committee shall be appointed by the President

Section 5. 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.

Section 6. Unless otherwise provided in the resolution of the Board of Directors establishing a committee, a majority of the members of the committee constitutes a quorum and the act of a majority of the members present at a meeting at which a quorum is present is the act of the committee.

Section 7. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

#### **Article VII. Public Issues and Conflicts of Interest**

Section 1. The official position of the corporation on public issues affecting its members shall be determined by the Board of Directors. Whenever, in the judgment of the President, time constraints imposed by external circumstances do not permit consideration of the official position of the corporation on a public issue at a regular or special meeting of the Board of Directors, the President may cause the Directors to be polled personally or by telephone; reasonable efforts shall be made to contact each Director, but the affirmative vote of a majority of the Directors in office shall be sufficient to establish an interim official position for the corporation until the next regular meeting of the Board of Directors. The results of any such poll shall be recorded by the Secretary and maintained as part of the minutes of the Board of Directors.

Section 2. No one shall claim to represent or speak for the corporation, or identify himself or herself as being connected with the corporation, in making any statement, taking any position, or conducting any negotiation regarding a public issue, unless the Board of Directors has established an official position for the corporation with respect to that issue. All such statements, positions, and negotiations on behalf of the corporation shall be made, taken, or conducted by the President or a person or persons delegated by the President

Section 3. Except as provided in Section 4 of this Article, no officer, Director, committee member, or member representative shall make any public statement, take any public position, or conduct any public negotiation, whether claimed to be on behalf of the corporation or not, regarding a public issue on which the Board of Directors has established an official position for

the corporation, unless the position, statement, or negotiation is consistent with the official position of the corporation. This Section applies to committee members only with respect to public issues within the subject matter of their committees.

Section 4. (a) Whenever the personal or financial interests of an officer, Director, committee member, or member representative, or those of a close relative, close friend, employer, or client, or those of another 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 corporation 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 corporation in a manner consistent with the official position of the corporation, 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.

(b) Any person making a certification under this Section shall thereafter be released from the prohibitions of Section 3 of this Article, but shall thereafter refrain from participating in any of the business of the corporation with respect to the issue and shall not claim to represent or speak for the corporation, or identify himself or herself as being connected with the corporation, in making any statement, taking any position, or conducting any negotiation regarding the issue.

(c) This Section applies to committee members only with respect to public issues within the subject matter of their committees.

Section 5. Any violation of Sections 2, 3, or 4 of this Article by an officer, Director, or committee member shall constitute good cause for the removal of the officer, Director, or committee member, unless sufficient extenuating circumstances exist. Upon any violation of Sections 2, 3, or 4 of this Article by a member representative, the Board of Directors may request the member to assign anew representative.

## **Article VIII. Contracts, Checks, Deposits and Funds**

Section 1. The Board of Directors may authorize any officer or agent of the corporation, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 2. All checks, drafts, or orders for the payment of money, or notes or other evidences of indebtedness, issued in the name of the corporation shall be signed by such officers or agents of the corporation and in such manner as shall from time to time be determined by the Board of Directors.

Section 3. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or any special purpose of the corporation.

### **Article IX. Certificates of Membership**

Section 1. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as maybe determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal. of the corporation. The name and address of each member and the date of issuance of the certificate shall be entered in the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued upon such terms and conditions as the Board of Directors may determine.

Section 2. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in the member's name and delivered to the member by the Secretary, if the Board of Directors has provided for the issuance of certificates of membership under Section 1 of this Article.

### **Article X. Books and Records**

The corporation shall keep correct and complete books and records of account The corporation shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. The corporation shall keep a record of the names and addresses of the members entitled to vote. All books and records of the corporation maybe inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time.

### **Article XI. Fiscal Year**

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June.

### **Article XII. Dues**

Section 1. The Board of Directors may prescribe from time to time the initiation fee, if any, and annual dues payable by members.

Section 2. Dues are payable in advance on the first day of the month following each member's anniversary month.

Section 3. When any member's dues are more than six months in arrears, the member shall no longer be in good standing and its membership may be terminated by the Board of Directors under Article III of these bylaws.

Section 4. The Board of Directors may waive all or part of a member's dues upon receiving satisfactory evidence of financial hardship from the member.

### **Article XIII. Seal**

The Board of Directors may provide for a corporate seal, in the form of a circle with the name of the corporation inscribed thereon.

### **Article XIV. Waiver of Notice**

Whenever any notice is required to be given under the Texas Non-Profit Corporation Act or under the articles of incorporation or the bylaws of the corporation, a waiver of notice in writing signed by the person or persons entitled to the notice, before or after the time stated in the notice, shall be equivalent to the giving of the notice.

### **Article XV. Amendments to Bylaws**

These bylaws may be altered, amended, or repealed or new bylaws may be adopted by a majority of the Directors in office, if at least five days' written notice is given of intention to alter, amend, or repeal the bylaws or to adopt new bylaws.