

STEVENS PARK ESTATES NEIGHBORHOOD ASSOCIATION BY-LAWS

(Revised October, 2002)

SECTION I – NAME

The name of this organization shall be Stevens Park Estates Neighborhood Association, a nonprofit organization, hereinafter referred to as the Association.

SECTION II – PURPOSE

The purpose of the Association is to improve the neighborhood and maintain a high quality of life for its residents in matters such as land use, environmental protection, public services, consumer protection, and other matters of neighborhood and civic concern.

SECTION III – OBJECTIVES

The objectives of the Association are to:

- a) Represent and advance the interests of residents in the neighborhood.
- b) Keep all residents informed of issues and options relating to home ownership, zoning, rights, etc., through appropriate committees and meetings.
- c) Support mutual protection and safety through traffic control and crime prevention.
- d) Develop and preserve natural green spaces, parks, trees, landscaping and general land use management.
- e) Foster beneficial communication between residents and neighboring businesses.

SECTION IV- MEMBERSHIP

Item 1 – Eligibility and Categories of Membership

- a) Full memberships are voting memberships in the Association and shall be open to any person who is 18 years of age or older and who lives and owns residential property within the following boundaries of the Stevens Park Estates addition in the City of Dallas, Texas: North is Fort Worth Avenue, West is Hampton Road, East and South are Plymouth Road.
- b) Associate memberships are non-voting memberships in the Association and shall be open to any person who is 18 years of age or older and who resides as a tenant within the boundaries of Stevens Park Estates.
- c) Business partnerships are non-voting memberships in the Association and shall be open to any person who represents or owns a business that operates within two miles of the boundaries of Stevens Park Estates.

Item 2 - Dues

- a) Voting memberships shall be issued upon payment of annual dues.
- b) Dues and membership benefits per member per year shall be announced by the Board of Directors in advance of the fiscal year, and shall be payable on or before the first general membership meeting of each year.

Such dues shall not increase without approval at a meeting of the general membership.

SECTION V - VOTING

Item 1 – General Membership Meetings

Full voting members of the Association present at General Membership meetings shall be entitled to one vote on each matter submitted to a vote of the membership.

Item 2 – Board of Directors

Only full voting members who are also members of the Board shall be entitled to vote at Board meetings.

Item 3 – Quorum

For General Membership meetings of the Association, a quorum is defined as 10% of all full voting members. For Board meetings, a quorum is defined as six Board members. For Executive Committee meetings, a quorum is defined as three of the elected officers. The quorums as defined above shall be necessary for the transaction of all Association business.

Item 4 – Proxies

For General Membership meetings, provisions will be made for audit proxy voting which can be authorized and verified. Board and Executive Committee meetings will require member presence for all votes, except when a majority of the Board or Executive Committee approves a vote to be taken by email or other verifiable means.

SECTION VI - MEETINGS AND ORGANIZATION

Item 1 – General Membership Meetings

A General Membership meeting shall be held in the fall and at such other times as called by the Board.

Item 2 – Board of Directors

Meetings of the Board shall be held at least every three months and at such other times as called by the Executive Committee.

Item 3 – Executive Committee

Executive Committee meetings shall be held at least every three months and at such other times as called by the President.

Item 4 – Membership Privileges

The privilege of holding office, introducing motions, floor debate, and voting shall be limited to full voting members of the Association.

Item 5 – Fiscal Year

The fiscal year of the Association shall run from January 1 to December 31.

SECTION VII - BOARD OF DIRECTORS

Item 1 – Number and Tenure

The Board of Directors shall consist of more than seven (7) members and less than fourteen (14) members. The Board will include the members of the Executive Committee (as set forth in Section VIII), those serving as chairs of the Association's standing committees, and one at-large member. The President appoints standing committee chairs and the At-Large member.

Item 2 – At-Large Member

The provision for an at-large Board member is made specifically to ensure broad representation from the Stevens Park Estates neighborhood should elected officers or standing committee chairs not represent all streets of the neighborhood.

Item 3 – General Powers

The Board shall manage the affairs of the Association and shall have full authority to set Association policy and speak to elected officials on behalf of the Association.

Item 4 – Vacancies

The President shall fill any vacancy occurring among non-elected members of the Board for the balance of the unexpired portion of the term. A vacancy may be assumed to exist whenever a Board member misses his or her obligations. A meeting, for the purposes of this Section shall be defined as a Board or General Membership meeting for which the member had at least fourteen days prior notice.

Item 5 – Notice of Meetings

Notice of Board meetings may be given in writing or orally, at least fourteen days prior to the meeting and is deemed to have occurred if the meeting is held at a prearranged and customary time and location. In case of an emergency, which is so defined by the Executive Committee, twenty-four hours' notice shall suffice at which any business is conducted with the exception of bylaws amendments or elections.

Item 6 – Removal from the Board

The Executive Committee may remove any non-elected member of the Board for cause. Any elected officer of the Board may be removed for cause at any Board meeting by a two-thirds vote of the Board members present, providing that written notice has been furnished to all Board members at least fourteen days prior to said meeting.

SECTION VIII – OFFICERS AND EXECUTIVE COMMITTEE

Item 1 – Positions and Duties

- a) The Executive Committee is comprised of the President, Vice-President, Secretary, Treasurer, and immediate Past-President. The Executive Committee has the responsibility of the day-to-day management of the Association and shall be ex-officio members of all committees. It shall also have the right to review all statements made on behalf of the Association.
- b) The President shall preside at all meetings of the Executive Committee, Board, and the Association and shall cosign all checks drawn on the account of the Association.
- c) The Vice-President shall fulfill the duties of the President in the President's absence and shall have other duties delegated by the President.
- d) The Secretary shall be responsible for keeping an accurate record of all business conducted at meetings of the Association.
- e) The Treasurer shall be responsible for the Association moneys, shall keep an accurate record of receipts and expenditures, and shall cosign all checks drawn on the account by the Association.
- f) The immediate Past-President shall serve in an advisory role for continuity of leadership.

- g) The positions of President and Treasurer may not be held by the same person nor may these positions be held by two persons who reside at the same address.

Item 2 – Election

The President, Vice-President, Secretary and Treasurer shall be elected by full voting members at the annual General Membership meeting, and shall serve one-year terms.

Item 3 – Resignation

Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Item 4 – Replacement of Officers

When necessary, vacant offices may be filled by appointment or election at any meeting by the Board for the unexpired portion of the term.

Item 5 – Terms of Office

All terms of elected office are for one year.

Item 6 – Consecutive Terms

No officer may serve more than two consecutive years in the same capacity.

SECTION IX – OTHER COMMITTEES

Item 1 – Standing Committees

There may be as few as five (5) or as many as seven (7) Standing Committees which have specific fiscal year-long responsibilities within the scope of the long-term needs of the Association. Standing Committees will be determined annually by the Executive Committee and could include areas of focus such as Beautification, Crime, Traffic, Social Activities, Communication, Membership, Governance, or Business Relations. A majority present of committee members shall constitute a quorum for any committee meeting.

Item 2 – Standing Committee Chairs

With the approval of the Executive Committee, the President appoints all chairs of Standing Committees. Along with the Executive Committee, these appointed standing committee chairs become voting members of the Board of Directors.

Item 3 – Ad Hoc Committees

As needed, Ad Hoc committees may be created by the Executive Committee to address short-term needs of the Association.

Item 4 – Ad Hoc Committee Chairs

With the approval of the Executive Committee, the President appoints all chairs of Ad Hoc Committees.

Item 5 – Nominating Committee

A Nominating Committee shall make nomination for officers to the Board of Directors. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a chair, who shall be a voting member of the Board of Directors, and two or more voting members of the Association. The Nominating Committee shall be appointed by the President no later than one month prior to the General Membership meeting and shall serve until the close of such annual meeting. The

Nominating Committee shall make as many nominations for election to the officers of the Board as it shall in its discretion determine. If the committee is unable to identify a candidate for any, or all, of the available offices for the coming year, nominations that arise from the floor of the annual meeting will suffice to fill out the slate of officers to be elected. However, if that is the case, the entire membership will be notified of such in the invitations to the annual meeting. Also, should that situation occur, those invitations must enable any member of the association to designate a member they know who will be attending the annual meeting as the person casting their vote for officers in their absence, should they be unable to attend the annual meeting.

SECTION X – APPROVAL OF EXPENDITURES

Item 1 – Unique expenditures

Unique expenditures are commitments of Association funds that are not expected to occur again or at least not on a regular basis. The Board must approve these expenses. The Board may give approval to a maximum limit that the President and the Treasurer can approve without Board action.

Item 2 – Recurring expenditures

Recurring expenditures are disbursements of Association funds that are expected to occur on an ongoing and somewhat regular basis. These would include such items as postage, supplies and publication of a newsletter. These expenditures may be approved in advance for future payment during an annual budgeting process. These payments would then be reviewed and re-approved on an annual basis.

SECTION XI – CONFLICT OF INTEREST

Item 1 – Definition and Declaration

A contract or transaction between the Association and one or more of its directors, officers, or members, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its directors, officers or members are directors, officers, or members, or have a financial interest, is not void or voidable solely for that reason, solely because the director, officer, or member is present at or participates in the meeting of the Board or committee of the Board or of the members that authorize the contract or transaction, or solely because the director's, officer's, or member's votes are counted for that purpose, if:

- a) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors, the committee, or the members, and the Board, committee, or members in good faith and with ordinary care authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors or members, even though the disinterested directors or members are less than a quorum;
- b) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote on the contract or transaction, and the contract or transaction is specifically approved in good faith and with ordinary care by vote of the disinterested members; or
- c) the contract or transaction is fair to the corporation when it is authorized, approved, or ratified by the Board of Directors, a committee of the Board, or the members.

Item 2 – Quorum and Interested Directors

Common or interested directors or members may be counted in determining the presence of a quorum at a meeting of the Board of Directors, or a committee, or of members that authorize the contract or transaction.

SECTION XII – INDEMNIFICATION

Item 1 – Indemnification

Each director, officer, former director and former officer of the Association (an "Indemnitee") shall be fully indemnified, to the extent allowed by law, by the Association against liabilities imposed upon Indemnitee and expenses and costs (including attorneys' fees and court costs) actually and necessarily incurred by Indemnitee in connection with (a) any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, (b) any appeal in such action, suit or proceeding and (c) any inquiry or investigation that could lead to such an action, suit or proceeding (collectively, an "Action") to which Indemnitee is, was or is threatened to be made a named defendant or respondent in an Action or a party be reason of Indemnitee being, or having been, such director, officer, former director or former officer if it is determined, in accordance with the method set forth in the Texas Non-Profit Corporation Act (the "Act"), that the Indemnitee has met the standard set forth in Section XII, Item 2. Notwithstanding the previous sentence to the contrary, no indemnification shall be allowed in cases where (a) the Indemnitee was found liable on the basis that personal benefits were improperly received, or (b) the Indemnitee was found liable to the Association.

Item 2 – Standard

The indemnification provided in Section XII, Item 1 is allowed only if it is determined that the Indemnitee:

- a) conducted him/herself in good faith;
- b) reasonably believed:
 - (1) in the case of conduct in the official capacity as a director, that the conduct was in the best interests of the Association, and
 - (2) in all other cases, that the conduct was at least not opposed to the Association's best interests; and
- c) in the case of any criminal proceeding, that there was no reasonable cause to believe the conduct was unlawful.

Item 3 – Payment of Expenses in Advance.

Reasonable expenses incurred by an Indemnitee may be paid or reimbursed by the Association in advance of the final disposition of such action if the Association receives (a) a written affirmation from the Indemnitee that the standard of conduct set forth in Section XII, Item 2 has been met and (b) a written undertaking by Indemnitee to repay such amount if it is ultimately determined that those requirements were not met or that the indemnification of the Indemnitee against such expense is prohibited by law.

Item 4 – Insurance.

- (a) The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, agent or similar functionary of another corporation,

directors participating in the approval are beneficiaries of the insurance or arrangement.

Item 5 – Severability.

If any part or portion of this Section XII shall be judicially determined to be invalid or unenforceable, such determination shall not in any way affect the remaining portions of this Section, but the same shall be divisible and the remainder shall continue in full force and effect. It is the Association's intent to provide those persons entitled to indemnification to the fullest extent allowed by law. To the extent that these bylaws conflict with the Act, the Act shall control.

SECTION XIII – LIMITATION ON ACTIVITIES

The Association shall use its funds only to accomplish the purposes specified in these Bylaws, and no part of the dues received or any net earnings of the Association

shall inure to the benefit of or be distributable to its members, directors, or officers, or to other private individuals or other associations organized and operating for profit, except that the Association is authorized and empowered to pay reasonable compensation for services rendered.

SECTION XIV – NON-DISCRIMINATION

The Association shall not discriminate against individuals or groups on the basis of race, religion, color, gender, sexual orientation, age, ability, familial status, national origin, or political affiliation in any of its policies, recommendations or actions.

SECTION XV – AMENDMENT OF BYLAWS

These bylaws may be amended at any meeting by a two-thirds vote of the Board provided that the amendment(s) has been submitted in writing to the Board at the Previous meeting.

SECTION XVI – PARLIAMENTARY AUTHORITY

These bylaws, good sense and politeness shall govern the business and procedures of all Association meetings. As needed, the current edition of Robert's Rules of Order may also be used to fairly and openly facilitate Association business.

SECTION XVII – DISSOLUTION

If necessary, upon the dissolution of the Stevens Park Estates Neighborhood Association no class of member shall have any right nor shall receive any assets of the Association. The assets of the Association are permanently dedicated to a tax-exempt purpose. In the event of dissolution, the Association's assets, after payment of debts, will be distributed to an organization which is tax-exempt under the relevant provisions of the Internal Revenue Code and which exists for community service and not religious purposes.

These are the bylaws of the Stevens Park Neighborhood Association approved by the Stevens Park Estates Board of Directors on September 7, 2000, and revised by the Board in October, 2002.