

**Stevens Park Estates Neighborhood Association (SPENA) By-Laws**  
(Revised July 2017)

**SECTION 1 – NAME**

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

**SECTION II – PURPOSE**

The purpose of SPENA is to improve the neighborhood by maintaining and beautifying public spaces, as well as promoting a sense of community by organizing inclusive social and informative civic events.

**SECTION III – OBJECTIVES**

The objectives of SPENA are to:

- a) Represent and advance the interests of residents in the neighborhood.
- b) Support mutual protection and safety.
- c) Work in conjunction with other neighborhood associations to develop and preserve natural green spaces, parks, and trails.
- d) Foster beneficial communication between residents and neighborhood businesses.
- e) Build a close-knit community through social events.

**SECTION IV – MEMBERSHIP AND DUES**

- a) All memberships are voting memberships in SPENA and shall be open to any person who is 18 years of age or older and who lives within the following boundaries of the Stevens Park Estates addition in the City of Dallas, Texas: Atlantic Street to the North, Hampton Road to the West, and Plymouth Road to the East and South.
- b) Annual dues per household shall be announced by the Board of Directors in advance of the fiscal year, and shall be payable in January.

**SECTION V – VOTING**

**Item 1 – Membership Meetings**

Members of SPENA 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 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 three Board members. 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 meetings will require member presence for all votes, except when a majority of the Board 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 at least once a year 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 President.

**Item 3 – Membership Privileges**

The privileges of membership in SPENA include holding office, introducing motions, floor debate, and voting.

**Item 4 – Fiscal Year**

The fiscal year of SPENA 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 five (5) members and less than fourteen (14) members. The Board will include the members of the Executive Committee (as set forth in Section VIII) and may include those serving as chairs of the Association's standing committees, as well as 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 SPENA and shall have full authority to set SPENA policy and speak to elected officials on behalf of SPENA.

**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 shall suffice as notice of an emergency meeting at which any business is conducted, with the exception of elections or amendments to the Bylaws.

**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 SPENA, and the members of the Executive Committee shall also be ex-officio members of all committees.
- b) The President shall preside at all meetings of the Executive Committee and Board, as well as at General Membership meetings.
- 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 sign all checks drawn on the account by SPENA.
- 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 a meeting of the General Membership and shall serve one-year terms.

#### Item 3 – Resignation

Any officer may resign at any time by giving written notice to the Board. 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 three (3) or as many as seven (7) Standing Committees that have specific fiscal year-long responsibilities within the scope of the long-term needs of SPENA. Standing Committees will be determined annually by the Executive Committee and could include areas of focus such as Beautification, Crime, 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 any short-term needs of SPENA.

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 a General Membership meeting. The Nominating Committee shall consist of a Chair, who shall be a member of the Board of Directors, and two or more members of SPENA. 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 invitation to the annual meeting. Also, should that situation occur, that invitation must enable any member of SPENA 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.

## SECTION X – APPROVAL OF EXPENDITURES

Item 1 – Unique Expenditures

Unique expenditures are commitments of SPENA 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 SPENA 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 SPENA and one or more of its directors, officers, or members, or between SPENA 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 who authorize the contract or transaction, or solely because the directors', officers', or members' 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 who authorize the contract or transaction.

### SECTION XII – INDEMNIFICATION

#### Item 1 – Indemnification

Each director, officer, former director, and former officer of SPENA (an “Indemnitee”) shall be fully indemnified, to the extent allowed by law, by SPENA 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, arbitral, 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 by 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 SPENA.

#### 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 SPENA, and
  - 2) in all other cases, that the conduct was at least not opposed to SPENA’s best interests; and
  - 3) 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 SPENA in advance of the final disposition of such an action if SPENA 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) SPENA 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, partnership, joint venture, trust, employee beneficiary plan or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether the corporation would have the power to indemnify him/her against such liability under the provisions of these Bylaws;
- b) In addition to the powers described in Section XII, Item 4, (a) SPENA may purchase, maintain, or enter into other arrangements on behalf of any person who is or was a director, officer, or trustee of SPENA against any liability asserted against him/her and incurred by him/her in such capacity or arising out of his/her status as such a person, whether or not SPENA would have the power to indemnify him/her against that liability under these Bylaws. If the other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the arrangement may provide for payment of a liability with respect to which SPENA would not have the power to indemnify a person only if coverage for the liability has been approved by SPENA's members; without limiting the power of SPENA to procure or maintain any kind of other arrangement, SPENA for the benefit of persons described in this Section may:
  - 1) create a trust fund;
  - 2) establish any form of self-insurance;
  - 3) secure its indemnity obligation by grant of a security interest or other lien on the assets of SPENA; or
  - 4) establish a letter of credit, guaranty, or surety arrangement.
- c) The insurance may be procured or maintained with an insurer, or the other arrangement may be procured, maintained, or established within SPENA or with any insurer or other person considered appropriate by the Board of Directors, regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by SPENA. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the indemnity of the insurer or other person participating in an arrangement is conclusive, and the insurance or arrangement is not voidable and does not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether 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 SPENA'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

SPENA 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 SPENA 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 SPENA is authorized and empowered to pay reasonable compensation for services rendered.

### SECTION XIV – NON-DISCRIMINATION

SPENA 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) have 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 SPENA meetings. As needed, the current edition of Robert's Rules of Order may also be used to fairly and openly facilitate SPENA 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 SPENA. SPENA's assets are permanently dedicated to a tax-exempt purpose. In the event of dissolution, SPENA's assets, after payment of debts, will be distributed to a tax-exempt organization that exists for community service and not religious purposes, under the relevant provisions of the Internal Revenue Code.

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 July 2017.