

**Amended and Restated Bylaws
of the
White Rock Valley Neighborhood Association,
Inc. Dated August 4, 1998**

Article I. Name

- 1.1 The name of this Corporation shall be the White Rock Valley Neighborhood Association, Inc.

Article 2. Purposes

- 2.1 The purposes of this Corporation shall be to preserve, protect, and advance the common interests of the neighborhood in which its members reside, to disseminate information of interest to those residents, and to promote a spirit of community among its members.
- 2.2 The Corporation shall be operated exclusively for non-profit purposes. It shall be non-partisan and non-political.
- 2.3 The Corporation has agreed to assume responsibility for coordination of crime watch activities within its area of operation in cooperation with the Dallas Police Department.

Article 3. Membership

- 3.1 Adult residents and authorized representatives of businesses located within the area bounded by Kingsley Road, Audelia Road, Northwest Highway, and the Jackson Branch of White Rock Creek in the City of Dallas, Texas, shall be eligible for membership in this Corporation.
- 3.2 Voting members of this Corporation, hereinafter referred to as Members, shall be qualifying residents and business representatives, as set forth in paragraph 3.1 of these Bylaws, who have paid Dues for the current year, as provided for in paragraph 4.1 of these Bylaws.
- 3.3 Each Member in attendance at general membership meetings of this Corporation shall be entitled to one vote, not to exceed two votes per household or business entity.

Article 4. Dues

- 4.1 Dues required for voting Members shall be determined by the Board of Directors on an annual basis. The fiscal year of this Corporation shall be from January 1 through December 31.

Article 5. Officers and Their Election

- 5.1 The officers of this Corporation shall be President, Vice President, Secretary, and Treasurer. The term of office shall be one (1) year or until their successors are elected.
- 5.2 A Nominating Committee chaired by the current Vice President will be established by the Board of Directors for the purpose of nominating a slate of Members to serve as officers for the upcoming year. Such Nominating Committee will also consist of one to three other Members selected by the Board. The Nominating Committee will submit its slate of proposed officers at the general meeting of the Membership during the fourth quarter.
- 5.3 Officers for the upcoming year will be nominated and elected at a meeting of the general membership during the fourth quarter of each year. Nominations of Members may be made from the floor and are not limited to those made by the Nominating Committee.

- 5.4 Election will be by a majority vote of the Members present at the general meeting of the Corporation. If no nominee receives a majority of the vote, a runoff election will be held between the two nominees receiving the largest number of votes.
- 5.5 Vacancies occurring in any office shall be filled for the unexpired term by a Member of this Corporation appointed by the President and approved by a majority vote of the Board of Directors. The Vice President shall fill a vacancy in the office of President.
- 5.6 In the event that any officer shall fail to attend three (3) regular monthly Board of Directors meetings held in accordance with Sections 7.1 and 9.2 of these Bylaws, such officer may be removed by the Board by the affirmative vote of a majority of the Board in attendance at the next regular monthly Board meeting following the third missed regular monthly Board meeting. In addition, any officer may be removed by the Board for cause by the affirmative vote of a majority of the Board in attendance at a special Board meeting called for the express purpose of such removal. For these purposes, the officer subject to the removal vote shall not be entitled to vote and shall not be taken into account in determining the number of votes necessary to constitute a majority. Also, "cause" as used in this Section 5.6 and in Sections 6.3 and 7.3 shall mean (i) theft, embezzlement, or fraud involving Corporation funds or property, (ii) gross mismanagement or gross neglect of the individual's duties, or (iii) any action or inaction which tends to injure the Corporation or its good name, disturbs the well-being of the Corporation, or hampers the Corporation or its officers or directors in the performance of the Corporation's community services.

Article 6. Standing Committees

- 6.1 The Board of Directors shall establish such Standing Committees of this Corporation as the Board may determine to best fulfill the objectives of the Corporation. Such Standing Committees may include committees for beautification, public safety, audit, communications, community outreach, governmental or commercial relations, social activities or such others as the Board determines. However, the Board is not required to establish any one or more of the committees designated above.
- 6.2 Standing Committee Chairpersons shall be Members appointed by the President and approved by a majority vote of the Officers. The term of service for each Standing Committee Chairperson shall be for one (1) year or until their successors are elected.
- 6.3 In the event that any Standing Committee Chairperson shall fail to attend three (3) regular monthly Board of Directors meetings held in accordance with Sections 7.1 and 9.2 of these Bylaws, such Standing Committee Chairperson may be removed by the Board by the affirmative vote of a majority of the Board in attendance at the next regular monthly Board meeting following the third missed regular monthly Board meeting. In addition, any Standing Committee Chairperson may be removed by the Board for cause by the affirmative vote of a majority of the Board in attendance at a special Board meeting called for the express purpose of such removal. For this purpose, the Standing Committee Chairperson subject to the removal vote shall not be entitled to vote and shall not be taken into account in determining the number of votes necessary to constitute a majority.

Article 7. The Board of Directors

- 7.1 The Board of Directors shall consist of the Officers and the Chairperson of each Standing Committee. The Board shall meet monthly as required to transact necessary business of this Corporation, to approve the plan of work of each Standing Committee, and to approve expenditures. The Board shall report to the general membership at quarterly general membership meetings.
- 7.2 Each member of the Board of Directors in attendance at each meeting shall have one vote.

- 7.3 In the event that any member of the Board of Directors shall fail to attend three (3) regular monthly Board of Directors meetings held in accordance with Sections 7.1 and 92 of these Bylaws, such member may be removed by the Board by the affirmative vote of a majority of the Board in attendance at the next regular monthly Board meeting following the third missed regular monthly Board meeting. In addition, any member of the Board of Directors may be removed by the Board for cause by the affirmative vote of a majority of the Board in attendance at a special Board meeting called for the express purpose of such removal. For this purpose, the member subject to the removal vote shall not be entitled to vote and shall not be taken into account in determining the number of votes necessary to constitute a majority.

Article 8. Duties of the Officers and the Board of Directors

- 8.1 All Officers and Chairpersons of Standing Committees must be Members of this Corporation.
- 8.2 President
- 8.2.1 Shall serve as Chairperson of the Board of Directors of the Corporation.
 - 8.2.2 Shall preside at all meetings of the Board of Directors and general membership.
 - 8.2.3 Shall be a member, ex-officio, of all committees.
 - 8.2.4 Shall sign checks in the absence of the Treasurer, and shall be an authorized co-signer of checks over \$350.00.
 - 8.2.5 Shall communicate with all Members of this Corporation through a periodic newsletter.
 - 8.2.6 Shall perform all other necessary duties generally and ordinarily associated with the office.
- 8.3 Vice President
- 8.3.1 Shall assume the duties of the President in the absence of the President.
 - 8.3.2 Shall chair the Nominating Committee.
 - 8.3.3 Shall perform all other duties as assigned by the Board of Directors.
- 8.4 Secretary
- 8.4.1 Shall keep the minutes of all meetings of the Board of Directors and of the general membership.
 - 8.4.2 Shall generate official correspondence of this Corporation subject to the approval of the Board of Directors.
 - 8.4.3 Shall be an authorized co-signer of checks over \$350.00.
 - 8.4.4 Shall inform the Board of Directors of matters of which he/she becomes aware pertaining to legal and regulatory compliance affecting the operation of this Corporation.
 - 8.4.5 Shall perform all other duties as assigned by the Board of Directors.
- 8.5 Treasurer
- 8.5.1 Shall be responsible for the safekeeping of funds and the maintenance of current books and records of all financial receipts, disbursements, assets, and liabilities of this Corporation.

- 8.5.2 Shall sign checks for authorized disbursements of this Corporation. All checks over \$350.00 will require the co-signature of the President or of the Secretary.
 - 8.5.3 Shall make no disbursements without receipts, budget line item classification, and approval by the appropriate Standing Committee Chairperson or Officer.
 - 8.5.4 Shall submit current monthly financial reports to the Board of Directors.
 - 8.5.5. Shall present current financial reports previously approved by the Board of Directors to the general membership on a quarterly basis.
 - 8.5.6. Shall prepare all financial reports and disclosures for approval by the Board of Directors as may be required from time to time by outside regulatory authorities.
 - 8.5.7. Shall maintain a list of all Members of this Corporation who have paid Dues for the current year.
- 8.6 Standing Committee Chairperson
- 8.6.1 Shall, with respect to his/her committee, propose projects and ongoing programs to the Board of Directors consistent with the purpose for which the committee was established.
 - 8.6.2 Shall develop and maintain contact, communication, cooperation, and joint participation with the Members and other community organizations in programs pertaining to such committee's activities.
 - 8.6.3 Shall recruit, organize, and direct volunteers and donors for committee activities.
 - 8.6.4 Shall approve all expenditures for authorized committee activities to the Treasurer for payment.
 - 8.6.5 Shall perform all other duties as assigned by the Board of Directors.

Article 9. Meetings

- 9.1 General membership meetings of this Corporation will be held quarterly. Officers will be elected and approved at the fourth quarter meeting. Twenty voting members will constitute a quorum. Notice of the next scheduled meeting will be made in the Corporation's newsletter.
- 9.2 Board of Directors meetings will be held each calendar month on a date selected at the prior monthly meeting. A minimum of three Officers plus a majority of Standing Committee Chairpersons will constitute a quorum. Special meetings may be called by any Officer or any two (2) Standing Committee Chairpersons by making a written or oral request including agenda items to the Secretary who will then give notice to all Board members.

Article 10. Miscellaneous

- 10.1 The Corporation shall have the authority to borrow money but only under circumstances creating no personal liability of its Officers and/or Members.
- 10.2 The Corporation shall not do any act which will constitute a basis for denial of tax exemptions under applicable laws.
- 10.3 In the event of dissolution or liquidation, whether voluntary or involuntary, the remaining assets of the Corporation will be distributed as determined by the Board of Directors and approved by the general membership.

- 10.4 Individual Members shall be entitled to reimbursement for actual, ordinary, necessary, and reasonable expenses incurred by him/her in connection with conducting authorized business of the Corporation and upon the presentation of original receipts to the responsible Standing Committee Chairperson or Officer for approval and submission to the Treasurer for disbursement of funds.
- 10.5 Officers or Standing Committee Chairpersons must notify the Secretary in writing to resign their positions. The Secretary must notify the President in writing to resign his/her position.
- 10.6 All files of the Corporation in the possession of the outgoing Officers or members of the Board must be turned over to the new Board members no later than the date of the January Board meeting.

Article 11. Parliamentary Authority

- 11.1 The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern this Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules this Corporation may adopt.

Article 12. Amendments

- 12.1 These Bylaws may be amended by a two-thirds vote of the general membership present at an official meeting. These Bylaws shall be effective upon ratification of a two-thirds vote of the members present at an official meeting of the general membership, and shall supersede any previous Bylaws.

Amendment
White Rock Valley Neighborhood Association Bylaws
November 17, 2008

WHEREAS, the membership of White Rock Valley Neighborhood Association met on November 17, 2008 and amended the bylaws as follows:

Amendment reads as follows:

Article 5.1: The officers of this Corporation shall be President, Vice President, Secretary and Treasurer. The term of office shall be one (1) year for a maximum of three (3) consecutive terms/years.

Kathy Stewart, acting secretary