UNIVERSITY MEADOWS NEIGHBORHOOD ASSOCIATION

BYLAWS

**ARTICLE I**

**NAME, LOCATION AND PURPOSE**

1.1 The name of the organization shall be the University Meadows Neighborhood Association (“Association”).

1.2 The “Neighborhood” of the Association shall be the properties within the area which is bounded by MKTRR (DART Rail) (to the south), the median strip of Lovers Lane (to the north), the median strip of Abrams Road (to the east), and the median strip of Skillman Avenue (to the west). This area includes the Caruth Meadows and Lovers Lane East subdivisions as defined by the City of Dallas.

 The purposes of this civic, non-profit association shall be:

A. To determine the needs and goals of the Neighborhood and to promote undertakings to satisfy such needs and achieve such goals;

B. To promote and encourage the safety, improvement and beautification of the Neighborhood;

C. To preserve the identity and integrity of the properties within the boundaries of the Neighborhood as set forth in ARTICLE I, Section 1.2; and

D. To provide both liaison and coordination with governmental agencies with programs and activities affecting the Neighborhood served by the Association.

1.3 No part of the net earnings of the Association shall inure to the benefit of any Director of the Association, Officer of the Association, Member of the Association, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Association in connection with effectuating one or more of its purposes. No Director, Officer, Member, or any private individual shall be entitled to share in the distribution of any of the Association’s assets on dissolution of the Association.

1.4 No substantial part of the activities of the Association shall consist of carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

1.5 Notwithstanding any other provisions of these Bylaws, the Association shall not conduct or carry on any activity not permitted to be conducted or carried on by an Association under Section 501(c)(4) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

1.6 Upon dissolution of the Association or the winding-up of its affairs, the assets of the Association shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organization which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

**ARTICLE II**

# MEMBERSHIP, VOTING, DUES AND QUORUM

2.1 “Members” of the Association shall include all residents and homeowners, of property within the boundaries of the Neighborhood, who have reached the age of majority, as set forth in ARTICLE I, Section 1.2. All Members are entitled to receive regular newsletters and attend neighborhood meetings. To be eligible to vote, a Member must pay annual dues as set forth in ARTICLE II, Section 2.4. Such members will be referred to as “Dues-Paid Members.”

2.2 Dues-Paid Members of the Association shall be entitled to one vote per household, as outlined in the University Meadows Neighborhood Association Policies & Procedures, on each matter for which Dues-Paid Members are entitled to vote as provided herein. Dues-Paid Members may vote in person, electronically or by proxy except that no person may hold the proxy of more than one (1) other member.

2.3 The membership year shall be from January 1 through December 31. Members who want eligibility to vote shall pay their Annual Dues, as set forth in ARTICLE II, Section 2.4, or a pro-ration of those Annual Dues, as defined in the University Meadows Neighborhood Association Policies & Procedures.

2.4 “Annual Dues,” not to exceed one hundred dollars ($100.00) per household shall be set by the Board of Directors.

2.5 Ten percent (10%) of Dues-Paid Members present in person or by proxy shall constitute a quorum at any regular meeting of the Association.

2.6 UMNA shall hold regular meetings for all residents as follows: during the months of February (which shall be the annual meeting), May and October. Notice of meeting date, time and location shall be published at least one month prior to the meeting. Any regular meeting may be held as part of another activity held for members of the Association (such as a block party or restaurant night out).

2.7 The Board of Directors must communicate all matters to be voted on by Dues-Paid Members to all Members at least ten (10) days prior to said vote in a manner outlined in the University Meadows Neighborhood Association Policies & Procedure.

2.8 Members must be given notice of all positions which are proposed to be taken before public agencies on behalf of the Association with a description of the issue to be voted on by the Dues-Paid Members of the Association. In the event immediate action is necessary, the Board of Directors may take such a position if it determines that such position is in the best interests of the Association. However, Members must be notified of the issue in a timely manner.

2.9 Special meetings of the Association may be called by any three (3) members of the Board of Directors or by a notice delivered to the Board of Directors and signed by not fewer than twenty-five percent (25%) of the Dues-Paid Members of the Association for purposes stated in the notice. The time and location of special meetings shall be set by the Board of Directors and notice of such meeting shall be communicated by the Board of Directors not less than ten (10) days prior to such special meeting.

2.10 Members who are eligible to vote must have paid their dues and be listed on the membership register as maintained by the Secretary the day prior to the day of the meeting.

**ARTICLE III**

# OFFICERS

3.1 The Officers of the Association shall be: President, a Vice President, Treasurer, Secretary, Communications Chair and Membership Chair.

3.2 Officers shall be nominated by the Nominating Committee and/or by nomination by a Dues-Paid Member by email to the Nomination Committee or in person at a meeting. Officers shall then be elected by a majority vote at the February meeting.

3.3 The term of the office shall be one (1) year and thereafter until successors are elected and assume office.

3.4 All Officers must be Dues-Paid Members of the Association and residents whose primary residence is within the boundaries of the Neighborhood as set forth in ARTICLE I, Section 1.2.

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, and shall serve as chair of the Board of Directors.

3.6 The Vice President shall preside in the absence of the President and shall assist the President in the execution of the business.

3.7 The Treasurer shall collect all dues, shall have charge of a checking account; shall sign all checks, and shall pay all bills. Checks over five hundred dollars shall require the signature of the Treasurer and another Director. The Treasurer shall keep a register of all members of the Association and shall provide an up-to-date roster of the Dues-Paid Members to the secretary each month.

3.8 The Secretary shall record the minutes of meetings, including general, special and those of the Board of Directors, shall keep a register of all Dues-Paid Members supplied by the Treasurer and shall call the roll when required.

3.9 The Communications Chair shall be Chair of the Communications Committee and shall be responsible for the publication of newsletters and for its distribution to Dues-Paid Members.

3.10 The Membership Chair shall be Chair of the Membership Committee and shall be responsible for acquiring information on residents moving into and leaving the Neighborhood.

**ARTICLE IV**

**BOARD OF DIRECTORS**

4.1 The Board of Directors shall consist of the Officers of the Association and up to five (5) additional Dues-Paid Members of the Association whose primary residence is within the boundaries of the Neighborhood as set forth in ARTICLE I, Section 1.2.

4.2 The Dues-Paid Members who are not Officers shall also be nominated by the Nominating Committee and/or by nomination by a Dues-Paid Member as previously outlined in ARTICLE IV, Section 3.2. Officers and the Board of Directors shall then be elected by a majority vote of the Dues-Paid Members at the February meeting.

4.3 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 regular meetings.

4.4 Regular meetings of the Board of Directors may be held without notice at such times and places as may be designated from time to time by resolution of the Board of Directors and communicated to all Directors. Special meetings of the Board of Directors may be called by two (2) Directors upon one (1) day notice to all of the Directors stating the time, location and purpose of such special meeting.

4.5 A quorum of the Board of Directors shall consist of a majority of the Board. A Director present by proxy shall not be counted for purposes of determining if there is a quorum.

4.6 A Director may vote in person or by proxy given to another Director, but no Director may hold more than one (1) such proxy. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless otherwise made irrevocable by law.

4.7 The Board of Directors may, by majority vote, fill any vacancy, caused by any reason, on the board or in an office.

4.8 The term of a Director shall be one (1) year. Directors may serve for consecutive terms. The immediate Past President shall serve on the Board of Directors in an Ex Officio capacity.

4.9 Where any vote of the Members or Board of Directors is called for or allowed herein, a majority vote of those Members or Directors, respectively, who are present at such meeting in person or are represented by proxy shall be sufficient to carry such resolution except where a greater percentage is called for herein, in which case such greater percentage of the Members or Directors, respectively, who are present at such meeting in person or represented by proxy, shall be required to carry such resolution.

4.10 Any action required or permitted to be taken by the Board of Directors at a meeting may instead be taken by electronic vote or unanimous written consent, subject to the other provisions of this Section 4.10. Each copy of the written consent must be identical in wording and must state the date of the director’s signature. The vote must conclude within seven (7) days of original correspondence. The vote of each Director must be by: physical signature on a paper copy of the email; or email stating “Yes” or similar affirmative response to an email containing the proposed consent. Signed consents must be kept with the minutes of meetings of the Board of Directors.

**ARTICLE V**

**STANDING COMMITTEES**

5.1 The standing committees and ad hoc committees of the Association shall be determined by a majority vote of the Board of Directors.

5.2 The Board of Directors shall approve the appointment of the Chair of all standing committees. Each Committee Chair shall report the activities of his/her committee to the Board of Directors.

**ARTICLE VI**

**RESIGNATION OR REMOVAL FROM OFFICE**

6.1 Resignation. Any Officer, Director or Committee Chair may resign by written notice delivered to the President or, in the case of resignation of the President, delivery to the Vice President.

6.2 Removal. Removal of any Officer, Director or Committee Chair because of action in violation of these Bylaws, dereliction of duty, incompetence, misconduct in office, or misappropriation of funds, must be initiated by a written petition, stating the reason for requesting removal, signed by at least twenty (20) Dues-Paid Members of the Association or by a resolution approved by the Board of Directors. The petition must be presented by a representative of the petitioners in person to a Director at least three (3) days prior to a Board meeting. The Board shall provide the candidate for removal with a copy of the petition prior to the meeting at which the removal is discussed. The President, or the Vice President if the President is the one whose removal is sought, shall appoint a committee, with the consent of the Board of Directors, to investigate the allegations. Should two-thirds (2/3) of the Board deem it necessary, the person whose removal is sought shall be temporarily relieved of that person’s duties pending a final decision. Not later than fifteen (15) days after the initiation of removal, the committee shall report its findings to the Board. If a majority of the Directors present decide that the allegations are without merit, the investigation shall end and the person shall be reinstated. If a majority of the Directors present decide that the allegations have merit, the removal request must be submitted to a special meeting of the Dues-Paid Members within fifteen (15) days or at the next regular meeting of the general membership. At either the special meeting or the regular meeting, a vote by secret ballot by two-thirds (2/3) of Dues-Paid Members present shall be required to remove the person from office. In the event that the President is either a petitioner or the candidate for removal, a majority of the Dues-Paid Members at the special or regular meeting shall elect a temporary presiding officer to serve until the petition for removal is acted upon. Unless removed from the Board, a Director shall continue to serve on the Board for all purposes other than his or her removal.

6.3 Vacancies. If any Officer, Director or Committee Chair resigns by written notice to the President or, in the case of resignation of the President, delivery to the Vice President, or ceases to be a member as defined in Articles 2.1, or is otherwise unable to serve a full term in office, a successor shall be nominated and appointed by the Board to serve the remainder of the term.

**ARTICLE VII**

**THE NOMINATING COMMITTEE**

 The Nominating Committee, consisting of no less than three (3) and no more than five (5) Dues-Paid Members, shall be appointed by the Board of Directors. This committee shall elect its own Chair. The President may not serve on this committee. It shall be the function of this committee to prepare a slate of nominees for the annual election. No person may serve on the Nominating Committee for more than two consecutive years.

**ARTICLE VIII**

**STANDING AUTHORITY**

 The rules contained in Robert’s Rules of Order shall govern the conduct of all meetings of the Association except where such rules conflict with the articles of incorporation or bylaws of the Association or the laws of the State of Texas, which shall control in all cases.

**ARTICLE IX**

**AMENDMENTS**

 Amendments to these bylaws may be made by a two-thirds (2/3) majority vote of Dues-Paid Members of the Association present at any regular or special meeting provided notice of such vote has been given as provided herein.

**ARTICLE X**

**BOOKS AND RECORDS**

 The books, records and papers of the Association shall be available for inspection by any dues-paid Member upon not less than ten (10) calendar days notice during normal business hours at a place designated by the Board of Directors. A member may purchase a copy of these books and records at a reasonable cost.

**ARTICLE XI**

**FISCAL YEAR**

 The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

**ARTICLE XII**

**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

 The Association shall indemnify an Officer, Director or Committee Chair who was, is, or is threatened to be made a named defendant or respondent in a proceeding because such person is or was a director or officer if it is determined, in accordance with the provisions of Article 1396-2.22A of the Act, as the same may be amended from time to time, that the persons:

(i) conducted himself or herself in good faith;

(ii) reasonably believed:

a. in the case of conduct in his or her official capacity as a Director or Officer of the Association, that his or her conduct was in the Association’s best interests; and

b. in all other cases, that his or her conduct was at least not opposed to the Association’s best interests; and

(iii) in the case of any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

Any indemnification made under the provisions of this Article XII shall be made in accordance with the provisions of the Act.

[The above Bylaws incorporate an amendment adopted by resolution approved by the Members of the Association at a meeting duly held on February 9, 2021.]