

WEST KESSLER NEIGHBORHOOD ASSOCIATION
BY LAWS
(Revised January 2011)

SECTION I – NAME

The name of this organization shall be West Kessler Neighborhood Association, a nonprofit organization, hereinafter referred to as the Association.

SECTION II – PURPOSE

The purpose of the Association is to protect and promote the interests of the residents within the neighborhood and to generally provide a forum for discussion on issues of common 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 – BOUNDARIES

The boundaries of the Association will include the 600 to 900 blocks of North Hampton Road, Tenna Loma Court, the 600 to 900 blocks of North Oak Cliff Boulevard, Fouts Lane, Bison Train, Stevens Woods Court, Stevens Woods Lane, Kessler Woods Trail and Kessler Woods Court.

SECTION V – MEMBERSHIP

Membership in the Association will be restricted to current residents within the neighborhood boundaries as set out in IV, or absentee owners of property within these boundaries. Home ownership or payment of dues will not be a requirement for membership in the Association.

SECTION VI – DUES

Dues for the Association will be collected on a voluntary basis each year from each household. The dues will be for the general operational expenses of the Association and for the general benefit of the neighborhood.

SECTION VII-VOTING

Item 1. General Membership Meetings

Members of the Association present at General Membership meetings will be entitled to one vote on each matter submitted to a vote of the membership.

Item 2. Board of Directors

Only 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 members. For Board meetings, a quorum is defined as five Board officers. For the Executive Committee meetings, a

quorum is defined as three of the elected officers. The quorums as defined above shall be necessary for the transactions 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 VIII – MEETINGS AND ORGANIZATION

Item 1. General Membership Meetings

The general membership will meet as deemed necessary by the President and other Officers, but at least once annually, in November for general elections. A quorum of at least 25 Association members will be required to be present for the election of Officers.

Item 2. Board of Directors

Meetings of the Board shall be held monthly and at such other times as called by the Executive Committee.

Item 3. Executive Committee

Executive Committee meetings shall be held at such 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 members of the Association.

Item 5. Fiscal Year

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

SECTION IX – BOARD OF DIRECTORS

Item 1. Board Members

The Board of Directors will include members of the Executive Committee (as set forth in Section X), those serving as chairs of the Association's standing committees and those serving as Block Captains.

Item 2. General Powers

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

Item 3. Vacancies

The President shall fill any vacancy occurring among 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 resigns, cannot or does not perform his or her duties.

Item 4. 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 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 X – OFFICERS AND EXECUTIVE COMMITTEE

Item 1. Positions and Duties

- a. The Executive Committee is comprised of President, Vice-President, Secretary and Treasurer. The Executive Committee has responsibility of the day-to-day management of the Association and can 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. He/She will represent the neighborhood in all concerns of the Association, both external and internal.
- 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, correspondence to members, and maintenance of members' contact information. He/She will also have other duties as delegated by the President.
- e. The Treasurer shall be responsible for the Association monies, shall keep an accurate record of receipts and expenditures, and shall cosign all checks drawn on the account of the Association. He/She will also have other duties as delegated by the President.

Item 2. Election

The President, Vice-President, Secretary and Treasurer shall be elected by vote or action item annually. The election will be held at a General Meeting of the membership during November of each year.

Item 3. Term of Office

The term of office will be one year, commencing on January 1, after the election of officers in November. Any person may serve two consecutive terms in any one office, although he/she may then seek another office. A person may once again seek an office previously held for two terms after an absence from that office of one year.

SECTION XI – STANDING COMMITTEES

Item 1. Standing Committees

There may be a number of 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, Communications, Membership, Governance or Business and/or Community Relations. A majority present of committee members shall constitute a quorum for any standing committee.

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.

SECTION XII - REMUNERATION

There will be no remuneration of any kind for officers, board members or other volunteers of the Association, although expenses for general management and benefit of the Association will be reimbursed if incurred.

SECTION XIII – 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 any ongoing and somewhat regular basis. These would include such items as postage, supplies and publication of a newsletter and directory. 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 XIV – 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, officer 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 that 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 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 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 Association 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 XV – 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, 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 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 XV, 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 XV, 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, 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 XV, 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

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 Association as director, officer, and agent or was serving at the request of the Association.

Item 5. Severability

If any part of portion of this Section XV 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 XVI – 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 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 the services rendered.

SECTION XVII – 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 XVIII – 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 XIX – 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 XX – DISSOLUTION

If necessary, upon the dissolution of the West Kessler Neighborhood Association no member shall have any right or 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 West Kessler Neighborhood Association approved by the West Kessler Neighborhood Association Board of Directors on November 20, 1982, and revised by the Board in January, 2011.