

**BYLAWS OF RICHLAND PARK ESTATES  
NEIGHBORHOOD ASSOCIATION, INC.  
(A NONPROFIT CORPORATION)**

**ARTICLE I OFFICES**

**Section 1.** The name of this corporation is Richland Park Estates Neighborhood Association, Inc. (the "Association") and the principal office shall be located in the City of Dallas, County of Dallas, and State of Texas.

**Section 2.** The Association shall have and continuously maintain in the State of Texas a registered office, as required by the Texas Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II PURPOSE**

**Section 1.** The purpose for which this Association is organized and operated is to protect and enhance the safety, integrity, beauty, quality of life, and home values of the community.

**ARTICLE III MEMBERS**

**Section 1.** The Association shall have one class of members. The designation of such class and the qualifications and rights of the members of such class shall be as follows:

1.01 Qualifications. Each single-family residential homeowner and each tenant holding a leasehold interest in property in the Richland Park Estates subdivision located in an area defined as those properties on Claymore Drive, Halwin Circle, Harkness Drive, Acklin Drive, Burnham Drive, and Fall Manor Drive (the "Neighborhood"), is eligible to become a member of this Association by paying the dues prescribed by the general membership for each operating year.

1.02 Rights of Members. Each member of the Association is eligible to serve as an officer or on any committee of the Association, to vote on matters as provided by these Bylaws, and to attend (with any members of his or her household) open business or activities function of the Association.

1.03 Restrictions on Members. No member of the Association may use, or permit the use of, the name of the Association or any information obtained through Association membership for commercial purposes or any other purposes inconsistent with these Bylaws.

1.04 Voting by General Membership. Voting shall be by voice vote or show of hands (if requested by a member) unless otherwise prescribed by the Board of Directors and announced by the President or Secretary prior to the vote. Each paid-up member shall be entitled to two (2) votes per residence on each matter submitted to a vote of the membership with said two (2) votes to be cast either jointly or separately by the member and his or her spouse or other adult member of the household. All matters voted upon shall be decided by a simple majority of those voting.

1.05 Transfer of Membership in the Association is transferable along with home ownership.

## **ARTICLE IV MEETING OF MEMBERS**

**Section 1.** The members of the Association shall meet annually (the "Annual Meeting") at a time and place selected by the Board of Directors and at such additional times and places as the Board of Directors may prescribe. Members shall be notified of any such meetings ("Special Meetings"), along with the agenda, at least seven (7) days prior to the meeting. Those members present at the meeting shall constitute a quorum.

**Section 2.** When a vote is required of the entire membership, the President, with approval of a majority of the Board of Directors, may call for the action set forth to be voted upon electronically or in writing.

**Section 3.** Where Directors or Officers are to be elected by members, such election may be conducted electronically, by mail or in such manner as the Board of Directors shall determine.

## **ARTICLE V BOARD OF DIRECTORS**

**Section 1.** The direction and management of the affairs of the Association and the control and disposition of its assets shall be vested in its board of directors, and, subject to the restrictions imposed by law and these Bylaws, the Board of Directors may exercise all the powers of the Association. The Board of Directors shall adopt such rules and regulations as may be necessary to implement these Bylaws.

**Section 2.** The Board of Directors of the Association shall consist of the Officers of the Association, Committee Chairpersons of the Association and one (1) Member At Large who shall be elected in accordance with the procedures set forth herein.

**Section 3.** Election Procedure. During the month of May of each year a temporary nominating committee shall be appointed by the Board of Directors for the purpose of selecting nominees for each office for the next operating year. The names of the nominees so selected shall be published in the June or July issues of the Association newsletter or communicated to members by mail or electronically. The election of officers shall be held no later than the last week in August at the annual meeting of the general membership. Additional Candidates may be nominated by any member of the Association at the annual meeting.

**Section 4.** Vacancies. If any officer or committee chairperson resigns or is otherwise unable to serve a full term in office, a successor shall be selected by the Board of Directors to serve the remainder of the term.

**Section 5.** Meetings of the Board of Directors. The Board of Directors shall meet annually and as needed to conduct Association business, at a time and place prescribed by it at a previous meeting or prescribed by the President. The President shall, if possible, furnish a written agenda to each member of the Board of Directors at least one (1) day prior to the meeting. Actual presence of a simple majority of the membership of the Board of Directors shall be necessary for a quorum. Any member of the Board of Directors who will be unable to attend any meeting shall advise the President as far in advance of the meeting as possible. Meetings of the Board of Directors are open by invitation to members of the Association. Any member of the Board of Directors who misses more than three (3) meetings of the Board may be subject to removal as a Director by a vote of the remaining Directors.

**Section 6.** Voting by the Board of Directors. Voting shall be by written ballot or voice vote as prescribed and announced by the President prior to each vote. All matters voted upon, including amendment to these Bylaws, shall be decided by a two-thirds (2/3) majority vote of the members of the Board of Directors present. There must be a simple majority of Directors present to constitute a quorum.

**Section 7.** Compensation. Officers and Directors as such shall not receive any salary for their services.

**Section 8.** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent electronically or in Writing setting forth the action so taken shall be signed by all the Directors.

## **ARTICLE VI OFFICERS**

**Section 1.** Officers. The Association shall have a President, a Vice President, a Secretary, and a Treasurer. Each director shall hold office until such time as the director's successor shall have been duly elected and qualified as provided by these Bylaws.

**Section 2.** President. The President shall call and preside at all meetings of the Board of Directors and the general membership and shall appoint an ad hoc parliamentarian and invoke "Roberts Rules of Order" whenever the President deems it necessary for each meeting and shall perform such other duties as may be prescribed by the Board of Directors. The President shall be a regular member of the Board of Directors and ex-officio member of all Permanent Committees and shall have authority to represent the Association in its relations with other persons and Organizations.

**Section 3.** Vice President. The Vice President shall be a regular member of the Board of Directors. The Vice President shall perform the duties of the President whenever the President is absent or unable to perform. His/her duties shall also include monitoring proposed zoning changes and other community issues, which could affect the stability of the area including acting as liaison between the Association and other relevant organizations. The Vice President shall oversee activities of all Committees and assist the President in carrying out all duties.

**Section 4.** Secretary. The Secretary shall keep a report of Association membership, minutes of all meetings of the Board of Directors, and the general membership, and shall perform such other duties as the Board of Directors may prescribe. The Secretary shall be a regular member of the Board of Directors. The Secretary shall review all external correspondence concerning the Association.

**Section 5.** Treasurer. The Treasurer shall deposit dues, have custody of Association funds, pay bills within approved budgets, keep an accurate record of all receipts and expenditures, prepare a final financial report to be given at the annual meeting of the general membership, and perform such other duties as may be prescribed by the Board of Directors. The Treasurer shall be a regular member of the Board of Directors.

## **ARTICLE VII COMMITTEES**

**Section 1.** Permanent Committees. The Chairperson of each Permanent Committee shall be a regular member of the Board of Directors. The Permanent Committees of the Association shall be as follows:

1.01 The Crime Watch Committee. The Crime Watch Committee shall be responsible for overseeing the safety and security of the neighborhood. The chairperson shall be responsible for coordinating the various programs offered by the Dallas Police Department and shall act as liaison between the City of Dallas and the Members.

1.02 The Activities Committee. The Activities Committee shall be responsible for planning and coordinating Neighborhood functions and activities.

1.03 The Newsletter and Information Committee. The Newsletter and Information Committee shall be responsible for the preparation and distribution of a Neighborhood newsletter and maintenance of social media as agreed to by the Board.

1.04 The Membership Committee. The Membership Committee duties are to Welcome new residents to the subdivision, encourage them to join the Richland Park Estates Neighborhood Association, Inc., collect membership dues, and to compile and maintain a membership record.

1.05 The Beautification Committee. The Beautification Committee shall be responsible for the maintenance of the common areas including but not limited to the Claymore entrance and bridge areas. The Committee is also responsible for special recognitions throughout the year.

1.06 Member At-Large. The Member At-Large shall serve as an advisor and shall perform such duties as may be prescribed by the Board of Directors including, but not limited to, temporarily standing in for absent Officers or Committee Chairpersons. The Member At-Large shall be a regular member of the Board of Directors.

**Section 2.** Membership of Permanent Committees. Membership in any permanent committee herein enumerated shall be open to any member of the Association. A Chairperson for each Permanent Committee shall be elected by the general membership to serve for one (1) operating year without term limit. In the event of a vacancy, the Board of Directors may select a replacement for the remainder of the term.

**Section 3.** Meetings of Permanent Committees. Permanent Committees shall meet as often as necessary to effectively carry out their duties. Such meetings shall be called by the Chairperson of that Permanent Committee.

**Section 4.** Temporary Committees. The Board of Directors may from time to time appoint such Temporary Committees as it deems necessary to perform specific activities. The Board of Directors may also elect a Chairperson for the Temporary Committee.

## **ARTICLE VIII INDEMNIFICATION OF OFFICERS AND DIRECTORS**

**Section 1.** Each Officer and Director of the Association, in consideration of his or her services as such, shall be indemnified by the Association to the extent permitted by law against expenses and liabilities reasonably incurred by him or her in connection with the defense of any action, Suit or proceeding, civil or criminal, to which he may be a party by reason of being or having been a Director or an Officer of the

Association. The foregoing right of indemnification shall not be exclusive of any other rights to which the Director or Officer may be entitled by law or agreement or vote of the members or otherwise.

## **ARTICLE IX    CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

**Section 1.**        Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

**Section 2.**        Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association as determined by the Board of Directors.

**Section 3.**        Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

## **ARTICLE X    BOOKS AND RECORDS**

**Section 1.**        The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office, a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time. An audit of the books of the Association will be prepared annually for a presentation to the general membership. An auditor other than a member of the Board of Directors shall be designated by the President. There shall be no compensation for the audit.

## **ARTICLE XI    FISCAL YEAR**

**Section 1.**        The fiscal year of the Association shall begin the first day of September and end on the last day of August in each year.

## **ARTICLE XII    DUES**

**Section 1.**        Annual Dues are payable to the Association by the members. The Board of Directors shall determine the amount of the dues.

**Section 2.**        Payment of Dues. Dues shall be payable in advance on the first day of September in each fiscal year. Dues of a new member may be prorated from the first day of the month in which such new member is eligible for membership, for the remainder of the fiscal year of the Association.

**Section 3.**        Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year, his or her membership shall be terminated by the Board of Directors.

### **ARTICLE XIII SEAL**

**Section 1.** The Board of Directors may in its discretion elect to have a corporate seal. If such seal is made, the seal of the Corporation shall be such a form as approved by the Board of Directors.

### **ARTICLE XIV WAIVER OF NOTICE**

**Section 1.** Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.