

THE VICKERY PLACE NEIGHBORHOOD ASSOCIATION BYLAWS

AMENDED March 2012

ARTICLE I

1. NAME AND LOCATION

- 1.1. The name of the organization shall be the Vickery Place Neighborhood Association (the "Association"). It is a non-profit organization incorporated under the laws of the State of Texas.
- 1.2. The geographic boundaries for membership in the Association shall be illustrated in Attachment A hereto, and shall be described as the center of Greenville Avenue on the east, the centers of Henderson Avenue and North Central Expressway on the west, the alley between Goodwin Avenue and Vanderbilt Avenue on the north, and the alley between Belmont Avenue and Richmond Avenue on the south (collectively, the "Vickery Place Neighborhood").

ARTICLE II

2. PURPOSE

- 2.1. The Association shall be non-profit, nonsectarian, and non-partisan. It will be operated without regard to race, creed, religion, national origin, color, gender, or sexual orientation.
- 2.2. The purpose and mission of the Association shall be:
 - 2.2.1. To preserve and enhance the architectural, historic, and cultural heritage of the Vickery Place Neighborhood through direct action and public education.
 - 2.2.2. To support the neighborhood with assistance, grants, and training.
 - 2.2.3. To promote communication and cooperation within the Vickery Place Neighborhood and with other neighborhoods, and with other non-profit organizations to unify neighborhoods and increase their effectiveness in addressing local issues concerning the Vickery Place Neighborhood.
 - 2.2.4. To reduce crime by combating community deterioration and juvenile delinquency within the Vickery Place Neighborhood.
- 2.3. The Association shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

- 2.4. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
- 2.5. No substantial part of the activities of the Association shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Association shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- 2.6. Notwithstanding any other provisions of this document, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III

3. DIGITAL, SOCIAL, AND PRINT MEDIA ASSETS

- 3.1. The Association shall maintain its registered ownership of the web domain names of VPNA.ORG, VICKERYPLACE.NET, VICKERYPLACE.COM, and VICKERYPLACE.ORG (collectively, the "Web Domains"). Domains in addition to the Web Domains may be acquired with the approval of the Board of Directors (the "Additional Domains") (Web Domains and Additional Domains, collectively, the "Association Domains").
- 3.2. Digital Media
 - 3.2.1. "Websites" shall be defined herein as the Association website located at the Association Domains, as well as any and all Social Media Sites (e.g., Facebook, Twitter) and Blogs bearing the name of, or associated with, the Association. "Email Lists" shall be defined herein as lists detailing the email addresses for members of the Association. "Text Messaging Lists" shall be defined herein as lists detailing the text messaging numbers for members of the Association. "RSS Feeds" shall be defined herein as a family of web feed formats used to publish frequently updated works. Websites, Social Media sites, Blogs, Email Lists, Text Messaging Lists, RSS Feeds, and any and all future communication technologies shall be collectively referred to herein as "Digital Media".
 - 3.2.2. Digital Media will be maintained by members of the Association, as appointed, and managed, by the Board of Directors (the "Digital Media Administrators").
- 3.3. Print media (e.g., the Association newsletter, yard signs) ("Print Media") will be maintained by members of the Association, as directed and appointed by the Board of Directors (the "Print Media Administrators"). (Print Media Administrators and Digital Media Administrators,

collectively, the “Media Administrators”). Media Administrators will be the chair or co-chairs of the Digital and Print Media Committee of the Association, as discussed under Article XII.

- 3.4. Additional Digital Media and Print Media assets may be acquired at any time subject to the majority approval of the Board of Directors and subject to the provisions of Section 3.1.
- 3.5. Media Administrators will have the final decision on formatting and content, provided the content is within the guidelines of the Purposes set forth in Article II. At all times the Board of Directors maintains editorial control in deciding what is and what is not appropriate content for all Digital Media and Print Media assets.
- 3.6. Media Administrators may use volunteer help at his/her discretion. Outside resources may be contracted to provide development, maintenance, and or hosting services. All such contracts must be approved by majority vote of the Board of Directors.
- 3.7. All original content used to create Digital Media and Print Media is the property of the Association and may not be used by, sold to, or conveyed to any other person or organization, at any time, without the majority approval of the Board of Directors.

ARTICLE IV

4. MEMBERSHIP, VOTING, QUORUM

- 4.1. Membership in this association shall be open to all those natural persons over the age of 18 who reside within the Vickery Place Neighborhood as described in Section 1.2 and who reside on a non-business property.
- 4.2. Voting is limited to members of the Association and is further limited to two votes per Vickery Place Neighborhood address on each matter brought before the Association. The Secretary or other Board of Director designee is responsible for reviewing proof of residency documentation before a vote is taken. Proof of residency includes a valid driver’s license, a state-issued form of photo identification, or utility bill, tax statement, deed, or closing statement accompanied by some form of photo identification.
- 4.3. Members may vote in person or by proxy except that no person may hold the proxy of more than one (1) other member. The proxy must be signed and dated by the absent member, must include a copy of a Proof of residency as described in Section 4.2, and shall become a part of the record of the vote.
- 4.4. The members present at any regularly scheduled monthly membership meeting shall constitute a quorum.
- 4.5. Monthly membership meetings shall be held in each month except December. A minimum of six meetings per year shall be business meetings, held on the second Thursday of the month (“Business meetings”). Business meetings can also be combined with a Special meeting as defined in the Section 4.6, and in such case, the meeting will count toward the six Business meeting per year requirement.

- 4.6. Special meetings shall be of a social or educational, normally non-business-related nature (“Special meetings”). Special meetings may be scheduled on any day of the month, at the discretion of the Board of Directors. Examples of Special meetings include National Night Out Against Crime Block Party, Vickery Place Home Tour, picnics or field trips.
- 4.7. For every Business and Special meeting, a reasonable attempt shall be made to notify the residents of the date, time and location at least 5 days in advance through one or more of the Digital Media and Print Media assets available to the Association.
- 4.8. Whenever possible, when a policy vote of the membership is to be taken, a description of the item to be voted on shall appear at least five (5) days preceding that meeting in one or more of the Digital Media and Print Media assets available to the Association, but no action taken shall be invalid because of lack of such publication.
- 4.9. If time permits, all positions to be taken before public agencies on behalf of the Association must be voted on by members of the Association and, if time does not permit, the item shall be presented to members of the Association for ratification at the next Business or Special meeting.

ARTICLE V

5. OFFICERS, BOARD OF DIRECTORS, DUTIES, AND ELECTIONS

5.1. Officers

- 5.1.1. The officers of the Association shall be a president, a vice president, a secretary, and a treasurer (collectively, the “Officers”). No individual may serve more than two consecutive terms as president of the Association.
- 5.1.2. Officers shall be nominated by a nominating committee and/or by nomination from the floor at the Business meeting to be held in November of each year (the “Annual meeting”). Officers shall then be elected by a majority vote of the members present at the Annual meeting. The nominating committee shall first consider the person holding the office of vice president as its nominee for the office of president. In the event that the vice president cannot serve as president, the committee’s nominee for president shall be a current member of the Board of Directors, other than the president.
- 5.1.3. 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; shall serve as chair of the Board of Directors; and shall serve as general spokesperson for the Association.
- 5.1.4. The vice president shall act in the absence of the president, shall assist the president in the execution of business; and shall be responsible for securing a location for general meetings.

5.1.5. The secretary shall record the minutes of both Business and Special meetings and those of the Board of Directors; shall keep a register of meeting attendees and maintain correspondence records. The secretary, or the secretary's designee, is responsible for reviewing proof of residency documentation before a vote of record is taken at a general meeting.

5.1.6. The treasurer shall have charge of the funds of the Association and shall pay all of the Association bills from those funds. The treasurer shall make a monthly Treasury Report in writing to the Board of Directors. The Annual Accounting and Financial Reporting Period will be on a Calendar Year basis: January 1st through December 31st. The treasurer shall file all annual tax returns, both state and federal, and shall include a copy in that month's report to the Board of Directors. Expenditures of \$100 or less may be authorized by the treasurer. Expenditures greater than \$100 but less than \$1,500 must be authorized by the majority vote of the Board of Directors. Expenditures greater than \$1,500 must be approved by the general membership. Exceptions to the approval limits will be the standard recurring fees and expenses that the membership has approved. These include but are not limited to: membership fees for the Dallas Homeowners League, the newsletter, website domain services, storage unit rental, and post office box rental. Reimbursement and authorized expenditures require a receipt, unless specifically approved by the membership or majority approval of the Board of Directors.

5.1.7. A special spokesperson that may represent the Association on a specific topic may be appointed by the Board of Directors by a majority vote or the membership by a majority vote, or may be temporarily designated by the president in an emergency.

5.2. Board of Directors

5.2.1. The Board of Directors shall consist of the president, the vice president, the secretary, the treasurer, as well as a minimum of five, with a maximum of nine, at-large board positions ("Members at Large"), all elected at the Annual meeting (Officers and Members at Large, collectively, the "Board of Directors". Individual members of the Board of Directors referred to herein as "Director" or "Directors").

5.2.2. The Members at Large shall be nominated by a nominating committee and/or by nominations from the floor at the Annual meeting. The Board of Directors shall then be elected and ratified by a majority vote of all members present at the Annual meeting.

5.2.3. 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 the Business meetings.

5.2.4. Regular meetings of the Board of Directors shall be as decided by the Board of Directors at its first meeting each fiscal year and no further notice must be given.

5.2.5. A quorum of the Board of Directors shall consist of a majority of the Board of Directors.

5.2.6. The term of office shall be one year (Jan. – Dec.) and until successors are elected, re-elected, or appointed and assume office.

5.2.7. Between the regular meetings of the Board of Directors, business items may be discussed via email and/or phone conversations. If a majority vote of the Board of Directors is required on a business item, the vote may be taken via email. However, a majority vote must be a majority of the total number of the members of the Board of Directors and not the majority of those participating in the business discussion. Any actions taken by the Board of Directors in this manner will be recorded in the minutes of the next regular meeting of the Board of Directors.

5.2.8. Special meetings of the Board of Directors may be called by any Director upon 24 hours' notice to all Directors.

5.3. Resolving ties

5.3.1. In elections for president, vice president, secretary, or treasurer in which all candidates receive the same number of votes, the tie will be resolved by a random drawing, conducted in public by a committee of current Directors who are not candidates for the tied office.

5.3.2. In elections for president, vice president, secretary, or treasurer in which two or more candidates tie for the most votes, and one or more candidates receives fewer votes, the tie will be resolved by a runoff election.

5.3.3. In elections for Members at Large positions, if all candidates receive the same number of votes, the tie will be resolved by a random drawing, conducted in public by a committee of current Directors.

5.3.4. In elections for Members at Large positions, if one or more candidates receive the most votes and two or more candidates are tied for the remaining open seat(s), the tie will be resolved by a runoff election among the candidates who are tied.

5.4. Vacancies

5.4.1. The vice president will fill the office of president if it should become vacant. The Board of Directors will then fill the office of vice president as described in Section 5.4.2.

5.4.2. An Officer vacancy, other than the vacancy of the president as described in Section 5.4.1, will be filled by an existing non-Officer Director by a majority vote of the other Directors. A Director elected to fill an Officer vacancy will serve the unexpired term of his/her predecessor in office.

5.4.3. A vacancy of a Member at Large will be filled by a majority vote of the other Directors, with a good faith effort to select people from the least represented sections of Vickery Place Neighborhood. A Director elected to fill a Member at Large vacancy will serve the unexpired term of his/her predecessor in office.

5.5. Conflict of Interest

5.5.1. A conflict of interest exists for a Director whenever the Director holds a personal financial interest which will be impacted by the action or inaction, by the Association or by the Association's Board of Directors, on a proposal before the Association membership or Board of Directors. A personal financial interest shall include a financial interest, other than the individual's ownership of residential property within the geographic boundaries described in Section 1.2, which is held by a Director, members of his/her immediate family, and/or his/her employer or business associates,. A personal financial interest includes an ownership interest in a business or a personal or financial business relationship, which will be impacted by the decision of the Association or the Association's Board of Directors. Examples of personal financial interest would include but not be limited to:

- Ownership of property the use or control of which is under discussion by the Association, or by the Association's board; and,
- Plans to purchase property the use or control of which is under discussion by the Association, or by the Association's board.
- Financial and/or business relationship with a property owner who is seeking a zoning change, the use or control of which is under discussion by the Association, or by the Association's Board of Directors.
- Financial and/or business relationship with a property owner who owns like-zoned property as the property owner who is seeking a zoning change, the use or control of which is under discussion by the Association, or by the Association's Board of Directors.

5.5.2. Whenever a member of the Board of Directors determines that he/she has a conflict of interest relating to an item under discussion, the Director must inform the body (membership or Board of Directors) hearing the proposal that the conflict of interest exists.

5.5.3. On a proposal before the membership or the Board of Directors, Directors shall not vote on matters in which they have a conflict of interest, and shall not participate in the discussion of such matters.

5.5.4. The intent of VPNA is to avoid the appearance of any and all improprieties.

5.6. Removal of Directors

5.6.1. Directors are expected to attend regular meetings of the Board of Directors, as described in Section 5.2.4, and general meetings of the Association, as described in Section 4.5 and 4.6. Directors who absent themselves from four consecutive meetings, whether regular meetings of the Board of Directors or general meetings of the Association, will be deemed to have resigned. This automatic resignation for non-attendance may be waived by majority vote of the remaining Directors. If the resignation is not waived, the Director's place will be filled by another member of the Association under the provisions of Section 5.4.

5.6.2. Directors may also be removed, by a majority vote of the other Directors, for willful misconduct, acting in violation of these bylaws, dereliction of duty, incompetence in office, disclosing confidential information, or misappropriation of funds. The Director's place will

be filled by another member of the Association under the provisions of Section 5.4.

5.6.3. Any actions taken by the Board of Directors under the provisions of Section 5.6 will be recorded in the minutes of the meeting of the Board of Directors and announced at the next Business meeting, as defined under Section 5.4.

5.7. Representation of the Association

5.7.1. The president, or the Board of Director's designee, shall be the only official authorized to represent the Association to any City of Dallas committee or body, to any community group, or to any other organization or person. A Director, or a designee of the Board of Directors, other than the president, is only authorized to represent the position of the Association on an issue after approval by a majority vote of the Board of Directors.

5.7.2. In an emergency situation, where obtaining majority vote of the Board of Directors is impractical, the president or the president's designee, is temporarily authorized to represent the Association to any City of Dallas committee or body, to any community group, or to any other organization or person. Any authorization provided under this section is temporary in nature and subject to prompt ratification or invalidation by majority vote of the Board of Directors.

5.7.3. Any written or recorded representation that the president or his/her designee makes to any outside entity will be distributed to all Directors except any Director(s) who has/have recused himself/herself for conflict of interest reasons.

5.7.4. Any written communications received by any member of the Board of Directors, in their capacity as a representative of the Association, will be distributed to all Directors except any Director(s) who has/have recused himself/herself for conflict of interest reasons.

5.8. The Board of Directors must grant prior authorization to any Director or members, agent or agents of the Association, in addition to the Directors so authorized by the Association bylaws, to enter into any contract in the name of or on behalf of the Association. Such authority must be confined to specific instances and will not be a general policy decision.

5.9. Transfer of Information

Upon the resignation of a Director or upon the appointment or election of a new Director, all files, including correspondence, documents, records, and any materials pertaining to the duties of the Director in the possession, custody, or control of the outgoing Director shall be turned over to the Board of Directors within 10 days following the resignation, appointment, or new term of office. Outgoing Directors are encouraged to retain copies of their files.

ARTICLE VI

6. Liability of Directors

- 6.1. A Director will not be liable to the Association or any one of its members for any claims or damages that may result from an act in the discharge of any duties for the Association if, in the exercise of ordinary care, the Director acted in good faith or in reliance on the written opinion of an attorney engaged by the Association.
- 6.2. Directors may, but are under no obligation to, authorize the Association to pay expenses incurred by, or satisfy a judgment or fine levied against present or former Directors of the Association incurred while acting in good faith in the course and scope of his/her Association duties. The Board of Directors may or may not contract for General Liability insurance.

ARTICLE VII

7. COMMITTEES

- 7.1. The standing committees of this Association shall be as follows: Finance, Audit, and Governance.
 - 7.1.1. Finance Committee: Chaired by the Treasurer, is responsible for overseeing the financial affairs of the Association.
 - 7.1.2. Audit Committee: Chaired by a Board Member, is responsible for the oversight of financial reporting and disclosure.
 - 7.1.3. Governance Committee: Is responsible for developing and implementing policies and procedures that are intended to assure that the Board of Directors, including its standing committees, will be appropriately constituted and organized to meet its obligations to the members on an ongoing basis.
- 7.2. Ad Hoc committees may be formed as needed by a majority vote of the Board of Directors.
- 7.3. No committee will have the authority of the Board of Directors in reference to amending, altering, or repealing bylaws; electing, appointing or removing any member of such committee or any board member of the Association; amending, altering, or repealing any resolution of the Board of Directors of the Association membership; conducting financial transactions outside of the Association's and treasurer's standard practices stated in Section 5.1.6, entering into a verbal agreement or written contract with any outside entity, or representing the Association to any outside entity.
- 7.4. A Director must sit on each committee and all committees are accountable to the Board of Directors and are governed by the Association's bylaws.
- 7.5. The committees shall elect their own chair by majority vote of the respective committee members, and any member of the Association may be appointed by the Board of Directors to serve on any committee. Committees may adopt rules for their own governance consistent with these bylaws, with standing rules, or with rules adopted by the Board of Directors. A quorum of a committee will consist of a majority of the committee members present.

- 7.6. A committee member or committee chair may be removed when the Board of Directors, by a majority vote, determines that the best interests of the committee and the Association will be served by such a removal.
- 7.7. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the original appointments.

ARTICLE VIII

8. THE NOMINATION COMMITTEE

- 8.1. The nominating committee, consisting of five members, shall be elected by the membership at the September Business meeting. This committee shall elect its own chair. The president may not serve on the committee. It shall be the function of the committee to prepare a slate of nominees for the annual election.

ARTICLE IX

9. Financial and Audit Procedures

- 9.1. When cash revenue is received, the recipient will forward the total amount of cash received to the treasurer for deposit along with an explanation of what the cash is for in order to determine the correct revenue account(s) to credit. If the cash amount exceeds \$100, the recipient will also furnish an initialed cash count to the treasurer. Before depositing, the treasurer will confirm the initialed cash count and resolve any conflicts.
- 9.2. The Board may authorize the president or the treasurer to hire an independent qualified accountant to audit the books of the Association. The objectives of the audit will be to confirm that all transactions recorded and all financial reports produced are consistent with good accounting practices and that proper controls, as stated in Section 5.1.6, are being followed. The audit report will be presented to the Board of Directors and to the members at the next Business meeting.

ARTICLE IX

10. STANDARD AUTHORITY

- 10.1. The rules contained in Robert's Rules of Order, Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE X

11. AMENDMENTS

- 11.1. Amendments to these by-laws may be accomplished in the following manner: (1) at any general membership meeting, a majority vote of those present shall determine that a revision shall be considered, (2) the proposed revision shall then be published in one or more Digital

Media and/or Print Media assets operated by the Association, and (3) the proposed revision shall be enacted if it receives two-thirds (2/3) majority vote of the members present at that following Business meeting.

ARTICLE XI

12. Dissolution

- 12.1. Upon dissolution of the Association, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)3 of the Internal Revenue Code, or to the federal government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, Officer, Director, or trustee of the Association.

Amended and approved by the membership as of
March 14th, 2012

Mark Rieves, President VPNA