

# **Bylaws for Downtown Dallas Neighborhood Association**

## **Article 1: Name, Location, and Purposes**

### **1.1 Name**

The name of this organization is Downtown Dallas Neighborhood Association, hereinafter referred to as the Association. It is a non-profit organization incorporated under the laws of the State of Texas.

### **1.2 Location**

The office of the Association is located in the State of Texas, County of Dallas, City of Dallas.

### **1.3 Boundaries**

The geographic boundaries of the Association shall be as illustrated in Attachment A. The Association covers the area inside the downtown Dallas freeway loop: I-30, I-35, Spur 366 (Woodall-Rodgers), and I-345/US75. District boundaries also exist as shown in Attachment A.

### **1.4 Purposes**

The general purposes of the Association are education, improved representation of neighborhood desires at city hall, promotion of community and neighborliness, and promotion of civic responsibility among the members of the Association. Purposes may not be solely limited to the benefit, pleasure, or recreation of Association members. Specifically, the purposes are to:

- 1.4.1 Promote public safety and crime prevention
- 1.4.2 Encourage commercial development that benefits downtown residents
- 1.4.3 Preserve, improve and beautify public property of Downtown Dallas in cooperation with local government
- 1.4.4 Protect the residential integrity of the neighborhood
- 1.4.5 Publish a newsletter and maintain a web site
- 1.4.6 Sponsor public meetings for residents of Downtown Dallas
- 1.4.7 Review public matters that affect Downtown Dallas and inform residents
- 1.4.8 Engage in any activities not inconsistent with these bylaws or with the Texas Non-Profit Corporation Act or those sections of the Internal Revenue Code of 1986

relating to tax exempt organizations, and designed to enhance the common good and general welfare of Downtown Dallas.

### **1.5 Nonprofit Character**

1.5.1 The Association is organized and operates exclusively for non-profitable purposes. No part of the income of the Association will be distributed to its members, directors, or officers, with the exception of reimbursement for Association expenses.

1.5.2 As of April 25, 2016, Downtown Dallas Neighborhood Association, Employer Identification Number 47-4206497, is granted tax exempt status under United States Internal Revenue Code 501 (c) (3).

### **1.6 Activities**

1.6.1 The Association will not participate or intervene, either directly, or indirectly, in a political campaign on behalf of or in support of any candidate for public office.

1.6.2 The Association may coordinate individual or group action before local legislative and administrative agencies with respect to zoning, traffic, and parking regulations, property tax valuation, or similar public matters.

1.6.3 The Association will be operated without regard to race, creed, religion, national origin, color, disability, sex, or sexual orientation.

## **Article 2: Membership, Membership Year, and Dues**

### **2.1 Membership**

Membership in the Association is voluntary, and there are two (2) member types. Member types and the qualifications for them are as follows:

#### 2.1.1 Resident Member

- a. Individual person 18 years of age or older, and
- b. Resides in a property within the boundaries noted in Article 1.3

#### 2.1.2 Local Business Member

- a. Business located within the boundaries noted in Article 1.3

### **2.2 Member Voting Rights**

Voting rights are granted to Resident and Local Business Members. Each Member will be entitled to one vote on each matter for which votes are to be taken by the general membership.

## **2.3 Membership Validation**

Every twelve (12) months, the DDNA board will ask for members to validate their address in interest in maintaining active membership status.

## **2.4 Membership Terms**

2.4.1 There will be no dues for membership.

2.4.2 Membership terminates upon written notice of resignation of any member, or at such time that a member is no longer eligible for membership per the qualifications specified in Article 2.1.

## **2.5 Membership Records**

The Board of Directors is responsible for verifying eligibility for membership, as described in Article 2.1, of all members upon initial application for membership, and for maintaining current records of membership. Members are responsible for notifying the Association in writing of any changes in their eligibility for membership.

# **Article 3: Meetings of Members**

## **3.1 General and Special Meetings**

General meetings of members shall include regular meetings, and special meetings as needed.

3.1.1 Regular meetings shall be held at a minimum frequency of once per quarter at the discretion of the Board, typically during the months of February, May, August, and November. Regular meetings may be held more frequently, at the discretion of the Board. However, regular meetings cannot be held more frequently than once per month. Meetings may be rescheduled by a majority vote of the Board of Directors, provided that notice of the rescheduled meeting is provided to members ten days in advance of original meeting date in accordance with Article 3.2.

3.1.2 Special Meetings of the members may be called by a majority vote of the Board of Directors, or by a written petition, signed by not less than twenty-five percent (25%) of the members who are eligible to vote, and delivered to the Secretary. The Secretary and Treasurer will verify the petitioners' membership and deliver the petition to the President

within five (5) business days. The President will make a reasonable effort to schedule the special meeting within thirty (30) days of receipt of the petition. Whether called by the Board or by petition of members, the purpose of the Special Meeting must be specified in writing when called.

3.1.3 The secretary will post the minutes from all meetings of members within seven (7) days of the meeting.

### ***3.2 Notice of General Meetings of Members***

3.2.1 Reasonable effort will be used to notify members of meetings by one or more of the following methods: posting on social media, web sites, direct mail, newsletters delivered to each property address, email, flyers, or signs posted in prominent places throughout Downtown Dallas. Notice of meetings is to be provided at minimum five (5) days in advance of the meeting date.

3.2.2 In case of a special meeting, the purpose of the meeting will be stated in the notice. If mailed, the notice of the meeting is determined to be delivered when deposited in the United States mail and is mailed to members at the address that appears on the records of the Association with postage prepaid.

### ***3.3 Agenda items***

3.3.1 The Board shall determine the agenda for all regular and special meetings of members. Any member in good standing may submit an item for the agenda of a regular meeting by notifying the Secretary at least ten (10) days prior to the meeting.

3.3.2 The agenda for each general and special meeting will be posted on the Association's web site and/or social media pages at least five (5) days prior to the meeting. The agenda may also be sent by email to the members who provide email addresses.

### ***3.4 Eligibility to Vote***

3.4.1 Voting privileges are exclusively granted to Resident and Local Business Members, as described in Article 2.1. No other member type may vote on any issue put before the Association. To be eligible to vote on an issue put before the Association, a Member must fulfill all applicable qualifications for membership as specified in Article 2.

3.4.2 For each regular and special meeting, the secretary and treasurer shall create a list of Resident and Local Business Members who are eligible to vote on issues put before the Association during that meeting. The number of members on the list will be used to determine quorum requirements, as described in Article 3.5.

### ***3.5 Quorum of Members***

Twenty percent (20%) of the total eligible voting membership shall constitute a quorum. For any vote of the members to be valid, the number of eligible votes cast must be equal to or greater than twenty percent (20%) of total eligible voting membership.

### **3.6 Voting Rules**

3.6.1 All issues put before the Association for a vote shall first appear on the agenda of a regular or special meeting. Issues not included on the agenda of a regular or special meeting of members shall not be eligible for a vote to be taken.

3.6.2 The Board shall determine, by majority vote, which issues will be put before the Association for a vote and included on the agenda of a meeting of the members.

3.6.3 At the discretion of the Board, a vote on an issue put before the Association may occur at the meeting of the members during which said issue was presented, or via online voting after the meeting, during a voting period as determined by the Board, to be not less than 5 days. Said vote may also occur both during the meeting and extended to online voting, as described in this paragraph.

3.6.4 Online voting may be via email, web-based voting application, or some other voting method as determined by the Board, so long as the method is reasonably secure and the Board takes reasonable precautions concerning the integrity and accuracy of the vote.

## **Article 4: Board of Directors**

### **4.1 Positions**

The Board of Directors will consist of six (6) members: President, Vice President, Secretary, Treasurer, Local Business Alliance Chair, Property Owner/Manager Chair, and Public Safety Committee Chairperson

### **4.2 Eligibility to Serve**

4.2.1 All Board members must be Resident or Local Business Members of the Association.

4.2.2 Board members must not have been convicted of a felony within the ten (10) years prior to their first term on the Board.

### **4.3 General Powers**

The Board of Directors will have the power to conduct the business and manage the affairs of the Association on behalf of the membership.

### **4.4 Conflict of interest**

4.4.1 A conflict of interest exists for a member of the Board of directors when the director holds a personal financial or business interest which will be impacted by the action or inaction of the Association or by the Association's Board, on a proposal before the membership or Board. A personal financial interest shall include a financial interest held by the officer and/or members of his/her immediate family, other than the individual's ownership of their personal residence within the boundaries described in Article 1.3. A personal financial interest includes an ownership interest in a business which will be impacted by a decision of the Association or the Association's Board. Examples of personal financial interest would include but not be limited to:

- Direct financial transactions with the Association in excess of \$100;
- Ownership of property, the use or control of which is under discussion by the Association, or by the Association's Board; or,
- Plans to purchase or lease interest in a property, the use or control of which is under discussion by the Association, or by the Association's Board.

4.4.2 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 for which the conflict of interest exists.

4.4.3 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.

### **4.5 Vacancies**

A vacancy occurring on the Board of Directors will be filled by a majority vote of the remaining Board Members. A Board Member elected to fill a vacancy will serve the unexpired term of their predecessor in office. The Vice President will fill the office of President if it should become vacant. The Board shall then fill the office of Vice President.

### **4.6 Removal of Board Members**

4.6.1 Board members are expected to attend regular meetings of the Board, as described in Article 6.1, and general meetings of the Association, as described in Article 3.1.1. Board members who absent themselves from three consecutive meetings, whether regular Board meetings or general meetings of the Association, will be deemed to have resigned. This automatic resignation for non-attendance may be waived by a vote of a majority of the remaining Board members. If the resignation is not waived, the resigned Board member's place will be filled by another qualified member of the Association under the provisions of Article 4.5.

4.6.2 Board members who violate the bylaws, misappropriate funds, or act in a manner that brings discredit to the Association or undermines its goals may be removed from the

Board. The Board may, with a majority vote, remove a member from the Board. The member being considered for removal shall not have a vote. Duties of the removed member will be assumed by the remaining members of the Board. The vacant Board position shall be filled in accordance with Article 4.5.

4.6.3 Any actions taken by the Board under the provisions of Article 4.6 shall be recorded in the minutes of the Board meeting, posted online within 5 days and announced at the next general meeting of members.

#### ***4.7 Representation of the Association***

4.7.1 The Board is entrusted by the Members to represent the Association in good faith in regards to issues to be taken before the general public or public agencies on the behalf of the Association. As such, the Board can make public stances on issues that affect the members of the Association without prior vote by the membership if deemed necessary by the majority of the Board. If such a position is taken by the Board without a vote of the Association members, a summary of this position shall be posted online, accessible to members, and shall be presented to the Association at the next regular meeting for an up or down vote. The official position of the Association shall be thereafter the position indicated by the majority vote of the members.

4.7.2 Any member of the Board are authorized to speak on behalf of the Association to any City of Dallas committee or body, to any community group, or to any other organization or person. These officials are authorized to represent the Association's position on an issue in accordance with Article 4.7.1.

4.7.3 In the event that the Board determines that a member of the Boards has represented the Association's position on an issue in violation of Article 4.7.1 then an immediate vote of removal of the member of the Board in accordance with Article 4.6.1. shall be taken.

#### ***4.8 Transfer of Information***

Upon the election of the Board of Directors, all files, including correspondence, documents, records, and any materials pertaining to the duties of the office in the possession of the outgoing Board members shall be turned over to the newly elected Board members within ten (10) days of the beginning of the new Board term. Outgoing Board members are encouraged to retain copies of their files.

### **Article 5: Duties of Board Members**

#### ***5.1 President***

The President is the principal executive officer of the Association and shall preside over all meetings. The President is the spokesperson for the Association and is an ex officio member of all committees.

## **5.2 Vice President**

The Vice President presides in the absence of the President, assists the President in the execution of business, is responsible for securing a place to hold Board meetings, general meetings, and special meetings.

## **5.3 Secretary**

The secretary shall keep the minutes of the meetings of the members and of the Board of Directors, give all notices in accordance with the provisions of the Bylaws or as required by law, be the custodian of the records of the Association, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President. The Secretary is also responsible for providing a place for the collection of ballots when voting by ballot is used.

Prior to each general meeting of the Association, the secretary shall determine the number of Resident Members required for a quorum at the meeting. At each general meeting, the secretary will register the active members in attendance, determine who is allowed to vote on the issues that come before the Association, and announce, prior to any business being conducted, whether a quorum exists.

## **5.4 Treasurer**

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 quarterly Treasury Report in writing to the Board. Expenditures of \$100 or less may be authorized by the treasurer. Expenditures greater than \$100 must be voted on by the board.

## **5.5 Local Business Alliance Chair**

The Local Business Member will have the primary duty of representing the interests of the local business members of the Association, disseminate information to and from local business members and the Board, and alert the Board to issues that concern local business members.

## **5.6 Public Safety Chairperson**

The Public Safety Chairperson's duty is to represent the interests of local residents, visitors, and business owners on matters of public safety. They will run a committee that attends local crime watch and quality of life meetings and

# **Article 6: Meetings of the Board of Directors**

## **6.1 Regular Meetings of Board of Directors**

The Board of Directors will meet a minimum of four times per year. Regular meetings of the Board of Directors will be decided by the Board of Directors at its first meeting after the general election, and as necessary from time to time.

## **6.2 Special Board Meetings**

Special meetings of the Board of Directors may be called by the President or any two Board members upon five (5) days notice to all the Board members stating time, place, and purpose of the special meeting.

## **6.3 Notice of Board Meetings**

Reasonable effort will be used to notify Board members of meetings by any one or more of the following methods: posting on social media, phone call or text, direct mail, email, or other reasonable methods of contact.

## **6.4 Quorum for Board Meetings**

A quorum of the Board of Directors will consist of a simple majority of the currently-filled Board positions.

## **6.5 Minutes of Board Meetings**

Minutes of each Board meeting will be posted by the Secretary on the Association web site within seven calendar days of the meeting.

# **Article 7: Board Member Eligibility, Elections and Voting**

## **7.1 Term of Office and Election Schedule**

7.1.1 All Board members will hold one-year terms. Elections will be held each year at the November General Meeting. The term of office shall be the calendar year immediately following the election.

7.1.2 Any Residential Member who has lived in the Association's boundaries as described in Article 1.3 for at least two (2) years and is in good standing with the Association may serve as president, vice president, treasurer, or Public Safety Chairperson.

7.1.3 Any Local Business Member who has lived in the Association's boundaries as described in Article 1.3 for at least two (2) years and is in good standing with the Association may serve as the Local Business Board Member or Public Safety Chairperson

7.1.4 Board members may serve no more than three (3) consecutive full calendar year terms in a single office. There is no limit to the number of non-consecutive terms a Board member may serve.

## **7.2 Nominations**

Board members may be nominated by any Resident or Local Business Member submitting a nomination in writing to the President, the Vice President or the Secretary no less than one month prior to the November General Meeting. The list of nominees for each position shall be published in the notification for the November General Meeting as specified in Article 3.2, as well as online for member viewing, no later than twenty-one (21) days before the November General Meeting.

## **7.3 Elections**

7.3.1 The positions to be filled during the annual election are as listed in 4.1

7.3.2 The secretary shall provide printed or electronic ballots or a combination thereof for the election. Each eligible member may vote.

7.3.3 At the Board's discretion, voting may be conducted through paper ballots or electronic ballots or a combination thereof.

7.3.4 The voting period for electronic ballots shall be determined by majority vote of the Board of Directors at the time the agenda for the meeting is set. Such period shall not exceed 7 days.

7.3.5 The results shall be announced at the close of the voting period.

7.3.6 It is the responsibility of the Secretary to ensure that only eligible members of the Association cast votes in the election.

7.3.7 The candidate receiving the greatest percentage of votes for each position shall be elected.

### ***7.4 Resolving Ties***

In elections in which more than one candidate receives the highest number of votes, the active board members will vote to break the tie..

### ***7.5 Voting Rights***

Each eligible member of the Association will be able to cast one ballot per election.

### ***7.6 Proxies***

Voting by proxy is expressly prohibited.

## **Article 8: Committees**

### ***8.1 Standing Committees***

8.1.1 Standing Committees shall be created and organized by a majority vote of the Board of Directors according to the issues and concerns of the membership. From time to time, the Board of Directors may, through majority vote, eliminate or add Standing Committees to reflect the changing issues and concerns of the membership.

8.1.2 The committee chairperson for all Standing Committees must be a Resident or Local Business Member and shall be determined by a majority vote of the Board of Directors.

### ***8.2 Temporary, Special, or Ad Hoc Committees***

8.2.1 Temporary, special, or ad hoc committees may be formed as needed by a majority vote of the Board of Directors.

8.2.2 The committee chairperson for all temporary, special, or ad hoc committees must be a Resident or Local Business Member and shall be determined by a majority vote of the Board of Directors.

### **8.3 Eligibility to Serve**

8.3.1 Any resident of the City of Dallas is eligible to serve on a committee.

8.3.2 Committee members shall be selected by the respective committee chairperson.

### **8.4 Removal of Committee Members**

A committee member or committee chair may be removed by majority vote of the Board of Directors, when it is determined to be in the best interest of the Association. Such removal is at the sole discretion of the Board of Directors.

### **8.5 Authority**

No committee will have the authority of the Board of Directors in reference to amending, altering, or repealing bylaws; amending, altering, or repealing any resolution of the Board of Directors; or representing the Association to any outside entity. No committee has the authority to speak on behalf of the Association or the Board of Directors.

### **8.6 Governing Rules**

Committees may adopt rules for their own governance consistent with these bylaws, with standing rules, and with rules adopted by the Board of Directors.

### **8.7 Vacancies**

Vacancies in the membership of any committee shall be filled by appointments made by the chairperson of said committee.

### **8.8 Quorum for Committee Meetings**

A quorum of a committee will consist of a majority of the committee members.

## **Article 9: Fiscal Responsibility**

### **9.1 Fiscal Year**

The fiscal year of the Association will begin on the first day of January and end on the last day of December of each year.

### **9.2 Reviews**

Financial records and funds of the Association will be reviewed no less than quarterly by the Board of Directors, and annually by an outside uninterested third party qualified to conduct such a review, as determined by a majority vote of the Board of Directors

### **9.3 Contracts**

The Board of Directors must grant prior authorization in writing to any Board member or members, agent or agents of the Association, in addition to the Board Members so

authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name or on behalf of the Association. Such authority must be confined to specific instances.

### **9.4 Payments**

Payments may be made via check, debit card, or auditable electronic means according to the rules described in Article 5.4. All checks issued in the name of the Association will be signed by a Board member of the Association as determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments will be signed by the Treasurer, or by the President or by the Vice President in the absence of the President. The Association checkbook and debit card shall be controlled jointly by the Treasurer and Secretary. Electronic access to banking information shall be available to the President, Secretary and the Treasurer.

### **9.5 Deposits**

Upon receipt, all funds of the Association will be deposited to the credit of the Association in the financial institution selected by the Board of Directors.

### **9.6 Donations**

The Board of Directors may accept any contribution, donation, or bequest on behalf of the Association for the general or any special purpose of the Association, as allowed under the law and consistent with these bylaws.

## **Article 10: Books and Records**

### **10.1 Recordkeeping**

10.1.1 The Association shall keep correct records of the financial affairs of the Association, the current membership list, and minutes of the proceedings of its members, Board of Directors, and all committees established by the Board of Directors.

10.1.2 All such books and records shall be confidential and proprietary and shall at all times belong to the Association. It shall be the duty of any person having access to any such books or records to maintain the confidentiality of the records and information contained therein unless specifically authorized otherwise by a majority vote of the Board of Directors.

10.1.3 Directors and officers shall have the right to inspect any such books and records upon reasonable notice to the President and Secretary.

10.1.4 The membership list shall be used only for the purpose of communications with the members and as authorized by the Board of Directors. The membership list shall not be shared with or disclosed to any person or entity not a member of the Association.

10.1.5 Information gathered from time to time from the members regarding issues of concern or other matters relating to the Association's business shall be maintained as

confidential and shall be used only for purposes directly related to the business of the Association.

### ***10.2 Request for Inspection of Records***

The Association shall make books and records of account available to the members of the Association for inspection upon written request, stating the purpose of the request. The fee for any information provided will be \$20.00, payable to the Association.

## **Article 11: Amendment of Bylaws**

### ***11.1 Amendments to Bylaws***

A vote to change or amend these Bylaws may be initiated at a general meeting of members if proper notice of the meeting has been given. Voting eligibility, quorum requirements, and rules of voting shall be as put forth in Articles 3.4, 3.5, and 3.6

### ***11.2 Notification of Proposed Amendments***

Proposed changes or amendments must be sent to all Association members along with notification of intent to change or amend Bylaws at least ten days in advance of the meeting. Changes and amendments are restricted to those that are proposed and listed in the ballot.

### ***11.3 Accessibility of Bylaws***

A current copy of the Bylaws will be posted on Association's web site at all times.

### ***11.4 Standing Rules***

The Association may adopt, rescind, or amend standing rules at any general meeting. The Board of Directors may adopt standing rules for the Board of Directors at any Board meeting. Current standing rules will be posted on the Association's web site. Standing rules are organizational directives, consistent with these Bylaws.

## **Article 12: Liability of Board Members**

### ***12.1 Liability***

A member of the Board of Directors 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 Board member acted in good faith, or in reliance on the written opinion of an attorney engaged by the Association.

### ***12.2 Obligations***

Board members 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 officers of the Association incurred while acting in good faith in the course and scope of



Attested:

**Secretary of the Association**

**President of the Association**

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Printed Name

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Printed Name

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Signature

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Signature

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Date

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Date

# ATTACHMENT A

Geographic boundaries of the Downtown Dallas Neighborhood Association, including District boundaries

