

**AMENDED BYLAWS  
OF  
THE LITTLE FOREST HILLS NEIGHBORHOOD ASSOCIATION,  
A Texas Nonprofit Association**

These Bylaws (hereinafter referred to as the "Bylaws") govern the affairs of THE LITTLE FOREST HILLS NEIGHBORHOOD ASSOCIATION (the "Association"), a Texas non-profit Association which has been organized pursuant to the Texas non-profit Association Act.

**ARTICLE I – NAME**

The name of this corporation shall be **The Little Forest Hills Neighborhood Association**, a Texas Nonprofit corporation. These amended bylaws constitute the code of rules adopted by **The Little Forest Hills Neighborhood Association** for the regulation and management of its affairs.

**ARTICLE II – PURPOSE**

The purpose of the Association is to promote and provide for the social welfare of Little Forest Hills. The Association will accomplish this through activities such as sponsoring holiday or special programs for the residents of Little Forest Hills, promoting and encouraging the safety, improvement and beautification of Little Forest Hills, and working to satisfy other miscellaneous needs of Little Forest Hills. The Association's net earnings will be devoted to charitable, educational and recreational purposes.

**ARTICLE III – OFFICES**

Section 1. Principal Office:

The principal office of the Association in the State of Texas shall be located in the City of Dallas, County of Dallas, within the geographic boundaries of the neighborhood which are: Angora, Lakeland, Eustis and Old Gate.

Section 2. Registered Office and Agent:

The Association will maintain a registered office and registered agent in Texas. The registered office may, but need not be, identical with the Association's principal office in Texas. The Board of Directors may change the registered office and the registered agent from time to time as permitted in the Texas non-profit Association Act.

## **ARTICLE IV – DIRECTORS**

### Section 1. Management of the Association:

The affairs of the Association shall be managed by its Board of Directors. Directors must be members of the Association in good standing.

### Section 2. Selection of Directors:

The officers elected in accordance with Article V of these bylaws shall constitute the membership of the Board of Directors. There are no term limits. Therefore, directors may serve any number of consecutive terms so long as they are a current officer of the Association. The composition of the Board shall at all times be identical to the roster of individuals serving as officers of the Association.

### Section 3. Board Meetings:

The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings of the Board without other notice. The Board of Directors shall hold at least one regular meeting per quarter.

### Section 4. Special Board Meetings:

Special meeting of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

### Section 5. Notice of Special Board Meetings:

Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior by written notice delivered personally, by telephone, by electronic transfer or sent by mail to each Director at his address as shown by the records of the Association.

### Section 6. Quorum:

A quorum of the Board of Directors at any meeting shall be a majority of the number of members serving on the Board of Directors. Directors must be physically present at such meeting or be connected by phone or other distance communication means at the time of such meeting to be counted toward a quorum. The act of majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

### Section 7. Board Vacancy:

Any vacancy occurring on the Board of Directors, or any position to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the un-expired term of his predecessor in office.

### Section 8. Compensation:

Directors may not receive salaries for their services. A director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a director shall be reasonable and commensurate with the services performed. Directors may be reimbursed for reasonable expenses paid or incurred on behalf of

the Corporation. The Corporation shall not loan money or property to, or guarantee the obligation of, any director.

Section 9. Removal of a Director:

A Director may be removed for good cause by a resolution of the Board of Directors present at any regular meeting or at any special meeting and approved by a majority of the general membership of the Association, as defined in Article VI, Section 2, who participate, as defined in Article VII, section 5, in such meeting. Any Director removed for good cause under this section 9 is also simultaneously removed as an officer of the Association.

**ARTICLE V – OFFICERS**

Section 1. Number and Titles:

The officers of the Association shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, a Past President and such other officers as may be elected in accordance with the provisions of this Article as the Board of Directors may determine by resolution. The number of officers shall consist of no more than nine (9) officers. Upon an action of the Board of Directors, the number of officers may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent director, nor removing the officer positions explicitly listed in this section. The Board of Directors may elect or appoint others to serve the Board in other capacities as the Board sees fit.

Section 2. Nomination of Officers:

At any meeting at which the election of an officer is held, any member of the Association in good standing may nominate a person with the second of any other member. The Board of Directors may appoint a committee, pursuant to Article VIII, to nominate officers.

Section 3. Election:

Officers will be elected by a majority of the general membership of the Association as defined in Article VI, Section 2, of these bylaws who participate in such meeting as defined in Article VII, section 5. Elections shall take place every two years during a meeting of the general membership to be held at the time of the fourth quarterly meeting of the Board of Directors in election years. Officers will serve terms of two (2) years from January 1 following his or her election through December 31 of the subsequent year. Each officer shall hold office until his successor has been duly elected and qualified.

Section 4. Vacancies:

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled or appointed by the Board of Directors for the un-expired portion of the term.

Section 5. President:

The President shall be the principal executive officer of the Association and shall in general supervise and control all the business and affairs of the Association. The President shall preside at all meetings and affairs of the Association and Board of Directors.

Section 6. Vice President:

In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President or other officer of the Association, designated by the Board of Directors, shall perform the duties of the President and shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also be in charge of membership for the Association.

Section 7. Secretary:

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Association records and see that the execution of all documents are duly authorized in accordance with the provision of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties from time to time as may be assigned to him by the President or by the Board of Directors.

Section 8. Treasurer:

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Association, receive and give receipts for moneys due and payable to the Association from any source whatsoever and deposit all such moneys in the name of the Association in such a bank as shall be selected in accordance with the provision of Article VIII of these Bylaws, and in general perform all the duties incident to the office of Treasurer and such duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Past President:

Any person who has previously served as President of the Association shall be eligible as the Past President Officer. The Past President shall perform such duties from time to time as may be assigned to him by the President or by the Board of Directors. If no person is eligible for this office, the position may be filled by any member of the Association in good standing.

## **ARTICLE VI – MEMBERS**

Section 1. Members:

Membership in the Association shall be open, on a voluntary basis, to all residents of and property owners in the Little Forest Hills addition, bounded by Angora, Lakeland, Eustis and Old Gate. Membership shall be without regard to sex, race, color, creed, national origin, religion, marital status, age, disability, sexual orientation or economic standing.

Section 2. Membership Definition:

Membership shall be defined as any resident of and/or property owner in the Little Forest Hills addition whose annual dues are paid and current.

## **ARTICLE VII – MEETINGS**

Section 1. Meetings of Members:

Meetings of the members shall be held quarterly. Pursuant to Article V, Section 3, the Board of Directors shall hold a meeting of the members every second year at the fourth quarterly meeting for the purpose of electing officers from a slate of nominees in accordance with Article V, Section 2 and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings:

Special meetings of the members may be called by the Board of Directors, or not less than one-fifth of the members having voting rights.

Section 3. Place of Meeting:

The Board of Directors may designate any place, within the County of Dallas, as the place of meeting for any annual meetings or for any special meetings called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Association in the State of Texas; but if three-fourths of the members shall meet at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Participation:

Members may participate in meetings by physical presence or, alternatively, by telephone, conference call service, video connection, or any other manner of real-time distance communication available. Members participating in meeting through such means of communication shall count towards any necessary quorum.

Section 5. Notice:

Written or printed notices stating the place, day or hour of any meetings of members shall be delivered, either personally, by mail, public notice or electronic transfer, to each member entitled to vote at such meeting, not less than three (3) days, nor more than thirty (30) days before the date of such meeting, by or at the direction of the Board of Directors or any persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the members at his address as it appears on the records of the Association, with postage thereon prepaid.

Section 6. Action taken without a Meeting:

Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing or email setting forth the action so taken is obtained. Such action shall be ratified if signed and consented to by a simple majority of the members entitled to vote with respect to the subject matter thereof.

Section 7. Conduct of Meetings:

All meeting shall be conducted in accordance with Robert's Rules of Order.

Section 8. Verification of Voting Members:

When a matter is before the general membership for voting, votes cast shall be subject to verification by the Secretary against the roster of members in good standing maintained by the secretary.

Section 9. Guests:

Guest(s) may attend meetings subject to the prior approval of the Board of Directors but shall not participate in voting.

**ARTICLE VIII – COMMITTEES**

The Board may adopt a resolution establishing one or more committees, delegating specified authority to a committee, and appointing or removing members and/or Chairmen and Co-Chairmen of a committee. Each committee shall report to the Board of Directors. Chairmen and Co-Chairmen of committees must be members in good standing. Committees shall have no voting power outside of the votes each member of the committee has in his or her individual capacity. Members of a committee need not be members of the Association.

**ARTICLE IX – PUBLIC ISSUES**

Section 1. Public Issues:

The official position of the Association on public issues affecting its members shall be determined by the Board of Directors. Whenever, in the judgment of the President, time constraints imposed by external circumstances do not permit consideration of the official position of the Association on a public issue at a regular or special meeting of the Board of Directors, he may cause the Directors to be polled personally or by telephone. Reasonable efforts shall be made to contact each Director, but the affirmative vote of a majority of the Board of Directors in office shall be sufficient to establish an interim official position for the Association until the next regular meeting of the Board of Directors. The results of any such poll shall be recorded by the Secretary and maintained as part of the minutes of the Board of Directors.

Section 2. Representing the Association:

No one shall claim to represent or speak for the Association or identify him or herself as being connected with the Association in making any statement, taking any position or conducting any negotiations regarding a public issue unless the Board of Directors has established an official position for the Association with respect to that issue. All such statements, positions and negotiations on behalf of the Association shall be made, taken or conducted by the President or a person or persons delegated by him.

**ARTICLE X – CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Authorization of Directors:

The Board of Directors may authorize any officer(s) or agent(s) of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Section 2. Check Signing:

All check, drafts or orders of payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officers, agent or agents of the Association and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits:

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

Section 4. Bequests:

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or device for the general purpose or for any special purpose of the Association.

**ARTICLE XI – BOOKS AND RECORDS**

Section 1. Required Books and Records:

The Association will keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and the Board of Directors, and shall keep at the registered principle office of record, 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 agent or attorney for any proper purpose at any reasonable time, at the principle office of the Association.

Section 2. Inspection and Copying:

Any Director, Officer, or committee member of the Association may inspect and receive copies of all the corporate books and records required to be kept under the Bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Association. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than thirty (30) working days after the Association receives a proper written request. The Board may establish reasonable copying fees, which may cover the actual cost of materials and labor but shall not exceed \$1.00 a page. The Association will provide requested copies of books and records no later than sixty (60) working days after receiving a proper written request.

**ARTICLE XII – FISCAL RESPONSIBILITY**

Section 1. Fiscal Year:

The fiscal year of the Association shall begin on January 1 and end on December 31 of each calendar year.

Section 2. Disbursement of Funds:

All financial transactions shall require approval by no fewer than two Directors. All checks written on behalf of the Association shall require the signature of two Directors. All checks in an amount greater than five thousand dollars (\$5,000.00) shall require the signature of the President and the Treasurer.

Section 3. Annual Audit:

The Board may, by resolution, hire an independent certified public accountant to audit and/or prepare the Association's financial statements.

**ARTICLE XIII – DUES**

Section 1. Amount of Dues:

The Board of Directors may determine by resolution, from time to time, the amount of annual dues payable to the Association by its members. Such dues shall be payable in a manner as determined by the Board of Directors.

Section 2. Prorating of Annual Dues:

Annual dues shall not be prorated. Regardless of the date of payment, dues will be applied to membership for the calendar year in which they are paid.

**ARTICLE XIV – WAIVER OF NOTICE**

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

**ARTICLE XV – AMENDING BYLAWS**

Section 1. Bylaw changes:

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Board of Directors present at any regular meeting or at any special meeting, if at least three (3) days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

Section 2. Voluntary Dissolution:



The Association may be dissolved and its affairs wound up if the Board of Directors adopts a resolution recommending dissolution and, following written notice as required by law, a resolution to dissolve the Association is approved by a majority of the Board of Directors present at a regular or special meeting. Upon adoption of such resolution by the Board of Directors, the Association shall cease to conduct its affairs except as necessary for the winding up thereof, shall give such notice as required by law and shall distribute its assets in accordance with the Texas Non-Profit Association Act, first to pay liabilities and obligations of the Association and thereafter to any non-profit, tax-exempt or charitable organization (as defined in Section 501(c)(3), Internal Revenue Code of the 1954, as amended) as the Board of Directors shall designate.

## **ARTICLE XVI – INDEMNIFICATION OF OFFICERS AND DIRECTORS**

### Section 1. Indemnification of Directors and Officers, Employees, or Agents:

To the extent permitted by law, the Association shall indemnify and hold harmless any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitrative, or investigative, including all appeals, because that person is or was a director, officer, employee, or agent of the Association. Indemnification shall be against all expenses, including, without limitation, attorneys' fees, court costs, expert witness fees, judgments, decrees, fines, penalties, and reasonable expenses actually incurred by the person in connection with the proceeding, except that if the person is found liable to the Association or is found liable on the basis that he or she improperly received personal benefit. Indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding, and indemnification shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his or her duty to the Association. The indemnification provided in these Bylaws shall also extend to good-faith expenditures incurred in anticipation of, or preparation for, threatened or proposed litigation. The Board of Directors may, in proper cases, extend the indemnification to cover the good-faith settlement of any such action, suit, or proceeding, whether formally instituted or not.

### Section 2. Insurance or Other Arrangement on Directors, Officers, Employees, or Agents:

The Association may purchase and maintain insurance or other arrangements on behalf of any person who is or was a director, officer, employee, or agent of the Association or who is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic Association, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Association would have the power to indemnify him or her against that liability under the Act. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Association would not have the power to indemnify the person except if including coverage for the additional liability has been approved by the members. Without limiting the Association's power to procure or maintain any kind of insurance or other arrangement, the

Association may, for the benefit of persons it has indemnified, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the Association's assets; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Association or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or in part by the Association. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive, and the insurance or arrangement shall not be voidable and shall not subject the Directors approving the insurance or arrangement to liability, on any ground, regardless of whether Directors participating in the approval are beneficiaries of the insurance or arrangement.

**Section 3. Interested Directors:**

Any contract or other transaction between the Association and any of its Directors (or any Association or firm in which any of its Directors is directly or indirectly interested) shall be valid for all purposes notwithstanding the presence of that Director at the meeting during which the contract or transaction was authorized, and notwithstanding the Director's participation in that meeting. The foregoing shall apply only if the interest of each Director is known or disclosed to the Board of Directors and the Board nevertheless authorizes or ratifies the contract or transaction by a majority of the Directors present. Each interested Director is to be counted in determining whether a quorum is present, but not in calculating the majority necessary to carry the vote. The foregoing shall also apply only if the contract or transaction is just and reasonable to the Association at the time it is authorized and ratified. This section shall not be construed to invalidate any contract or transaction that would be valid in the absence of this paragraph.

**CERTIFICATION**

I certify that I am the duly elected and acting Secretary of Little Forest Hills Neighborhood Association and that these Amended Bylaws constitute the Association's Bylaws. These Bylaws were duly adopted by consent of the Board on \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date