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Article I: Object

The purpose of the Winnetka Heights Neighborhood Association is to provide a forum and an active support group for the residents of the Winnetka Heights Historic District in order to make the area a safer, more attractive and a better place to live.

Article II: Membership

All property owners and residents of [the Winnetka Heights Historic District](#) shall be welcome in the Association. The boundaries of Winnetka Heights ~~are as set by the City of the Dallas in PD 87, are~~ approximately Davis Street on the north, Willomet Avenue on the east, Twelfth Street on the south, and Rosemont Avenue on the west. [Members shall be 18 years or older to participate in any vote of the Association’s membership.](#)

Article III: Officers

The elected officers of the organization shall be a President, a Vice-President, a Secretary-Historian, and a Treasurer. Elected officers shall be elected at the Annual Meeting ~~in the spring of each year~~. The term of office shall be one year. No ~~officer individual~~ shall ~~be elected to serve in~~ the same office for more than two consecutive ~~years~~ [complete elected terms](#). [An individual must be eighteen years old or older and must reside within the Winnetka Heights Historic District to be eligible to serve as an officer.](#)

Vacancies in the offices other than the presidency shall be filled by a ~~vote of the~~ majority [vote](#) of the Board of Directors. [The individual appointed shall serve until the next Annual Meeting. If the President cannot complete his or her term for any reason, the Vice President shall assume the office of President and the Board of Directors shall appoint a new Vice President. If the Vice President declines to assume the office of President, if the office of Vice President is vacant, or the](#)

then current Vice President is no longer eligible to remain as an officer of the Association, the Board of Directors shall appoint a new President and, if necessary, a new Vice President to serve until the next Annual Meeting.

~~, until the next Annual Meeting. If the removal of an officer becomes necessary, it shall be accomplished by the same means as an amendment of the bylaws in Article XI.~~ The Board of Directors may appoint an Assistant Treasurer to hold office concurrent with the term of the Treasurer.

If the removal of an officer becomes necessary, the Board shall make a recommendation to the members of the Association. Such recommendation shall be provided at least 30 days' prior to any meeting at which the vote for removal shall occur and the officer may be removed by a majority of the membership.

A. President

The President shall preside ~~of~~at all general meetings and over those of the Board of Directors. He or she may call any necessary special meetings and shall be an ex-officio member of all standing committees. The President or the President's designated representative may represent the Association ~~of~~at the Old Oak Cliff Conservation League and on all public occasions. Only the President or the President's designated representative shall speak for the Association. The President, or the President's designated representative, shall assume the role of parliamentarian, in that he or she~~ll~~ shall become familiar with "Roberts Rules of Order Revised" and shall see that all general and Board of Directors meetings are conducted in accordance with them. The President shall, in addition, perform all other duties which normally pertain to the office.

B. Vice President

The Vice President shall assume the responsibilities of the office of the presidency in the absence or disability of the President. He or she shall be the President's liaison officer with all the committees, keeping the President up to date on all their activities. The Vice President shall act as coordinator of standing committees, assuring a prompt and cohesive communication of the neighborhood objectives to Winnetka Heights' residents and guard the free exchange of ideas. The Vice President shall also be responsible for ~~meeting programs~~arranging venues for the general membership meetings. The Vice President shall not be eligible to chair any committees.

C. Secretary-Historian

The Secretary-Historian shall keep the minutes of the meetings of the Association and of the Board of Directors, and shall handle correspondence of the Board of Directors and the Association as necessary. He or she shall keep a list of all committee chairpersons and all standing and other committees. The Secretary-Historian shall be the official historian and shall keep the archives of the neighborhood. Upon request from any member, to the President, the Secretary-Historian shall make available, within a reasonable amount of time, copies of all recent ~~Executive Board~~ and membership meeting minutes and records. ~~The Secretary-Historian shall place a brief summary of the minutes of the Board of Directors meetings in the Association Newsletter.~~

Treasurer

The Treasurer shall be responsible for and keep records of any money that goes through the Association. The Treasurer shall maintain all financial records of fund raising activities for the benefit of the Association. Such financial records shall include a check reconciliation, balance sheet and income and expense report, each of which shall be updated monthly. Upon request from any member to the President or any member of the Board of Directors, the Treasurer shall make available all recent financial and fund-raising records of the Association within a reasonable amount of time. The Treasurer shall present a written report of the financial position, including the check reconciliation, balance sheet and income and expense report at the Annual Meeting, including a report of all special funds. The Treasurer will present a summary financial report at each meeting of the Board of Directors and at each meeting of the membership. At the end of the month in which the Annual Meeting occurs, the Treasurer shall deliver written and electronic copies of all financial records and bank statements maintained by the Treasurer for the prior operating year to the Chair of the Finance Committee or to the President if the Treasurer has been appointed to Chair the Finance Committee or if there is no one acting as Chair of the Finance Committee.

D. Assistant Treasurer

The Assistant Treasurer will have such duties of the Treasurer as may be delegated to him or her by the Treasurer and / or the Board of Directors and shall have check signing authority as provided in Article XI. The Assistant Treasurer may hold another office or committee chair.

Article IV: Committees

There shall be the following standing committees, consisting of Communication, Community Planning and Development, Crime Watch, Code Awareness, and Membership, [Home Tour, and Finance](#). The Chairs of the standing committees shall be appointed by the President with the concurrence of the other officers. The term of office shall be one year. Interim vacancies in the standing committee chairs shall be filled by a majority vote of the Board of Directors.

A. **Communication:**

This committee shall be responsible for compiling and distributing a newsletter at least quarterly. It will also be responsible for any special communications or information-gathering activities as requested by the Board of Directors.

B. **Community Planning and Development:**

This committee shall be responsible for informing the Association of the plans of the city of Dallas, other governmental bodies and local community and neighborhood organizing entities, such as the Old Oak Cliff Conservation League (the "League"). Unless the President chooses to so represent the Association, the Chair of this Committee shall either directly represent the Association on the Board of Directors of the League or shall be responsible for recommending the Association's representative, to be approved by the Board of Directors. It will also make recommendations to the Association of desirable long-term plans for public facilities and common areas in the neighborhood.

C. **Crime Watch:**

This committee will be responsible for informing the members of the Association by various means of the impact and prevention of crimes against persons and against property. The Chair of this Committee shall act as the Association's liaison with the North Oak Cliff United Police Patrol or any successor organization.

D. **Code Awareness:**

This committee shall be responsible for the overseeing of code enforcement. It shall educate the neighborhood on applicable codes and notify the appropriate governmental agencies of violations.

E. **Membership:**

This committee shall be responsible for preparing and maintaining an up-to-date membership list, as well as encouraging neighborhood participation in the Association, the welcoming of new residents to the neighborhood and coordinating activities and special events. The Chair of this Committee shall regularly report to the Board of Directors on new neighbors who have moved into the neighborhood and who have received new member packets including the historic district ordinance [and maintain records of the dates of delivery of all new member packets. New member packets shall include, among other things, a description of the responsibilities of property owners in a historic district and the process by which Certificates of Appropriateness are granted.](#)

F. **Home Tour:**

This committee shall be responsible for planning and conducting a tour of homes within the Association with the purpose of promoting Winnetka Heights as a vibrant historic district, a great community to live in and to raise funds for the Association. ~~Funds raised should be for the specific use of improving the Neighborhood and expenditure of such funds should follow article XI General Provisions.~~

G. **Finance:**

This committee shall be responsible for assisting the Board of Directors in overseeing the expenditure of the Association's funds and with the Association's annual and long range financial planning. The committee shall establish the process for the submission of proposed projects and expenditures for its review and shall [communicate such process to the membership by any reasonable means. The committee shall](#) report to the Board of Directors and in its Annual Report the projects and expenditures submitted to it for review and the action taken on each submission. [The Chair of the Finance Committee shall maintain copies of the financial records of the Association provided to him or her by the Treasurer. Upon receipt of the prior year's financial records from](#)

the Treasurer, the Chair shall review the records for any discrepancies and may request that the Board of Directors authorize a third party audit of the financial records.

H. Additional Ad Hoc committees:

May be created by the Board of Directors as needed.

Article V: Board of Directors

The Board of Directors is comprised of the officers, standing committee chairs, and the immediate past President. If the immediate past President is unable or unwilling to serve on the Board of Directors, the Board of Directors may fill the position with any past president of the Association who meets the officer eligibility criteria.

The Board of Directors shall conduct the day to day business affairs of the organization. The Board of Directors shall ensure that the bylaws of the organization are enforced and shall not act in opposition to any previous vote of the membership.

Where time allows the Board of Directors shall consult the membership before taking a position on significant policy issues that may affect the neighborhood as a whole. The Board of Directors may take such emergency action as required between meetings electronically or at a meeting of the Board of Directors and report that action to the membership at the next meeting for ratification.

The Board of Directors must carry out instructions given it by a vote of the membership so long as such instructions are not inconsistent with these Bylaws or applicable law or regulation.

Article VI: Annual Report

All officers and committee chairpersons shall submit an annual report to the membership at the Annual Meeting.

Article VII: Quorums

The quorum for a general meeting shall be twenty and for a meeting of the Board of Directors shall be five. The quorum for the Annual Meeting shall be thirty.

Article VIII: Meetings

General meetings of the membership shall be held at least quarterly. One such general meeting of the membership per calendar year, shall be designated by the Board of Directors as the Annual Meeting of the membership for all purposes contemplated by these Bylaws. General meetings may also be called by the President or by a majority of the Board of Directors. Committees shall meet at their convenience as needed.

The membership shall be notified by mail, newsletter, ~~posted notices, telephone calls,~~ electronic mail, website and social media postings ~~lists~~ or any other means of communication reasonably intended to reach a majority of the members at least 30 days in advance of the time and place of the ~~A~~annual Meeting and general meetings. The agenda for at least one general meeting shall include crime watch.

Article IX: Nominations and Elections

A nominating committee, consisting of one past President, one Board of Directors member and one member at large, shall be appointed by the Board of Directors at least three months before the Annual Meeting.

Notice by mail, newsletter, ~~posted notices, telephone calls, e~~lectronic mail, website and social media postings ~~lists~~ or any other means of communication reasonably intended to reach a majority of the members of the opening of nominations for officers and name of nominating committee members shall be distributed to the membership at least 30 days prior to the Annual Meeting. Members may nominate themselves or may be nominated by other members with the consent of the nominee. Nominations may also be made from the floor at the Annual Meeting with the consent of the nominee.

Elections shall be held at the Annual Meeting. Absent or proxy voting shall not be allowed. The elections held at the Annual Meeting shall be by voice or stand-up vote, unless there are two or more nominations for a position when it shall be by

written ballot. Nominees receiving a majority of those present and voting shall be elected. ~~Members shall be 18 years or older.~~

Article X: Political Activity

Winnetka Heights Neighborhood Association shall not support or oppose any political party or candidate. Any individual's endorsement in any form shall be made without reference to Winnetka Heights Neighborhood Association.

Article XI: Amendments to the Bylaws

The bylaws may be amended by a motion introduced at the Annual Meeting only if two-thirds of the voting members present assent. Any proposed amendments must be distributed to the general membership at least 30 days in advance of the Annual Meeting.

Article X: Non-Profit Status Provisions

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, 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, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization 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, or 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.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XI - General Provisions

A. Expenditures.

~~All expenditures of the Association equal to or in excess of \$3,000.00 must be approved by a majority of the members of the Association voting on such expenditure at a general meeting of the membership. Expenditures of less than \$3,000.00 may be approved by the Board of Directors; provided that expenditures of more than \$1,000 require submission to the Finance Committee for recommendation prior to action by Board of Directors or the general membership.~~

Expenditures of the Association shall be reviewed and approved only as follows:

| <u>Amount of Expenditure</u> | <u>Finance Committee Review and Recommendation¹</u> | <u>Board Approval</u> | <u>Membership Approval (majority vote)</u> |
|------------------------------|--|-----------------------|--|
| <u>\$3,000 or greater</u> | <u>Required</u> | <u>Required</u> | <u>Required</u> |
| <u>\$1,000 to \$2,999</u> | <u>Required</u> | <u>Required</u> | <u>Not Required</u> |
| <u>Under \$1,000</u> | <u>Not Required</u> | <u>Required</u> | <u>Not Required</u> |

¹Although a recommendation of the Finance Committee may be required, the Board of Directors is not obligated to follow the recommendation and may act as it sees the best interests of the Association and its members.

B. Allocations.

All funds of the Association that have been allocated to a specific project at a meeting of the members of the Association shall remain allocated to such project until such project is completed or until such allocation is withdrawn at a subsequent meeting of the members of the Association. At any meeting of the members of the Association, an allocation of funds to a specific project may be withdrawn or modified. ~~At the annual meeting of the members of the Association, funds not then allocated to a specific project less an amount deemed necessary by the Board of Directors to remain unallocated as an operating reserve may be allocated to specific projects.~~

C. Checks.

All checks of the Association in excess of \$10500.00 shall be signed by two of the following: the President, ~~the~~ Vice President, ~~and~~ the Treasurer, or the Assistant Treasurer (if an Assistant Treasurer has been appointed by the Board of Directors). All checks of the Association of less than \$10500.00 shall be signed by the President, the Vice President, the Treasurer or the Assistant Treasurer.