

Western Hills North Neighborhood Association BYLAWS

Article I – Name

The name of the organization shall be the Western Hills North Neighborhood Association (WHNNA).

Article II – Office

The Association's principal office and address shall be the residence of the Association's President. The Executive Board may designate another location at its discretion.

Article III – Boundaries

The boundaries of the Association are Chisholm Trail, Santa Fe Trail and Las Vegas Trail on the west; Camp Bowie West Boulevard on the south; Phoenix Drive on the east; Mojave Trail and El Retiro Road on the north .

Article IV – Purpose

The purpose of the Western Hills North Neighborhood Association is to provide an organized framework to promote, preserve, and enhance the quality of life and property values in the Western Hills North neighborhood by the following:

To extend opportunities to residents, landowners, entrepreneurs, and other interested parties through education about the neighborhood and community affairs and local topics of immediate interest.

To elevate and promote the image of the neighborhood.

To encourage a sense of pride and identity among the Association members.

To establish a direct line of communication with members of the City Council, City Manager's office, Code Enforcement, Neighborhood Police Officers and the Zoning Commission.

To communicate with and maintain, at the discretion of the Executive Board, a relationship with the Western Hills North Citizens on Patrol (COP), and other self-governed organizations that could promote and/or protect the Western Hills North neighborhood.

To advise on available funding, loans, grants and programs designed for the betterment and improvement of neighborhoods.

To provide a forum for the airing of grievances.

To familiarize residents, landowners, and entrepreneurs about the Association and its purposes.

Article V – Policies

Section 1. The Western Hills North Neighborhood Association shall be a non-partisan organization and shall not support candidates for public office. The Association may take positions on issues. All action appropriate to sustain an approved WHNNA position must be authorized by the Executive Board before the President or the President's representative may so act.

Section 2. The Association shall never be operated for the primary purpose of profit and no part of its earnings or membership fees shall be used to the benefit of private individuals.

Section 3. The WHNNA may enter strategic alliances with other related organizations to the benefit of the WHNNA. Decisions to join other organizations or enter into strategic alliances will be at the discretion of the Executive Board.

Article VI – Membership

Section 1. There shall be two categories of membership in the Association: regular and associate.

Section 2. A regular member of WHNNA shall be any person over the age of eighteen residing and/or owning residential property within the Association's boundaries. A member may be an individual or household. One membership is one vote.

Section 3. An associate member of WHNNA shall be any corporation or person who neither resides, owns property, nor operates a place of business within the Association's boundaries, yet maintains an interest in the Association and its purposes. Associate members shall have the privilege of the floor but no voting rights.

Section 4. Members shall subscribe to the objectives and policies of WHNNA, and reside within the boundaries subject only to compliance with provisions of the by-laws.

Section 5. Only members in good standing of WHNNA shall be able to serve in any of its elective or appointed positions.

Section 6. Membership in WHNNA is voluntary and not a residence requirement.

Article VII – Sources of Revenue

Section 1. Annual dues for each category of membership shall be recommended by the Executive Board and approved by a majority vote of the members in attendance at the meeting in which a dues change is considered.

Section 2. Dues shall be paid annually, with the membership drive beginning on January 1. However, dues will be accepted at any time during the year. Memberships will remain current from January 1 through December 31.

Section 3. The annual dues for the Association will be set as follows:

\$20.00 per year for Regular Member

\$20.00 per year for Associate Member

Sponsorships are available for commercial business within five (5) miles of WHNNA at the following levels:

\$50.00 Silver Sponsorship

\$75.00 Gold Sponsorship

\$100.00 Platinum Sponsorship.

Section 4. Members, who decide to remove themselves from membership in the WHNNA, will not be entitled to any refund of their paid dues.

Section 5. The WHNNA may engage in fundraising activities related to its purposes. The Executive Board may accept on behalf of the Association any contribution, gift, or bequest for the general purpose or for any special purpose of the Association.

Article VIII – Meetings

Section 1. Regular meetings or events of WHNNA shall be held at least quarterly on the second Thursday of the month or at a time and location deemed appropriate for the purpose of the meeting/event. Meetings may be held more often as determined by the Executive Board of the WHNNA. Special meetings may be called by the President, but no WHNNA meeting may be called or held without the express permission of the President of the WHNNA Executive Board. Notification of meetings shall be provided to all members a minimum of one (1) week in advance.

Section 2. The members present at a meeting shall constitute a quorum.

Section 3. The Executive Board shall meet as required, but at least quarterly.

Article IX – Executive Board

Section 1. The Executive Board shall be the nine (9) elected officers and the immediate Past President who shall serve in an advisory capacity to the Executive Board. The Parliamentarian shall also sit on the Executive Board in an advisory capacity. The President shall not vote except in case of a tie.

Section 2. The Executive Board shall supervise the affairs of the Association in accordance with its stated purposes and policies; set the agendas for regular meetings; transact any business between meetings of the Association and report to the next meeting; represent the WHNNA in other organizations and strategic alliances; and make recommendations to the general membership on matters before the Association.

Section 3. The quorum for Executive Board meetings shall be 50% of the filled Executive Board offices.

Section 4. The Executive Board may vote electronically or by phone, between regular meetings of the Board, if authorized by the president. The vote shall be recorded in the minutes of the next regular meeting of the Executive Board.

Article X – Officers and Their Election

Section 1. The elected officers of the WHNNA shall be the President, Vice President, Secretary, Treasurer, Director of Public Safety, Director of Beautification, and three (3) directors at large.

Section 2. During the first quarter each year, the President shall appoint a nominating committee of at least three (3) members. The nominating Committee shall present a slate of nominees for office at least one (1) week in advance of the fourth quarter Association meeting. Notice of the elections and the slate of nominees shall be sent to members via email, website, flyer or newsletter at least one (1) week prior to the election meeting.

Section 3. Officers shall be elected at the fourth quarter Association meeting by a simple majority vote of regular and business members present. Nominations from the floor shall be allowed at this time also.

Section 4. Only regular members in good standing of the WHNNA are eligible for election to any office.

Section 5. Officers shall assume their duties in January and shall serve a term of two (2) full years. Officers can be reelected to serve up to three (3) consecutive terms in the same office.

Section 6. Vacancies in office shall be handled as follows:

- A. In the event the President is unable to complete his/her term the Vice President shall become the President for the unexpired portion of the term.
- B. Vacancies in offices other than the President shall be appointed by the Executive Board for the unexpired term.
- C. Unexcused absences, as determined by the Executive Board, from three (3) consecutive meetings shall constitute a vacancy of office.

Section 7. Election of officers shall rotate with the President, Secretary, the Director of Public Safety and Director of Beautification terms starting on even numbered years and the Vice-President, Treasurer, and the Directors at Large terms starting on odd numbered years.

Article XI – Duties of Officers, Parliamentarian and Committee Chairs

Section 1. The President shall be the principal officer of the Association and shall:

- A. Preside at all meetings of the Association.

- B. Be the sole spokesperson for WHNNA. The Executive Board may designate another member to serve in this capacity as necessary.
- C. Sign with the Treasurer, or any other officer of WHNNA authorized by the Executive Board, all checks, contracts and other legal documents.
- D. Appoint committee chairpersons with approval of the Executive Board.
- E. Serve or appoint another member as the Association's primary representative to the Fort Worth League of Neighborhoods and other associations.
- F. Vote in meetings of the general membership and Executive Board only when necessary to break a tie vote.
- G. Preserve all records of value to the Association.
- H. Shall be responsible for Association programs at all general meetings.
- I. Shall appoint the Parliamentarian.

Section 2. The Vice President shall:

- A. Serve and assume all responsibilities in the absence of the President.
- B. Act as a special assistant to the President and represent the President whenever so designated.
- C. Perform all such duties as requested by the President or Executive Board.
- D. Be responsible for preparation and distribution of the WHNNA newsletter.
- E. Be empowered to sign any documents as authorized by the Executive Board and the President in the absence of the President or in the event of an emergency.

Section 3. The Secretary shall:

- A. Keep minutes of the proceedings of all meetings of the Association.
- B. Act as a special assistant to the President and represent the President whenever so designated.
- C. Maintain a current roster of membership indicating the name, address and telephone number, email address, the classification of membership, and the date of paid membership.
- D. Perform such other duties as requested by the President or Executive Board.

Section 4. The Treasurer shall:

- A. Collect membership dues and keep records of paid members.
- B. Maintain custody of all financial records of the WHNNA and deposit all funds in a bank approved by the Executive Board.
- C. Pay all bills and distribute funds by check only upon receipt of an invoice. The Treasurer or President, with the approval of the Executive Board, will sign all checks.
- D. Submit an annual budget for approval by the Executive Board.

- E. Submit a written financial report at each meeting of the Executive Board and Association.
- F. File all tax forms required by local, State or Federal taxing entities or any other regulatory forms to be in compliance with any and all regulations. The treasurer, under the direction of the Executive Board, shall maintain yearly filings for tax exempt status and non-profit status with appropriate state and federal agencies.
- G. Shall submit all financial records to an auditing committee for an annual review.
- H. Shall supply an updated roster of paid members to the Executive Board.
- I. Perform such other duties as requested by President or Executive Board.

Section 5. The Director of Public Safety shall:

- A. Serve as a special advisor on issues involving neighborhood safety and security.
- B. Chair the WHNNA National Night Out event.
- C. Serve as the liaison with both the Western Hills North Citizens on Patrol and the neighbor police officer.
- D. Provide written crime status reports to the WHNNA Executive Board.

Section 6. Director of Beautification shall:

- A. Chair a committee to landscape and maintain Prince Domino Return Island and all other entrances to WHN.
- B. Manage the Las Vegas Trail's median enhancement.
- C. Promote the beautification of Western Hills North by chairing a committee to select yard of the quarter/season and the holiday decoration award.
- D. Oversee two annual neighborhood clean-up days.

Section 7. Directors at Large shall:

- A. Serve as chairs of committees as appointed by the President.
- B. Provide advice and assistance in carrying out WHNNA activities.
- C. Perform other such duties as requested by the President of Executive Board.

Section 8. Parliamentarian shall:

- A. Advise on all points of Parliamentary procedure as requested.
- B. Have a copy of the WHNNA Bylaws available at all meetings.
- C. Have a copy of *Robert's Rules of Order Newly Revised* available at all meetings.
- D. Convey to the Executive Board for review any major questions on procedure and then advise the member in writing of the Parliamentary/Executive board decision.

E. Serve in an advisory capacity only.

Section 9. The Committee chairs shall:

- A. Serve as chairs of WHNNA committees, as appointed by the President.
- B. Perform such duties as requested by the President or Executive Board.

Section 10. Upon retirement from office, each officer and committee chair shall deliver to his or her successor, all records, papers, and other property belonging to the Association within fifteen (15) days.

Article XI – Fiscal Year

The Association's fiscal year will begin on January 1 and end on December 31 of each year.

Article XII – Parliamentary Authority

Meetings and elections will be conducted according to *Robert's Rules of Order Newly Revised*.

Article XIII – Amendments

Section 1. Amendments to these Bylaws shall be made at any regular or special meeting by a two-thirds (2/3) vote of the members, who are present and in good standing, provided that notice of such meeting contains the proposed amendments. Such amendments shall be effective as of the date of enactment.

Section 2. A full text of such an amendment shall be made available to all members prior to the date the amendment will be considered.

Article XIV – Indemnification and Limitation of Liability

Section 1. The WHNNA shall indemnify and hold harmless any Director, Officer, Agent or Employee to the fullest extent authorized by law or statute (specifically Article 1396-2.22A, Texas Non-Profit Corporation Act) who is or was made a named Defendant or Respondent in a proceeding because such person is or was serving in such capacity. Permissive language in the above referenced statute shall in all cases be deemed mandatory and is hereby made mandatory for the WHNNA to perform, to protect its Directors, Officers, Agents and Employees in all instances cited therein.

Section 2. The WHNNA Members, its Directors, and its Officers of the Executive Board shall not be personally liable for the debts, liabilities or obligations of the WHNNA.

Article XV – Non-Profit Status

Any changes to WHNNA non-profit status or its federal tax exempt status must be approved by the Executive Board.

Article XVI – Dissolution

The Western Hills North Neighborhood Association may be dissolved with the majority vote of the Executive Board, provided that the disbursement of all monies and properties is acted upon prior to dissolution, and all liabilities and obligations of the corporation are paid, satisfied and discharged.

AMENDED by a majority vote of the membership at the meeting held on the 12th day of January, 2017.

Amended August 1992

Amended October 1993

Amended May 1994

Amended February 1996

Amended November 2015