

Bylaws for Cochran Heights Neighborhood Association, Inc., a Texas Nonprofit Corporation

Article 1: Name, Location, and Purposes

1.1 Name

The name of this organization is Cochran Heights Neighborhood Association, Inc. (CHNA), hereinafter referred to as the Association. It is a nonprofit corporation incorporated under the laws of the State of Texas.

1.1.1 Cochran Heights comprises the neighborhood within the boundaries described in section 1.3.

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 neighborhood of the Association shall be as illustrated in Attachment A, and described below:

- The center of the northbound Central Expressway service road from Willis Avenue to Fitzhugh Avenue;
- The center of Fitzhugh Avenue from the northbound Central Expressway service road to Alcott Street;
- The center of Bennett Avenue from Alcott Street to Manett Street.
- The Center of Manett Street, from Bennett Avenue to the center of Henderson Avenue.
- The center of Henderson Avenue from Manett Street to Willis Avenue
- The center of Willis Avenue from Henderson Avenue to the northbound Central Expressway service road.

Excluding the Home owner association Condos bounded by Solar Elementary school, alley behind Mission Avenue, and Manett street.

1.4 Purposes

The general purposes of the Association are educational, promotion of good fellowship, neighborliness, and 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 Protect the residential integrity of the neighborhood
- 1.4.2 Prevent unwanted commercial encroachment into the neighborhood
- 1.4.3 Preserve and beautify public property of Cochran Heights in cooperation with local government
- 1.4.4 Improve public facilities and streets in Cochran Heights
- 1.4.5 Promote public safety and crime prevention
- 1.4.6 Publish a newsletter and maintain a web site
- 1.4.7 Sponsor public meetings for residents of Cochran Heights
- 1.4.8 Sponsor holiday and/or special programs for residents of Cochran Heights
- 1.4.9 Review public matters that affect Cochran Heights and present information to residents
- 1.4.10 Engage in any activities not inconsistent with these bylaws and with the Texas Non-Profit Corporation Act or those sections of the Internal Revenue Code of 1954 relating to tax-exempt organizations, which are designed to enhance the common good and general welfare of Cochran Heights.

1.5 Nonprofit Character

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.

1.6 Activities

- 1.6.1 The Association will remain non-partisan and non-political at all times. The Association will never participate or intervene, either directly, or indirectly, in any 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, gender, or sexual orientation.
- 1.6.4 Provided further that the Association will not engage in activities directed to exterior maintenance of any specific private residences. However, this provision will not prohibit activities of the Association designed to encourage residents in the beautification of their private property.

Article 2: Membership, Membership Year, and Dues

2.1 Membership

Membership in the Association is voluntary, and is available to anyone who:

- Is over the age of 18; and,
- Applies for membership, as described in Section 2.4; and,
- Owns or resides in a property, within the boundaries noted in Section 1.3, that is classified by the Dallas Central Appraisal District with one of the following State Property Tax Division codes:
 - SINGLE FAMILY RESIDENCES (A11)
 - SFR – TOWNHOUSES (A12)
 - SFR – CONDOMINIUMS (A13)
 - MOBILE HOME ON OWNERS LAND (A20)
 - MFR – APARTMENTS (B11)
 - MFR – DUPLEXES (B12)

2.2 Member Voting Rights

Each property described in Section 2.1, where at least one person who owns the property has registered and joined the Association, will be entitled to two votes on each matter for which votes are to be taken by the general membership. For each property that is not occupied by the owner, and for which the owner has not elected to join the Association, the renter will be allowed to join the Association, and will be entitled to one vote on each matter for which votes are to be taken by the general membership.

2.3 Membership Year

The membership year will be from September 1 to August 31.

2.4 Membership and Annual Dues

- 2.4.1 Annual dues are paid by property address and cover every eligible property owner and/or resident who resides at that address.
- 2.4.2 Dues shall be \$20.00 per property address, for each full or partial membership year.
- 2.4.3 The Board of Directors may elect to waive dues for an individual who is otherwise eligible for membership. The individual requesting the waiver must complete a membership application, provide proof of residence and/or ownership, and specify a reason for the requested waiver.

Such a waiver applies only for the current membership year.

2.4.4 Membership terminates upon the written notice of resignation of any member, or if a member no longer owns property or lives in Cochran Heights. Membership will not automatically pass upon the sale or lease of the property.

2.5 Membership Records

The Board of Directors is responsible for reviewing proof of ownership and/or residency documentation and for maintaining current records of membership. Members are responsible for notifying the Association of any changes in property ownership and/or residency. Proof of ownership or residency includes a driver’s license, utility bill, tax statement, deed, or closing statement.

Article 3: Meetings of Members

3.1 General Meetings

General meetings of members will include four quarterly meetings and special meetings as needed.

3.1.1 Quarterly Meetings:

Quarterly meetings will be held in March, June, September, and December. Quarterly meetings may be postponed, by a vote of the Board of Directors, to the earliest possible date in the following month.

3.1.2 Special Meetings

Special Meetings of the members may be called by the President, any two board members, or by a written petition, signed by not less than one-tenth of the members who are eligible to vote, and delivered to the President. The President will make every reasonable effort to schedule the special meeting within 30 days of the date it is called.

The secretary will post the minutes from any general meeting within 7 days.

3.2 Notice of General Meetings of Members

3.2.1 Reasonable effort will be used to notify members of meetings by any one or more of the following methods: direct mail, newsletters delivered to each property address, email, flyers, or signs posted in prominent places throughout Cochran Heights. Notice of meetings is to be provided 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 Eligibility to vote at General and Special Meetings of Members

In order to vote at a general or special meeting of the Association, a member must be registered, by paying dues or receiving a waiver as described in Section 2.4, by the registration deadline. The registration deadlines are:

March general meeting	March 1 st
June general meeting	June 1 st
September general meeting	September 1 st
December general meeting	December 1 st
Special meeting	First day of the month in which the meeting is called.

After each registration deadline, the secretary and treasurer will create a list of the members who are eligible to vote at the upcoming meeting. The number of members on the list will be used to determine quorum requirements, as described in Section 3.4.

3.4 Quorum at General and Special Meetings of Members

The presence of at least ten percent (10%) of the total votes or twenty five (25) votes, whichever number is larger, will constitute a quorum at any General Meeting of Members. For example, if the Association received dues from 150 property addresses and each property address is entitled to two votes, then votes required for quorum equal 30 (150 x 2 x 10%).

3.5 Agenda items

- 3.5.1 Any member may place an item on the agenda for a regular quarterly meeting by notifying the President at least 10 days prior to the meeting.
- 3.5.2 Votes will not be permitted during regular quarterly meetings on any issue that did not appear in the agenda.
- 3.5.3 The agenda for each general and special meeting will be posted on the web site at least five days prior to the meeting. The agenda will also be sent by email to the members who provide email addresses.

Article 4: Board of Directors

4.1 Positions

The board of directors will consist of eight (8) members: President, Vice President, Secretary, Treasurer, and four at-large board positions.

4.2 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 between general meetings.

4.3 Quorum for Board Meetings

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

4.4 Conflict of interest

- 4.4.1 A conflict of interest exists for a member of the board of directors 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, 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 residential property within the boundaries described in Section 1.3. A personal financial interest includes an ownership interest in a business, which will be impacted by the 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; and,
 - Plans to purchase 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 that 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, and shall not participate in the discussion of such matters.

4.5 Vacancies

A vacancy occurring on the Board of Directors will be filled by a majority vote of the other Board Members, with a good faith effort to select people from the least represented sections of Cochran Heights. 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 will 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 Section 6.1, and general meetings of the Association, as described in Section 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 five of the remaining board members. If the resignation is not waived, the board member's place will be filled by another member of the Association under the provisions of Section 4.5.
- 4.6.2 Board members may also be removed for willful misconduct, acting in violation of these bylaws, or misappropriation of funds by a vote of five of the other board members. The board member's place will be filled by another member of the Association under the provisions of Section 4.5.
- 4.6.3 Any actions taken by the board under the provisions of Section 4.6 will be recorded in the minutes of the board meeting, and announced at the next quarterly meeting.

4.7 Representation of the Association

- 4.7.1 As membership in the Association is voluntary, the Association is only able to represent its members and does not represent the entire Cochran Heights neighborhood.
- 4.7.2 The president, or the president'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. The president is only authorized to represent the Association on an issue if it has established a position by a vote of the membership, at a quarterly or special meeting of the Association at which a quorum is present.
 - 4.7.2.1 If a motion proposing a specific position on an issue is published in the agenda for the meeting:
 - The Association establishes an affirmative position if 2/3 of the votes cast are in favor of the motion.
 - The Association establishes a negative position if 2/3 of the votes cast are opposed to the motion.
 - The Association establishes a neutral position if more than 1/3 and less than 2/3 of the votes cast are in favor of the motion.
 - 4.7.2.2 An issue may be listed in the agenda for the meeting, without a motion proposing a specific position on the issue. Under these circumstances, if an Association member makes a motion from the floor, proposing a position on the issue:
 - The Association establishes an affirmative position if 4/5 of the votes cast are in favor of the motion.
 - The Association establishes a negative position if 4/5 of the votes cast are opposed to the motion.
 - The Association establishes a neutral position if more than 1/5 and less than 4/5 of the votes cast are in favor of the motion.
 - 4.7.2.3 When the Association establishes a position on an issue, the President or the

President's designee will communicate that position to any relevant outside entities within 72 hours. If the Association has chosen to take a neutral position on the issue, the President is expressly prohibited from disclosing the number of votes favoring and opposing the

motion.

- 4.7.3 Any written representation that the president or his designee makes to any outside entity will be posted on the Association web site within 48 hours, and will be distributed at the next quarterly meeting.
- 4.7.4 Any verbal representation that the president or his designee makes to any outside entity will be summarized and posted on the Association web site within 48 hours, and will be distributed at the next quarterly meeting
- 4.7.5 Any communications received by any member of the Board of Directors, in their capacity as a representative of the Association, will be posted on the Association web site within 48 hours.

4.8 Transfer of Information

Upon the election of the Board of Directors whose terms begin at the close of the election, 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 10 days after the meeting. Outgoing board members are encouraged to retain copies of their files.

4.9 Manner of Acting

The act of a majority of the Board Members present at a meeting at which a quorum is present will be the Act of the Association, unless the act of a greater number is required by law or these Bylaws.

Article 5: Duties of Board Members

5.1 President

The President will be the principal executive officer of the Association and will 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 will preside in the absence of the President, will assist the President in the execution of business, will be responsible for securing a place to hold board meeting, general meetings, and special meetings.

5.3 Secretary

The secretary will 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 will determine the number of active members in the Association, and the number of 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 will keep all financial receipts and a permanent record of all financial business of the Association. An up-to-date financial report including monies held, paid, and received will be submitted in

writing at each meeting. The treasurer will have the charge and custody of, and be responsible for, all funds and securities of the Association, will receive and give receipts for monies due and payable to the Association from any source whatsoever, deposit all such monies in the name of the Association in such bank or other depositories as selected by the Board of Directors; and in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President. The treasurer will also serve as an ex-officio member of all fundraising committees. The treasurer is also responsible for the safekeeping of the corporate seal.

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.

6.2 Notice of Board Meetings

Reasonable effort will be used to notify board members of meetings by any one or more of the following methods: direct mail, email, newsletters distributed to each property address, flyers, or signs posted in prominent places throughout Cochran Heights.

6.3 Special Board Meetings

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

6.4 Minutes of Board Meetings

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

Article 7: Elections and Voting

7.1 Term of Office and Election Schedule

7.1.1 Officers will hold two-year terms. Elections will be held each year at the September General Meeting to elect four of the eight board members.

In odd-numbered years, the following four positions will be elected:

- President
- Vice President
- Director-at-large #1
- Director-at-large #3

In even-numbered years, the following four positions will be elected:

- Secretary
- Treasurer
- Director-at-large #2
- Director-at-large #4

7.1.2 Any member in good standing may serve in any of the eight board positions. No member may serve more than two consecutive terms as president.

7.2 Nominations

7.2.1 Nominations will be accepted at the June quarterly meeting. The board of directors may

choose to create a Nominating Committee to recruit candidates, but is not required to do so. Nominations may be made by the Nominating Committee, by another member of the Association, or by self-nomination. Nominees are not required to be present at the June meeting, but must accept the nomination within 10 days.

7.2.2 Each candidate nominated during the June meeting will be allowed to publish a campaign ad in the September newsletter and on the Association web site, at no expense to the candidate.

7.2.3 Nominations will be accepted from the floor during the September meeting. Candidates nominated in this manner must be present to accept the nomination.

7.3 Elections

7.3.1 The secretary will provide printed ballots for the September election. Each ballot will list the candidates nominated at the June meeting, and spaces for write-in candidates for each position. For each of the positions to be filled, each eligible member may vote for one of the candidates listed, or write in the name of a candidate nominated from the floor during the September meeting.

7.3.2 All candidates for the two at-large board positions will run together in a single election. The ballot will instruct the voter to select two candidates. The two candidates receiving the highest number of votes will be elected.

7.3.3 The secretary will distribute ballots to members in attendance, and is responsible for verifying that each person receiving a ballot is eligible to vote.

7.3.4 The ballots will be counted by a committee of board members who are not candidates for office in the current election. The results will be announced before the end of the September meeting.

7.3.5 Returned ballots must be signed and include the address of the voting member.

7.3.6 In elections with more than two candidates, the candidate receiving the most votes will win the election, with or without a majority of votes cast.

7.3.7 Submission of up to two ballots per address where voting members reside or own the property is allowed.

7.4 Resolving ties

7.4.1 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 board members who are not candidates for office in the current election.

7.4.2 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.

7.4.3 In elections for at-large board 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 board members who are not candidates for office in the current election.

7.4.4 In elections for at-large board positions, if three or more candidates are tied for the highest number of votes, and one or more candidates receives a lesser number of votes, the tie will be resolved by runoff election.

7.4.5 In elections for at-large board positions, if one candidate receives the most votes, and two or more candidates are tied for the second-highest vote total, the tie will be resolved by a runoff election among the candidates who are tied.

7.4.6 Any ties will be resolved before the end of the September meeting.

7.5 Nominations and General Election Following Adoption of Bylaws

7.5.1 Elections for president, vice president, and four at-large board positions will be held during the September, 2011 general meeting.

7.5.2 The secretary and treasurer who are in office at the time these by-laws are adopted will be offered the opportunity to retain their current positions through September, 2012. If they decline, elections for secretary and treasurer will also be held during the September, 2011 general meeting.

7.5.3 Nominations for the September, 2011 elections may be made by any registered member of the Association by contacting any of the current officers by mail, by email, by phone, or in person. The nominee must indicate willingness to serve, and must be a registered member of the association. Nominations received by August 1, 2011, will be treated in the same manner as early nominations made at the June quarterly meeting, as described in Sections 7.2.1 and 7.2.2. Such candidates will be allowed to publish campaign ads, and their names will appear on the printed ballots.

7.5.4 The printed ballots will instruct voters to choose four candidates for at-large positions. The two candidates receiving the most votes will fill the positions of Director-at-large #1 and Director-at-large #3, and will serve until September, 2013. The two candidates receiving the next highest vote totals will fill the positions of Director-at-large #2 and Director-at-large #4, and will serve until September, 2012.

7.6 Voting Rights

Each property address, where at least one person who owns the property or resides at the property has paid dues and joined the Association, will be entitled to two votes on each matter for which votes are to be taken by the general membership. The voting rights of the property owner take precedence over the voting rights of a tenant.

7.7 Proxies

Voting by proxy is expressly prohibited.

Article 8: Committees

8.1 Standing Committees

There shall be a Safety Committee selected from volunteers from the neighborhood. The chairman shall be chosen by the Board of Directors. The role of the Safety Committee will be to research and distribute information either by phone, email, internet, flyer, or newsletter regarding safety issues in the neighborhood and to make recommendations to the Association members.

8.2 Temporary, Special, or Ad Hoc Committees

Temporary committees may be formed as needed by a majority vote of the Board of Directors.

8.3 Eligibility to Serve

Any member of the Association is eligible to serve on a committee.

8.4 Removal of Committee Members

A committee member or committee chair may be removed when the Board of Directors determines that the best interests of the committee and the Association will be served by such a removal.

8.5 Authority

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; or representing the Association to any outside entity.

8.7 Governing Rules

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

8.8 Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the original appointments.

8.9 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 September and end on the last day of August of each year.

9.2 Reviews

Financial records and funds of the Association will be reviewed at least once a year by a committee of at least three voting members of the Association as appointed by the President prior to the September General Meeting. These reviewers may not presently be board members. At least one of the reviewers should be someone knowledgeable in general accounting procedures. The reviewers will report their findings at the September General Meeting and submit a written report to the Secretary.

9.3 Contracts

The Board of Directors must grant prior authorization 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

All checks issued in the name of the Association will be signed only by a board member of the Association and in such manner as from time to time is 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.

9.5 Deposits

All funds of the Association will be deposited upon receipt to the credit of the Association in such banks or savings and loans as selected by the Board of Directors.

9.6 Donations

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

Article 10: Books and Records

10.1 Recordkeeping

The Association's Treasurer will keep correct and complete financial records of the Association's accounts. The Secretary will keep minutes of the proceedings of its Members and Board of Directors. The Association will also keep a record providing the names and addresses of the Members entitled to vote.

10.2 Request for Inspection of Records

All books and records of the Association may be inspected at the request of any Association member or by any member's agent or attorney for any proper purpose. Every effort will be made to grant the request within two weeks of the request date. The board of directors may establish a fee, not to exceed \$50, for

such requests.

Article 11: Amendments of Bylaws

11.1 Amendments to Bylaws

A vote to amend the bylaws may only be taken at a quarterly general meeting of the Association, and only if proper notice of the meeting has been given. The secretary must certify that a quorum is present before any vote to amend the bylaws can be taken. If a quorum is present and the requirements for notification have been met, the bylaws may be amended by a majority vote of the members present.

11.2 Notification of Proposed Amendments

Proposed amendments must be sent to all Association members along with notification of intent to amend Bylaws at least 45 days in advance of the meeting where votes will be counted. Amendments are restricted to those that are proposed and listed in the advance notification.

11.3 Accessibility of Bylaws

A current copy of the Bylaws will be posted on CHNA's web site at all times and any proposed amendments will be posted at least ten days prior to the meeting at which ballots will be counted.

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.

Article 12: Standing Authority

12.1 Parliamentary Authority

The parliamentary authority for the organization will be current edition of Robert's Rules of Order Newly Revised. This authority will govern the Association, the Board of Directors, committees, and all sub-committees in all cases to which they apply and do not conflict with the specific provisions of these Bylaws or any standing rules that the Association may adopt.

Article 13: Liability of Board Members

13.1 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 in the written opinion of an attorney engaged by the Association.

13.2 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 Association duties. The Board of Directors may or may not contract for General Liability insurance.

Adopted as Bylaws of Cochran Heights Neighborhood Association on this 30th day of June, 2011, during an announced and scheduled General Meeting of the Members. These bylaws become effective at 12:01 a.m. on July 1, 2011.

Attachment A: Map of CHNA Boundaries as of March 2019

