

CEDARS NEIGHBORHOOD ASSOCIATION BYLAWS

Adopted 8:21 PM, October 24, 2019

1 **ARTICLE I. ARTICLE 1 NAME AND PURPOSE**

2 **SECTION 1. NAME OF ORGANIZATION**

- 3 1. The name of this organization is the Cedars Neighborhood Association, a nonprofit association,
4 hereafter referred to as the “Association”, organized under Texas and Federal Law.
5 2. The registered office of the Association is located at 1708 Gould Street, Dallas, TX 75215. In addition
6 to its registered office, the Association may use offices at places within the State of Texas as the
7 Board or Association may require.

8 **SECTION 2. PURPOSE AND OBJECTIVES**

9 The purpose of the Association, is to:

- 10 1. Improve the quality of life in the neighborhood in matters such as land use, traffic control, social
11 functions, environmental protection, public services, and other matters of Association concern.
12 2. Represent and advance the interest of residents, businesses and other stakeholders in the
13 neighborhood who are members of the Association, herein referred to collectively as Members.
14 3. Inform all Members of issues vital to the Association by appropriate communications and meetings.
15 4. Establish standing and ad-hoc Committees to investigate and make recommendations to Members
16 on all matters of Association concern.
17 5. The distribution of funds of the Association for beneficial purposes may be made to qualifying
18 nonprofit institutions, organizations, or entities as authorized by the members, in accordance with
19 Article V, Section 6 of these bylaws.

20 **ARTICLE II. STANDARD OF AUTHORITY**

21 **SECTION 1. GENERAL**

22 The Association shall abide by the following, regarding Association and Board business and activities

- 23 1. General and Board meetings shall abide by the rules contained in Robert’s Rules of Order.
24 2. All reporting, financial record keeping and filing of applicable tax forms shall be done as proscribed
25 by the Texas Business Rules of Conduct and Federal IRS regulations.

26 **ARTICLE III. DEFINITIONS**

27 **SECTION 1. ASSOCIATION BUSINESS**

28 Association Business is any action requiring a vote of the Members or the Board, and that vote being
29 conducted as appropriate, per these Bylaws and Robert’s Rules of Order. Such votes shall be recorded
30 in the minutes of the meeting in which it occurred, to ensure records all votes are maintained in
31 Association records.

32 **ARTICLE IV. BOUNDARIES**

33 **SECTION 1. GENERAL**

34 The Association’s geographical boundaries are as follows: South of I-30, north of Al Lipscomb Way., east
35 of Riverfront Blvd., and west of I-45. See Addendum B – Boundaries Map, for precise boundaries.

36 **ARTICLE V. GENERAL MEMBERSHIP, DUES, MEETINGS AND VOTING**

37 **SECTION 1. GENERAL MEMBERSHIP**

38 All Memberships of this Association shall be listed in the name of an individual, and must conform to the
39 requirements for either Resident or Non-Resident:

- 40 1. Resident Member – This is available to all individuals 18 years of age or older who maintain their
41 primary residence within Association boundaries.
- 42 2. Non-Resident Member – This is available to owners of property and/or businesses located within
43 Association boundaries. Individuals applying for membership on this basis shall have only one vote,
44 regardless of the number of businesses or properties they own within Association boundaries
- 45 2.1. All Non-Resident Memberships will be registered in the name of the individual owning a
46 majority share of the business or property.
- 47 2.2. Non-Resident Members may assign a designee, at the time of registration, who will vote on
48 behalf of that member, and provide that designation in writing to the Association.
- 49 2.2.1. Updates to the designee take effect upon receipt of notification.
- 50 2.3. Non-Resident Members who own multiple properties must designate on behalf of which single
51 property or business they wish to register their membership.
- 52 3. Qualification - Applicants are responsible for providing documents proving they qualify for
53 membership:
- 54 3.1. Resident – Government issued photo ID showing an address within the Association Boundaries.
55 In lieu of such, a current government issued photo ID, plus documents in the individual’s name
56 that show a qualifying address, to include utility bills lease or deed, paycheck, government
57 check or bank statement.
- 58 3.2. Non-resident – Government issued photo ID and the following documentation.
- 59 3.2.1. Property Owner – Current deed or DCAD record showing in the individual’s name or the
60 name of a corporation that owns the property, in which the individual has a majority
61 interest.
- 62 3.2.2. Business – Current Articles of Incorporation on record with the Texas Secretary of State,
63 and a Company Agreement or showing the individual has a majority interest.
- 64 3.3. Per Article VI, Section 4-2.3, the Vice-President shall verify each applicant for membership, and
65 provide record of verification to the Secretary.
- 66 4. Vesting – Membership in the Association and associated rights shall vested 30 days after payment of
67 annual dues and confirmation of the individual’s qualification for membership is complete.
68 Members may vote, hold office, and serve on committees. Members shall receive notices from the
69 Association and have access to Association agendas, minutes and financial records.

- 70 5. Communication – All Members acknowledge and opt-in to email as the official and primary means
71 of communication and will provide an email account for delivery of such. Members are responsible
72 for monitoring the account.
- 73 6. Membership Roll – A complete list of active member names shall be available to all members upon
74 request by email to the Board, or at a regular meeting.
- 75 6.1. Unless the member opts-in to providing more information, Resident Members will be listed by
76 their full name, Non-Resident Members will be listed by full name and business name.
- 77 6.2. Member information shall not be shared with outside parties, nor used by the Board or any
78 Member for anything other than official Association purposes.

79 SECTION 2. DUES

80 Dues shall be collected from all members, excluding those sixty-five or older, to fund Association-
81 sponsored expenses and activities.

- 82 1. Payment - Dues may be paid in person by check/money order payable to “Cedars Neighborhood
83 Association, or online through the Association web site. The Treasurer or their designee will accept
84 dues and provide receipts at monthly meetings.
- 85 2. Amount - Dues for all Members are \$25 and shall not be pro-rated.
- 86 3. Membership Year – The year shall run from February 1st to January 31st.

87 SECTION 3. GENERAL MEETINGS

88 General meetings of the Members shall be held according to the following:

- 89 1. Frequency – Regular meetings of the general membership of the Association shall be held on the
90 fourth Thursday of the month, except on those occasions when it conflicts with a national or
91 religious holiday. In those cases, the Board shall reschedule the meeting and provide notice in
92 accordance with this section.
- 93 1.1. The annual meeting for electing the Board shall be held in the month of February.
- 94 2. Agenda – The Board shall set the specific time, place, and agenda of each meeting.
- 95 2.1. At all general meetings Board Members will provide oral and written updates for their office or
96 committee.
- 97 2.2. To be included on the agenda, both Members and Non-Members should notify the Board five
98 (5) business days in advance of the subject and speaking time for their request. Such requests
99 may be sent to the Board by email (board@cnadallas.com) or via the Association website.
- 100 2.3. Non-Agenda Speakers - Fifteen (15) minutes shall be set aside at the end of the meeting for
101 Members to speak on non-agenda items. Each non-agenda speaker will have three (3) minutes
102 of speaking time. Additional time may be requested, if time allows.
- 103 3. Notice – The Secretary shall send notice and agenda for general meetings, to include location and
104 time, to all Members by email at least seven (7) calendar days prior to the meeting. Additional
105 notice may be given by website, social media and text.

106 SECTION 4. SPECIAL MEETINGS

- 107 1. Calling Special Meetings – Such meetings may be called by two methods

- 108 1.1. The Board may schedule a special meeting when determined necessary for discussion of issues
109 concerning the Association or neighborhood that require meeting before the next regularly
110 scheduled meeting.
- 111 1.2. Membership has submitted a written petition signed by 10% of the members to call a meeting
112 to address reasons specified in the petition no less than seven (7) calendar days prior to the
113 requested date.
- 114 2. Notice – The Secretary shall send notice and agenda of special meetings, to include location and
115 time, to all Members at least three (3) business days prior to the meeting, by email. Additional
116 notice may be given by website, social media and text.

117 SECTION 5. CONDUCT OF MEETINGS

- 118 1. Attendance – Association meetings are open to the public, and may be made available by live
119 streaming or by conference call, if conditions allow. However, once a motion to vote is called and
120 seconded, non-members shall be asked to leave the meeting until all eligible ballots have been cast.
121 Counting of the ballots shall comply with Section 6 of this Article.
- 122 2. Quorum – A quorum is required to transact business at any general or special Association meeting.
123 The minimum number of Members present at a meeting to constitute a quorum shall be twenty-six
124 percent (26%) of the total active membership, rounded to the nearest whole number.
- 125 2.1. Proxies compliant with Section 6 of this Article shall count towards quorum.
- 126 2.2. The Vice President or their designee shall confirm quorum before the meeting is official called
127 to order.
- 128 3. Conduct of Meetings - Any question concerning parliamentary procedure at meetings shall be
129 determined by the Secretary by reference to Robert’s Rules of Order.
- 130 4. Minutes – All items discussed on the floor of the meeting and the results of any votes shall be
131 recorded by the meeting Secretary in the official minutes, and those minutes will be posted to the
132 Association web site seven (7) calendar days after the meeting, with notice for review and response
133 sent to the Members. Members wishing to dispute the completeness and accuracy of the minutes
134 must submit their dispute to the Board no less than seven (7) calendar days prior to the next regular
135 meeting.
- 136 4.1. A motion to accept the previous meeting’s minutes shall be made as the first business item,
137 once the meeting is called to order.

138 SECTION 6. VOTING

139 Votes on Association business and the election of the Board shall be conducted only when a quorum is
140 present, and according to the following:

- 141 1. Notice - When a policy vote of the membership is to be taken, the Secretary shall send notice with
142 the complete text of the motion be voted on shall be presented to membership as required by the
143 type of meeting, per Section 3 and 4 of this Article.
- 144 2. Casting of Votes - Votes may be cast in person or by written proxy.
- 145 3. Right to Vote – All members in good standing may vote in accordance with the membership type.
- 146 4. Proxy Votes – A member may grant no more than two proxies per calendar year, and during a vote
147 or meeting the exercising member may exercise a proxy for only one granting member. Both the

- 148 granting and the exercising members, or their attorneys-in-fact, must be in good standing with the
149 Association. To be valid, each proxy shall:
- 150 4.1. Be signed and dated by the granting member;
 - 151 4.2. Name the member who has agreed to exercise the proxy;
 - 152 4.3. Identify the vote or meeting for which the proxy is granted;
 - 153 4.4. Be delivered to the Secretary or person presiding over the designated vote or meeting by
154 midnight (CST) prior to the vote or meeting. The proxy shall terminate after the designated vote
155 or meeting.
 - 156 4.5. Not purport to be revocable without notice. To revoke a proxy, the granting member must give
157 actual notice of revocation to the Secretary or person presiding over the designated meeting.
158 Unless revoked, any proxy designated for a vote or meeting which is adjourned, recessed, or
159 rescheduled shall be valid when such meeting reconvenes.
- 160 5. Majority – Unless otherwise specified in these bylaws, decisions of the general and special
161 Association meetings shall be determined by a 51% majority vote of those present.

162 **ARTICLE VI. THE BOARD**

163 **SECTION 1. GENERAL POWERS**

164 The affairs of the Association shall be managed by a Board consisting of the Officers and Chairs of
165 Standing Committees elected in compliance with Section 3 of this Article. The Board shall have control
166 of and be responsible for the management of the affairs and property of the Association to such
167 limitation as are imposed by law or these Bylaws, and those actions approved by a majority vote of the
168 Members. Only a majority of the Board may act as the Board, and no individual Board Member shall
169 have the power to act as such.

170 **SECTION 2. NUMBER, TERM, TENURE, REQUIREMENTS, AND QUALIFICATIONS**

171 All Board Members are required to comply with the following to maintain their position. Any Board
172 Member who is not compliant forfeits their position, as per Section 8 of this Article:

- 173
- 174 1. Number – The number of Board Members shall be fixed from time-to-time by the Board but shall
175 consist of no less than five (5) including the following: President, Vice-President, Secretary,
176 Treasurer and Communications Chair, and other permanent Chairs as defined in the bylaws. No
177 Board Member may hold more than one position on the Board.
- 178 2. Qualification – Board Members may not be related by immediate family (legal or common law
179 spouse, or parent-child) or be business partners.
- 180 3. Term – Board Member shall serve a two-year term, which shall start thirty (30) calendar days after
181 election and shall continue in office until their successors is duly elected and qualified.
 - 182 3.1. Outgoing Board Members shall continue in an advisory role for thirty (30) additional days after
183 new Board Members take office, to assist with transition. They have no attendance
184 requirements.
 - 185 3.2. To stagger the terms of Board Members, in the 2020 election the terms for Vice President and
186 Treasurer will be one year, with two-year terms for those positions to start in 2021. Those
187 elected in 2020, if elected again in 2021, will still be limited to two terms, for a total of three
188 (years).

- 189 4. Tenure – A Board Member may hold the same position for up to two consecutive two-year terms.
190 Upon completion of those terms, they are eligible to serve in other board positions for two
191 consecutive two-year terms. No Member may serve more than four consecutive terms in any
192 combination of Board positions. At the end of four consecutive terms, the Member must roll off the
193 Board for two years before running for another position.
- 194 5. Access to Accounts – At the start of their term, Board Members will have unfettered access to
195 accounts, credentials and lists required in the fulfillment of their duties to the Association. These
196 shall include, but are not limited to financial, email, memberships to professional associations,
197 verified or confirmed social media accounts, membership lists (to include emails, physical address,
198 and business or property for nonresidential members), accounts with State and Federal regulatory
199 bodies, and contact information for government officials and neighborhood stakeholders with
200 whom the Association does business.
- 201 5.1. Outgoing Board Members will surrender all information and control over accounts no later than
202 the start date for incoming Board Members.
- 203 6. Attendance – Board Members shall attend at least nine (9) monthly meetings of the Board, and nine
204 (9) general meetings per calendar year. Should a Board Member not meet these attendance
205 requirements, Members may vote to remove them. Means of attendance may include the
206 arrangement of a virtual presence via phone or Internet.

207 SECTION 3. NOMINATION AND ELECTION OF OFFICERS AND COMMITTEES

- 208 1. Nomination – Nominations for Board positions shall open in November and continue through the
209 annual January general member meeting. At that meeting, all recognized Nominees will be given
210 time to speak to the Members.
- 211 1.1. All candidates must be members of the Association, and have submitted a complete
212 questionnaire addressing residency, ownership of business, and ownership of property in the
213 Neighborhood.
- 214 1.2. Only candidates recognized in the January meeting shall be included on the ballot and given
215 time to speak at the January meeting.
- 216 1.3. Members may write-in candidates of their choice on the ballot for each Board position.
- 217 2. Notification of Candidates – The Secretary shall provide notice of candidates to Members in the
218 November, December and January monthly meetings and via Minutes posted to the Association
219 web site, and normal meeting notices. The last communication shall be no later than five (5)
220 business days after to the January meeting.
- 221 3. Access to Members – All recognized candidates shall be provided with a list of Member names and
222 be allowed time to speak at the January meeting.
- 223 4. Election – At the February election meeting, the election shall be conducted as follows:
- 224 4.1. Process – Upon determining quorum has been met, the meeting called to order by the
225 presiding officer, who will announce the start of ballot submission for all elected positions of
226 the board. No ballots may be taken prior to the announcement, and may only be taken by the
227 Nominating Committee.
- 228 4.2. Determination – The Nominating Committee will count and report the results of the votes for
229 each position. For each position, the candidate receiving fifty-one percent (51%) majority vote
230 of Members present at the February meeting, via written ballot, shall be the winner.
- 231 4.2.1. Runoff – In the event there are more than two candidates for a position, and no single
232 candidate receives fifty-one percent (51%) of the vote, a second election for that position

233 will be held during the meeting, consisting of the two candidates who received the most
234 votes in the prior round. The candidate receiving the most votes in the second round shall
235 be the winner.

236 **SECTION 4. OFFICERS AND DUTIES**

- 237 1. President – The President shall preside at all Board and Membership meetings, when present, and
238 shall execute the following duties:
- 239 1.1. Call all Board and Membership meetings to order and ensure meetings stay on task, in
240 accordance with the latest edition of Robert’s Rule of Order, and ensure decorum is
241 maintained.
- 242 1.2. Build and maintain a collaborative, high-performance, mission-driven culture.
- 243 1.3. Develop and enhance ongoing execution and evaluation of initiatives/programs as approved by
244 membership.
- 245 1.4. Provide guidance, leadership, and support to committee chairs as needed.
- 246 1.5. Identify and develop training and professional development opportunities for the board.
- 247 1.6. Champion the Association and advocate our mission to internal and external stakeholders.
- 248 1.7. Develop and maintain beneficial relationships with neighborhood stakeholders.
- 249 1.8. Along with the Vice President or Treasury, acts as a signatory for all checks drawn on the
250 account of the Association.
- 251 1.9. Works closely with the Vice President and Treasurer to:
- 252 1.9.1. Ensure the Association is compliant with state and federal guidelines as a nonprofit
253 Association and ensuring its financial stability.
- 254 1.9.2. Allocate funds as assigned in the approved budget.
- 255 1.9.3. Ensure legal compliance (including all required filings) and sound risk management
256 practices, per Internal Revenue Service, TX State Comptroller of Public Accounts, etc.
- 257 2. Vice-President – The Vice-President shall be vested with all the powers and shall perform all the
258 duties of the President during the absence of the latter. The Vice-President shall also execute the
259 following duties:
- 260 2.1. Assume and perform duties at the direction of the President or the board and provide timely
261 reporting on those duties.
- 262 2.2. Collaborate with the appropriate Board members to create public awareness initiatives and
263 ensures the Association is visible to the community and those interested in assisting the
264 Association.
- 265 2.3. Manage membership to include:
- 266 2.3.1. Shall greet and register member attendees at all meetings, to verify attendance and
267 quorum, or designate a person to do so in their absence.
- 268 2.3.2. Provide verification of attendee membership status.
- 269 2.3.3. Coordinate regular membership drives.
- 270 2.4. Along with the President or Treasury, act as a signatory for all checks drawn on the account of
271 the Association.
- 272 2.5. Work closely with the President and Treasurer to:
- 273 2.5.1. Ensure the Association is compliant with state and federal guidelines as a nonprofit
274 Association and ensuring its financial stability.
- 275 2.5.2. Allocate funds as assigned in the approved budget.

- 276 2.5.3.Ensure legal compliance (including all required filings) and sound risk management
277 practices, per Internal Revenue Service, TX State Comptroller of Public Accounts, etc.
- 278 2.6. Other duties as assigned.
- 279 3. Secretary – The Secretary or their representative shall attend all meetings of the association and all
280 Board meetings and will act as a clerk thereof. The Secretary shall execute the following duties:
- 281 3.1. Keep an accurate record of all topics discussed, motions made, and all votes at official meetings
282 of the Association, including regularly scheduled and special meetings of the Association and
283 the Board.
- 284 3.2. Maintain a central permanent repository of records which will also include official
285 correspondence, meeting minutes, budget records, past and current bylaws, election results,
286 and all required State and Federal filings. This repository shall be maintained both online, in a
287 secure service owned by the Association, and in print.
- 288 3.3. Manage all association business communications among Board members, to ensure a concise
289 record of those communications are archived in accordance with State and Federal laws.
- 290 3.4. Send official notice and agendas of upcoming meetings to all Members in accordance with
291 these Bylaws
- 292 3.5. Monitor compliance with these Bylaws and notifying the Board and Membership of potential
293 incidents of non-compliance.
- 294 3.6. Work with the Treasurer to ensure the Association meets all filing requirements for City,
295 County, State and Federal regulatory bodies.
- 296 3.7. If the Secretary is not present at an Association meeting or Board meeting, the presiding officer
297 shall designate a secretary for that meeting, and they shall deliver the minutes or records for
298 that meeting to Secretary for inclusion in the Association’s permanent records.
- 299 3.8. Other duties as assigned.
- 300 4. Treasurer – The Treasurer shall manage the financial affairs of the Association, ensuring its financial
301 stability. The Treasurer shall execute the following duties:
- 302 4.1. Coordinate and ensure financial oversight of the Association in accordance with General
303 Accepted Accounting Principles, “GAAP”, and ensure policies and procedures for financial
304 transactions are documented, reviewed annually, and updated as necessary.
- 305 4.2. With the assistance of the Board, develop and ensure adherence to an annual operating
306 budget, to include the collection and disbursement of Association funds.
- 307 4.3. Keep an accurate record of all receipts and expenditures.
- 308 4.4. Along with the President or Vice President, sign all checks drawn on the account of the
309 Association.
- 310 4.5. Manage the Association’s credit, debit, and online accounts such as PayPal, or other such
311 accounts that may be opened, and tie those accounts to the Association’s primary bank
312 account.
- 313 4.6. Present a full financial report of Association accounts and financial instruments to the Board
314 and Association Members every quarter, starting at the beginning of the fiscal year.
- 315 4.7. Present a report on the Association’s financial condition, revenue taken in and expenditures
316 made, at each regularly scheduled general member meeting.
- 317 4.8. Reconcile financial statements with a chart of accounts using financial software or
318 spreadsheets.
- 319 4.9. Work closely with the President and Vice President to:
- 320 4.9.1.Ensure the Association is compliant with state and federal guidelines as a nonprofit
321 organization.

- 322 4.9.2. Allocate funds for each committee.
- 323 4.9.3. Ensure legal compliance (including all required filings) and sound risk management
- 324 practices, per Internal Revenue Service, TX State Comptroller of Public Accounts, etc.

325 SECTION 5. STANDING COMMITTEES

- 326 1. Standing Committee Formation – The Board or Members may propose the creation of a Standing
- 327 Committee. The proposal shall include purpose, scope, and funding. Approval shall be done in
- 328 accordance with Article V, Section 6 – Voting. If approved, and there is more than six (6) months
- 329 remaining before the next election cycle, election of the Committee Chair shall be conducted in
- 330 accordance with Section 3 of this Article. If less than six (6) months remain, the Board may appoint
- 331 a Chair to serve the remainder of the term. Per Section 1 of this Article, Chairs of Standing
- 332 Committees shall have Board voting privilege. Committee Chairs may recruit volunteers to serve as
- 333 members of their committee. Committee Chairs will present reports and recommendations at the
- 334 general meetings of the Association.
- 335 2. Finance Committee – The Treasurer is the Ex-Officio chair of the Finance Committee. The Finance
- 336 Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the
- 337 annual budget with committee members and other board members. The Treasurer shall execute the
- 338 following duties:
- 339 2.1. Present Annual, Quarterly and Monthly reports to the Board and Members showing income,
- 340 expenditures, and current plans for both over the next three (3) months.
- 341 2.2. Ensure the financial records of the Association are made available to the Board and Association
- 342 Members.
- 343 2.3. Members of the committee must have a background in accounting, so they understand
- 344 bookkeeping principles and requirements.
- 345 3. Communications Committee – The Communications Committee is responsible for all Board
- 346 communications to Members and the public, apart from activities assigned to the Secretary in these
- 347 Bylaws. Communications Chair, shall execute the following duties:
- 348 3.1. Ensure external communications have been reviewed and approved by the Board.
- 349 3.2. Manage release of all communications to ensure a single voice of the Association.
- 350 3.3. Develop and lead the execution of marketing initiatives that create awareness of the
- 351 Association, its mission, and issues relevant to Association members.
- 352 3.4. Manage and coordinate website and Association social media accounts to ensure consistent
- 353 messaging and tone.
- 354 3.5. Solicit regular input from neighborhood stakeholders and representatives, for presentation at
- 355 general meetings.
- 356 3.6. Work with all Officers and Chairs on marketing campaigns to bring awareness to specific
- 357 fundraising efforts, volunteer opportunities, Association events, etc.
- 358 3.7. Evaluate effectiveness of marketing initiatives.
- 359 3.8. Facilitate the design, procurement and distribution of print materials, as needed.
- 360 3.9. Provide updates on the above items to the Board and Members at regular meetings.

361 SECTION 6. AD-HOC COMMITTEES

- 362 1. Ad-Hoc Committee Formation – The Board and Members may propose the creation of Ad-hoc
- 363 Committees. The proposal shall include purpose, scope, and funding. Approval of such committees

364 will be done in accordance with Article V, Section 6 – Voting. Committee Chairs may recruit
365 volunteers to serve as members of those committees. Committee Chairs will present reports and
366 recommendations at the general meetings of the Association.

- 367 1. Nominating Committee – The Nominating Committee shall:
- 368 1.1. Consist of at least three (3) members, elected by the Members at the November general
369 meeting, and shall select its chairperson. Current Board Members shall not participate on this
370 committee.
- 371 1.2. Receive applications for Officer and Chair positions
- 372 1.3. Prepare the slate of nominees for review at the January general meeting.
- 373 1.4. At the February election meeting, count, validate and present the results of the February
374 election to Association Members.
- 375 1.5. Disband after presentation of the results, assuming no challenge to the results has been put
376 forward, per Robert’s Rules of Order.
- 377 2. Mediation Committee – In the event an issue regarding the actions of the Association or the Board is
378 filed by one or more Members, the Board shall:
- 379 2.1. Provide notice of the issue to the Members and appoint a committee of no less than three (3)
380 non-interested Members no later than five (5) business days after the issue is reported.
381 Current Board Members or those with a financial interest in the issue shall not participate on
382 this committee.
- 383 2.2. The Board may seek a certified mediator to provide pro bono mediation services.
- 384 2.3. Committee members will have thirty (30) business days to investigate the grievance and
385 present its findings to the Members at the next regular meeting. At that time a motion will be
386 made either to proceed or dismiss with further action toward the person(s) involved,
- 387 3. Bylaws Committee – In accordance with Article XI, no less than once every two years, after
388 completion of the election, the Board shall:
- 389 3.1. Request a committee of at least five (5) Association Members to review and propose
390 amendments to the bylaws, to ensure the bylaws are compliant with current State and Federal
391 law. Current Board Members shall not participate on this committee.
- 392 3.2. The committee will provide a draft of all proposed amendments and set a date for initial vote
393 that is least thirty (30) days after the draft is provided to the Members.
- 394 3.3. If possible, the committee will hold seminars to review the draft and take feedback for
395 incorporation in the draft.

396 SECTION 7. FORFEITURE

397 Any Board Member who fails to fulfill the requirements as set forth in these Bylaws during a given fiscal
398 year may be removed, per Section 9 of this Article.

399 SECTION 8. RESIGNATION

400 Any Board Member may resign at any time by giving written or electronic notice to the Board. Such
401 resignation shall take effect no more than fifteen (15) calendar days from receipt of the notice.

402 SECTION 9. REMOVAL

403 Any Board Member may be removed with or without cause, at any time, by a majority vote of all
404 Members at any regular or special meeting of the Association. The Secretary shall send notice to the
405 Members by email detailing the reasons for removal at least ten (10) business days in advance of the
406 proposed vote. If the named Board Member is the Secretary, notice shall be sent by the
407 Communications Chair. If the Members vote to remove a Board Member, such action will take place
408 immediately.

409 SECTION 10. VACANCIES

410 When a vacancy occurs less than six (6) months before the next election, the remaining Board Members
411 may select the interim Board Member to serve the remainder of the unexpired term. If the vacancy
412 occurs more than six (6) months before the next election, a special election will be held to select an
413 interim Board Member. In this case, the Secretary shall send the names of nominees to all Members at
414 least five (5) business days prior to the meeting at which the vote will be held, that meeting to be no
415 more than thirty (30) days from when the vacancy occurred.

416 SECTION 11. COMPENSATION

417 Board Members shall not receive compensation for their hours of service on the Board. Compensation
418 for expenses such as travel, training fees and professional memberships shall be approved no later than
419 the regular Board meeting prior to the action for which that expense is incurred.

420 SECTION 12. BOARD MEETINGS

- 421 1. Regular Meetings – The purposes of the regular meetings are to review current Board business, hear
422 motions for proposed new business, and set the agenda for the next general meeting. These
423 meetings shall occur enough time in advance of the general meetings to ensure notice is sent to
424 Members in accordance with Article V, Section 3 of these Bylaws.
- 425 2. Special Meetings – Special meetings may be called by the President or a majority of the board to
426 address issues that are time sensitive and cannot wait until the next meeting of the Board
- 427 3. Notice – As Board meetings are open to all Members, the Secretary shall send notice and agenda for
428 Board meetings, to include location and time, to all Members by email at least seven (7) calendar
429 days prior regular meetings, and three (3) days prior to special meetings. Additional notice may be
430 given by website, social media and text
- 431 4. Procedure – Any question concerning parliamentary procedure at meetings shall be determined by
432 the Secretary by reference to Robert’s Rules of Order, Fourth Edition.
- 433 5. Quorum – A majority of Board Members must be present to constitute a quorum for the transaction
434 of Board business. Every act made by a majority of the Board present shall be regarded as the act of
435 the Board unless a greater number is required by law or these Bylaws. Any meeting where a
436 quorum is not present at the stated start time shall be adjourned by the Board Members present.
- 437 6. Board Action Without a Meeting – Any action required or permitted to be taken by the Board may
438 be taken without a meeting and with the same force and effect as a unanimous vote of the Board, if
439 all Board Members consent to such action.
440 6.1. Notice of this action must be report to all Members within

- 441 7. Conduct of Meetings – The President, or in their absence, the Vice-President, or in the absence of
- 442 both, any Board Member selected by the Board Members present, shall preside at meetings of the
- 443 Board. The Secretary, or in their absence, a person appointed by the presiding officers, shall act as
- 444 Secretary of that meeting. Any question concerning parliamentary procedure at meetings shall be
- 445 determined by the Secretary by reference to Robert’s Rules of Order.
- 446 8. Minutes – All business discussed at the meeting and the results of any votes shall be recorded in the
- 447 official minutes. Those minutes will be distributed to the entire Board no more than two (2) days
- 448 after the meeting. Board Members wishing to dispute the completeness and accuracy of the
- 449 minutes must submit their dispute to the Board no more than two (2) calendar days after the
- 450 minutes are posted. Absent any dispute, the minutes will be posted to the Association web site
- 451 seven (7) calendar days after the meeting.

452 **ARTICLE VII. ASSOCIATION BUDGET**

453 **SECTION 1. ANNUAL BUDGET**

- 454 1. Development of Annual Budget – The Board shall develop and maintain an annual operations
- 455 budget, to be approved by the Membership before the start of the fiscal year, in compliance with
- 456 Article IV, Section 4.
- 457 1.1. All Board expenditures must be within approved budgets, and shall not be conflated, or moved
- 458 from one committee budget to another
- 459 1.1.1.Expenditures - The annual budget shall not exceed 85% of the combination of annual
- 460 membership dues paid in the previous year and any grants awarded for the coming fiscal
- 461 year.
- 462 1.1.2.Escrow - 10% shall be reserved in escrow, for the purpose of building a fund for future
- 463 projects. The escrow account shall not exceed one year’s projected revenue, unless the
- 464 Association votes to do during a general or special meeting.
- 465 1.1.3.Overage - 5% shall be held as a buffer, for budget overages. Any funds remaining from this
- 466 buffer will be rolled into the following year’s projected revenue.
- 467 2. Changes – After the budget has been approved, changes may be made as follows:
- 468 2.1. Any requested for individual changes comprising 5%, or \$500, whichever is less, of the annual
- 469 budget must be approved by a vote of the Members, in compliance with Article V, Section 6.
- 470 2.2. Requested changes that are four and nine tenths percent (4.9%) or less of the annual budget
- 471 may be approved by the Board. The changes shall be presented to the members at the next
- 472 regular meeting. Combined changes shall not exceed 4.9% of the annual budget.
- 473 3. Making Donations and Gifts – Any request for funds to be spent on expenses that are not
- 474 Association operations expenses, such as donations or gifts, these must be approved by the
- 475 membership.

476 **SECTION 2. FISCAL YEAR**

477 The fiscal year of the Association shall be from January 1 – December 31.

478 **SECTION 3. FINANCIAL ACCOUNTS**

479 The Association shall maintain a single master account to which the President, Vice President and

480 Treasurer, and only those parties, shall have joint signing authority. Dues, grants, monetary gifts and

481 any fees received on behalf of the Association shall be deposited into this account. The monthly
482 statement for the account and all subaccounts shall be included in the financial reports provided to the
483 Board and Members.

484 **SECTION 4. GIFTS**

485 The Board may accept on behalf of the Association any contribution, gift, bequest, or device for the
486 general purposes or any special purpose of the Association. All such gifts become property of the
487 Association and shall not be remitted to any Member.

488 **SECTION 5. REPORTS & REVIEWS**

489 Year-To-Date Board and Committee budget reports showing income, expenditures, and pending income
490 shall be submitted to the Board and be presented at each regular meeting. The financial records of the
491 Association are public information and shall be made available to all Members and the public within five
492 (5) business days of request.

493 **ARTICLE VIII. CONFLICT OF INTEREST AND COMPENSATION**

494 **SECTION 1. POLICY PURPOSE**

495 The purpose of this policy is to protect the Association's tax-exempt status when contemplating entering
496 into a transaction or arrangement that may benefit the private interest of a Board Member or may
497 result in a possible excess benefit transaction. This policy is intended to supplement but not replace any
498 applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable
499 organizations.

500 **SECTION 2. DEFINITIONS**

- 501 1. Interested Person: Any Board Member, member of a committee with governing Board delegated
502 powers, or spouse who has a direct or indirect financial interest, as defined below, is an Interested
503 Person.
- 504 2. Financial Interest: A person has a Financial Interest if the individual has, directly or indirectly, any
505 actual or potential ownership, investment, or compensation arrangement with the Association, or
506 with any entity that conducts transactions with the Association:
- 507 2.1. An ownership or investment interest in any entity with which the Association has a transaction
508 or arrangement,
- 509 2.2. A compensation arrangement with the Association or with any entity or individual with which
510 the Association has a transaction or arrangement, or
- 511 2.3. A potential ownership or investment interest in, or compensation arrangement with, any entity
512 or individual with which the Association is negotiating a transaction or arrangement.
- 513 2.4. A financial interest is not necessarily a conflict of interest. A person who has a financial interest
514 shall have a conflict of interest only if the Board determines a conflict of interest exists, as
515 defined in Section 3 of this Article.
- 516 3. Compensation: Direct and indirect remuneration for services and goods, as well as gifts or favors
517 that are not insubstantial.
- 518 4. Excess Benefit Transaction: Transactions are deemed to be of excess benefit when:

- 519 4.1. A transaction in which an economic benefit is provided by an applicable tax-exempt
520 organization, directly or indirectly, to or for the use of an interested person, and the value of
521 the economic benefit provided by the organization exceeds the value of the consideration
522 received by the organization.
- 523 4.2. In addition, if a supporting organization makes a grant, loan, payment of compensation, or
524 similar payment to a substantial contributor of the organization, the arrangement is an excess
525 benefit transaction. The entire amount of the payment is taxable as an excess benefit.
- 526 4.3. An excess benefit can occur in an exchange of compensation and other compensatory benefits
527 in return for the services of a disqualified person, or in an exchange of property between a
528 disqualified person and the applicable tax-exempt organization.
- 529 5. Fair Market Value: In an excess benefit transaction, the general rule for the valuation of property is
530 fair market value; the price at which property, or the right to use property, would change hands
531 between a willing buyer and a willing seller, neither being under any compulsion to buy, sell, or
532 transfer property or the right to use property, and both having reasonable knowledge of all relevant
533 facts.

534 SECTION 3. DUTY TO DISCLOSE

535 When there is a possible conflict of interest, the interested person(s) must disclose the existence of the
536 financial interest. The interested person(s) shall be given the opportunity to disclose all material facts to
537 the Board and members of committees with governing Board delegated powers considering the
538 proposed transaction or arrangement. Board Members shall recuse themselves from any transaction in
539 which they have an interest. Board Members who do not recuse from a vote or the transaction, shall be
540 removed from the board in accordance with this section.

541 SECTION 4. PROCEDURES

- 542 1. Determining of a Conflict of Interest – If the Board has reason to believe an Interested Person has
543 failed to disclose an actual or potential conflict of interest, it will inform the member(s) involved,
544 and allow them to explain the alleged failure to disclose. The Board shall also review each Board
545 member(s) questionnaire and any other disclosures of Financial interest. The Interested Person(s)
546 shall leave the Board meeting while the remaining disinterested Board Members discuss and vote on
547 whether a Conflict of Interest exists.
- 548 2. Addressing a Conflict of Interest – Exercising due diligence, the Board shall determine whether the
549 Association can obtain, with reasonable effort, a more advantageous transaction or arrangement
550 from a person or entity that would not produce a conflict of interest. The Interested Person shall
551 not be present in the room during the determination.
- 552 2.1. If an alternative transaction or arrangement is not possible, the Board shall determine by a
553 majority vote of disinterested Board Members whether the transaction or arrangement is in
554 the best interest of the Association, for its benefit, and fair and reasonable. Based on these
555 determinations, the board shall make its decision on whether to enter into the transaction or
556 arrangement.
- 557 2.2. The President shall, if appropriate, appoint a disinterested person or committee to investigate
558 alternatives to the proposed transaction or arrangement.
- 559 3. Disciplinary Action – If the Board has reason to believe a Conflict of Interest exists after the alleged
560 conflict is explained, they will immediately remove the Interested Person from the Board or

561 Committee, and take other action as deemed necessary. If the Board determines no conflict
562 occurred, no further action will be taken.

563 SECTION 5. RECORDS OF PROCEEDINGS

- 564 1. The minutes of the governing Board and all committees with Board delegated powers shall contain:
565 The names of the persons who disclosed or otherwise were found to have a financial interest in
566 connection with an actual or possible conflict of interest, the nature of the financial interest, any
567 action taken to determine whether a conflict of interest was present, and the governing Board's or
568 committee's decision as to whether a conflict of interest in fact existed.
- 569 2. The names of the persons who were present for discussions and votes relating to the transaction or
570 arrangement, the content of the discussion, including any alternatives to the proposed transaction
571 or arrangement, and a record of any votes taken in connection with the proceedings.

572 SECTION 6. COMPENSATION

- 573 1. A voting member of the Board who receives compensation, directly or indirectly, from the
574 Association for services is precluded from voting on matters pertaining to that member's
575 compensation.
- 576 2. A voting member of any committee whose jurisdiction includes compensation matters and who
577 receives compensation, directly or indirectly, from the Association for services is precluded from
578 voting on matters pertaining to that member's compensation.
- 579 3. No voting member of the Board or any committee whose jurisdiction includes compensation
580 matters and who receives compensation, directly or indirectly, from the Association, either
581 individually or collectively, is prohibited from providing information to any committee regarding
582 compensation.

583 SECTION 7. ANNUAL STATEMENTS

- 584 1. Each Board Member, principal officer and member of a committee with governing Board delegated
585 powers shall complete a Board Member Questionnaire which affirms such person:
- 586 1.1. Has received a copy of the conflicts of interest policy,
587 1.2. Has read and understands the policy,
588 1.3. Has agreed to comply with the policy, and
589 1.4. Understands the Association is charitable and in order to maintain its federal tax exemption it
590 must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

591 SECTION 8. ANNUAL REVIEWS

- 592 1. To ensure the Association operates in a manner consistent with charitable purposes and does not
593 engage in activities that could jeopardize its tax-exempt status, annual reviews shall be conducted
594 after each election. The reviews, lead by the Secretary, shall, at a minimum, include the following
595 subjects:
- 596 1.1. Whether compensation arrangements are reasonable, based on competent survey information,
597 and the result of arm's length bargaining.
- 598 1.2. Whether partnerships, joint ventures, and arrangements with other organizations conform to
599 the Association's written policies, are properly recorded, reflect reasonable investment or

600 payments for goods and services, further charitable purposes and do not result in inurement,
601 impermissible private benefit or in an excess benefit transaction.

602 **SECTION 9. USE OF OUTSIDE EXPERTS**

603 When conducting the annual reviews as provided for Section 8 of this Article, the Association may use
604 outside advisors. If outside experts are used, their use shall not relieve the governing Board of its
605 responsibility for ensuring periodic reviews are conducted.

606 **ARTICLE IX. INDEMNIFICATION**

607 **SECTION 1. GENERAL**

608 To the full extent authorized under the laws of the State of Texas, the Association shall indemnify any
609 current or former Board Member, employee, agent of the Association, or any person who may have
610 served at the Association's request as an officer of another organization (each of the foregoing
611 members, Board Members, employees, agents, and persons is referred to in this Article individually as
612 an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection
613 with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason
614 of being or having been such Board Member, member, employee, or agent, except in relation to matters
615 as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for
616 negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be
617 deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw,
618 agreement, resolution of the Board, or otherwise.

619 **SECTION 2. EXPENSES**

620 Expenses, including reasonable attorneys' fees, incurred in defending a civil or criminal action, suit, or
621 proceeding may be paid by the Association in advance of the final disposition of such action, suit, or
622 proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the
623 indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not
624 entitled to be indemnified hereunder.

625 **SECTION 3. INSURANCE**

626 The Association may purchase and maintain insurance on behalf of any indemnitee against any liability
627 asserted against such person and incurred by such person in any such capacity or arising out of such
628 person's status as such, whether or not the Association would have the power or obligation to
629 indemnify such person against such liability under this Article.

630 **ARTICLE X. PROHIBITIONS**

631 **SECTION 1. GENERAL REPRESENTATION**

632 1. No Board Member, Member or representative of this Association shall

- 633 1.1. Act as spokesperson or represent the Association without the permission of a majority of the
634 Board or Members a duly called general or special Member meeting. Any representation made
635 must:
- 636 1.1.1. Be proposed as a motion presented to the membership at a regular or special meeting,
637 including a statement as to the subject of the statement, date it will be release, and
638 receiving parties. The motion will be voted on in accordance with Article V, Section 6.
- 639 1.1.2. A copy of the communication must be provided to the Members and will be kept in the
640 Association records.
- 641 1.2. Share membership information with any third party without express approval of that member.
642 Additionally, to ensure each member's information is protected, it may not be used by the
643 Board or Members for any purpose not expressly stated in these Bylaws.
- 644 1.3. Take any action or carry on any activity by or on behalf of the Association not expressly
645 permitted in these Bylaws.

646 **SECTION 2. CONFIDENTIALITY & NON-DISCLOSURE**

647 All matters of the Association are open to the Board and Members of the association, and all Board and
648 Members are prohibited from signing a non-disclosure with a third party in regard to issues affecting the
649 Association, with the exception of the City of Dallas, or the State of Texas. In the case of the latter, if
650 signing the non-disclosure prevents a member of the Board from completing their duties, they are
651 required to resign from the Board.

652 **SECTION 3. REMOVAL**

653 If the Board determines any Member has acted in a way not compliant with this section, that person
654 shall be notified and removed immediately. They are not eligible for return of any dues paid and shall
655 not be eligible for Association membership for a period of two (2) years.

656 **ARTICLE XI. AMENDMENT OF BYLAWS**

657 **SECTION 1. GENERAL**

- 658 1. The Board shall commission a full review of the bylaws by the Bylaws Committee on an annual basis.
659 2. Members may make motions to amend individual sections of the Bylaws at any general or special
660 Member meeting. The motion shall contain the current text, revised text, and the purpose or intent
661 of the revision.

662 **SECTION 2. REVIEW OF PROPOSED CHANGES**

663 The person(s) submitting amendments will present the proposed text and address the Members during
664 a regular meeting.

665 **SECTION 3. VOTE**

666 During a regular or special meeting, Members may move to vote on the proposed amendment or
667 request changes to the proposed amendment. Revised amendments shall be reviewed at the next
668 meeting, and a final vote made at that time. Changes must be approved by two-thirds (2/3) vote of the
669 quorum present at the meeting.

670 **SECTION 4. ADOPTION OF CHANGES**

671 Approved changes are effective immediately.

672 **ARTICLE XII. DISSOLUTION**

673 **SECTION 1. GENERAL**

674 Upon the dissolution of the Cedars Neighborhood Association, no Members shall have any right to nor
675 receive any assets of the Association. The assets of the Association are permanently dedicated to tax-
676 exempt purposes.

677 In the event of dissolution, the Association's assets, after payment of debts, will be distributed to an
678 organization which itself is tax-exempt under the provision of Section 501(c) of the Internal Revenue
679 Code. The remaining members present shall vote on the receiving organization, to be approve by a two-
680 thirds (2/3) majority of those present.

681

682 **ADOPTION OF BYLAWS**

683 We, the undersigned do consent to and hereby adopt the foregoing Bylaws, consisting of the seventeen
684 (17) preceding pages, as the Bylaws of this Association.

685 ADOPTED AND APPROVED by the Association Board on this 24 day of October, 2019

_____ President	_____ Date	_____ Vice President	_____ Date
_____ Treasurer	_____ Date	_____ Communications Chair	_____ Date
_____ Secretary	_____ Date		

686