

BYLAWS OF WHISPERING HILLS NEIGHBORHOOD ASSOCIATION, INC. A TEXAS NON-PROFIT CORPORATION (ASSOCIATION)

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ARTICLE I: NAME AND PURPOSE

SECTION 1.01: NAME. The name of this organization shall be Whispering Hills Neighborhood Association, Inc., hereafter referred to as the Whispering Hills Neighborhood Association or the Association. It shall be a nonprofit organization incorporated under the laws of the State of Texas. The principal office of the Whispering Hills Neighborhood Association, Inc. shall be located in the City of Dallas, County of Dallas, and State of Texas.

SECTION 1.02: PURPOSES OF THE ASSOCIATION. The purposes of the Association are to assure the beauty, safety, and stability of the neighborhood and surrounding community, to promote neighborliness and pride among the residents, to form a focal point for social programs and activities in the neighborhood, and to form a base for representation in matters affecting the Whispering Hills Community.

SECTION 1.03: REGISTERED OFFICE AND REGISTERED AGENT. The Association shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be; identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II: MEMBERSHIP

SECTION 2.01: ELIGIBILITY FOR MEMBERSHIP. Any current resident of, or owner of property in, the Whispering Hills Neighborhood Addition, bounded by Buckingham Road to the North, Dallas City Limits to the East, Kansas City Southern Railroad to the West, and Walnut Street to the South, in Dallas, Texas is eligible for Membership in the Whispering Hills Neighborhood Association upon payment of the membership dues (see Article 2: Section 2.02). No residence is entitled or permitted more than one membership in this Association. Eligibility is to be without regard to race, creed, age, color, national origin, ethnicity, gender, disability, military status, sexual orientation, or political views. The membership period is to run from the first day of January through the last day of December each calendar year.

SECTION 2.02: ANNUAL DUES: The annual dues payable to WHNA for each membership shall be determined by the general membership. Full payment of the annual dues will entitle the Resident or Property Owner to full membership privileges for the current fiscal year.

Section 2.03: Payment of Dues. Dues shall be payable in advance on or before the first business day of January in each fiscal year. Dues paid during the year apply to the current year but are not prorated or retroactive. Dues paid after October 1st of the current year will be applied to a membership for the upcoming year.

SECTION 2.04: VOTING RIGHTS. (See Article 5: Section 5.01)

SECTION 2.05: RIGHTS OF MEMBERS. Each member of the Association is eligible to serve as an officer or on any committee of the Association, to vote on matters as provided by these Bylaws, and to attend (with any members of his or her household) any business or social functions of the Association.

SECTION 2.06: RESTRICTIONS ON MEMBERS. No member of the Association may use or permit the use of the name of the Association or any information obtained through membership in the Association for commercial, political or any other purpose inconsistent with these Bylaws or the Association's Articles of Incorporation.

SECTION 2.07: TRANSFER OF MEMBERSHIP. Membership in the Association is neither transferable nor assignable.

SECTION 2.08: DEFAULT AND TERMINATION OF MEMBERSHIP. When any member shall be in default in the payment of dues for a period of thirty (30) days from the beginning of the fiscal year or period for which such dues become payable, his or her membership and the rights associated therewith shall automatically be terminated until dues have been paid in full per Section 2.03.

SECTION 2.09: ASSOCIATE MEMBERSHIP. Any person with neighborhood affiliation may acquire an Associate Membership in the Association, upon full payment of the Association dues, by a majority vote of the Membership at a regularly scheduled meeting. Associate Membership entitles the person to a digital copy of each newsletter and free participation in neighborhood events for the calendar year of their payment to end on the last day of December. Associate Membership does not, however, include voting rights or membership directory.

ARTICLE III. BOARD OF DIRECTORS.

SECTION 3.01: BOARD OF DIRECTORS. The Association shall have the following Board of Director Officers:

- 1) President
- 2) Vice President
- 3) Treasurer
- 4) Secretary
- 5) Member-at-Large
- 6) Immediate Past President

SECTION 3.02: ELECTION OF OFFICERS PROCEDURE. Each year during the month of August, a temporary nominating committee shall be appointed by the Board of Directors for the purpose of selecting nominees for each office and the additional directorship for the next fiscal year. Notice of the names of the nominees so selected shall be given to the members at least fourteen (14) days prior to the date of the annual meeting in the manner prescribed by the Board of Directors. The election of officers shall be held in September at the annual meeting of the general membership. Additional candidates may be nominated by any member of the Association from the floor at the annual meeting (see Article 5: Section 5.01 for voting procedure).

SECTION 3.03: TERM OF OFFICE. The Officers shall serve a one-year term, with no limitations on future terms. Officer must be a member in good standing to serve. Officers shall also serve until a successor has been elected.

SECTION 3.04: DUTIES. The duties of the Officers are as follows:

- 1) The **President** shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. The President shall call and preside at meetings of the Board of Directors and the general membership and shall perform such other duties as may be prescribed by the Board of Directors. The President shall be a regular member of the Board of Directors and an ex officio member of all Permanent and Temporary Committees and shall have authority to represent the Association in its relations with other persons and organizations.
- 2) The **Vice President** shall be a regular member of the Board of Directors, shall perform the duties of the President whenever the President is absent, unable, or unwilling to act, and shall perform such other duties as the President or the Board of Directors may prescribe.
- 3) The **Treasurer** shall be a regular member of the Board of Directors, shall collect dues, have custody of the Association Funds, pay bills within approved budgets, keep an accurate record of all receipts and expenditures, prepare a year-to-date financial report to be given at the annual meeting of the general membership, and shall keep a record of the Association's membership. Treasurer shall also perform such other duties as the President or the Board of Directors may prescribe.

- 4) The **Secretary** shall be a regular member of the Board of Directors, shall keep minutes of all meetings of the Board of Directors and the general membership. The Secretary shall perform such other duties as the President or the Board of Directors may prescribe.
- 5) The **Member-at-Large** shall be a regular member of the Board of Directors, and shall represent the membership at large as well as serve in any capacity dictated by the board or the membership as a whole.
- 6) The **Immediate Past President** serves in the capacity of consultant to ensure continuity of the board.
- 7) The duties of the officers shall not be limited as enumerated above, but they may discharge in addition such duties as are assigned by the Association Membership.
- 8) Unless so authorized, no officer shall have any power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render it liable pecuniary for any purpose.

SECTION 3.05: VACANCIES AND REMOVAL FROM OFFICE. Any Officer may be removed by a majority vote of the members entitled to vote (excluding the Officer to be removed) where notification has been sent that a vote would be held. Any Director who misses more than three (3) consecutive meetings of the Board shall be subject to removal from the Board by a majority vote of the remaining Directors. Upon the death, removal, resignation, or incapacity of an Officer of the Association, a majority of members entitled to vote at the meeting shall elect a successor. (See Article 5: Section 5.01 for procedure to elect a successor.)

SECTION 3.06: INDEMNIFICATION. Each officer and Director of the Association, in consideration of their services as such, shall be indemnified by the Association to the extent permitted by law against expenses and liabilities reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, to which he or she may be a party by reason of being or having been a Director or an officer of the Association. The forgoing right of indemnification shall not be exclusive of any other rights to which the Director or officer or other person may be entitled by law or agreement or vote of the membership or otherwise.

SECTION 3.07: MANAGEMENT. The Association shall be managed by the Officers so elected, with powers consistent with the Articles of Incorporation and these Bylaws of the Association.

SECTION 3.08: SEAL. The Board of Directors shall provide a corporate seal, which shall be-in-the form of a circle and shall have inscribed thereon the name of the Association.

SECTION 3.09: COMPENSATION. Directors as such shall not receive any salary for their services.

SECTION 3.10: ASSOCIATION REPRESENTATIVES. No person or committee shall be authorized to speak on behalf of, or use the name of, the Association except as duly authorized by the Board of Directors.

SECTION 3.11: WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

ARTICLE IV. MEETINGS OF MEMBERS.

SECTION 4.01: PLACE OF MEETINGS. Meetings of the Members shall be held at a location designated by the President or a majority of the Members may select.

SECTION 4.02: REGULAR MEETINGS. Regular meetings of the Association shall be held monthly, except for the month of December, unless otherwise dictated by the Board of Directors. Meetings shall be open to all residents of Whispering Hills; however, only those members in good standing will be permitted voting rights.

SECTION 4.03: ANNUAL MEETING. The members of the Association shall meet annually during the month of September, at a time and place selected by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If an annual meeting has not been called and held within six months after the time designated for it, any Member may call the annual meeting.

SECTION 4.04: SPECIAL MEETINGS. Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the President, or by the Board of Directors, or by members representing not less than ten percent (10%) of all the votes entitled to be cast at the meeting.

SECTION 4.05: NOTICE OF MEETINGS. Notice of any meeting of members, along with an agenda (if available), shall be made to each residence entitled to vote at such meeting. This notice shall be made in such manner as the Board of Directors may prescribe.

- 1) Regular meeting, notice shall be given at least two (2) days prior to the meeting.
- 2) Special meeting, notice shall be given at least two (2) days prior to the meeting.
- 3) Annual meeting, notice shall be given at least ten (10) days prior to the meeting.

SECTION 4.06: QUORUM. The Members entitled to vote present at any properly announced meeting shall constitute a quorum at such meeting.

SECTION 4.07: ACTION WITHOUT A MEETING. Any action taken without a meeting may be authorized by a digital vote of members entitled to vote where a majority of responses constitutes acceptance.

ARTICLE V. VOTING.

SECTION 5.01: VOTING. The full payment of the annual dues will entitle each residence (with voting member over the age of eighteen) to one vote, per member residence, in all Association elections. All issues shall be decided by a majority vote, entitled to be cast, (except for amendment or acceptance of Bylaws as described in Article 9 and Article 10) of members, in good standing, present at the meetings. In the event of a tie, a vote of the Board of Directors will be the decision. Voting method shall be by written ballot, voice vote, or other method as prescribed by the chairperson of the meeting before each vote, unless otherwise provided by these Bylaws.

SECTION 5.02: ENTITLED TO VOTE. Each paid-up membership shall be entitled to one (1) vote on each matter submitted to a vote of the membership. A member household with two or more adults over the age of 18 will be entitled to one (1) vote jointly per the household.

SECTION 5.03: PROXY VOTING. Proxy votes must be filed with the board 24 hours in advance of the meeting where the vote is to be held. If members of the board are involved in the vote to be taken, an impartial party, with no ties to the vote, must be designated to collect and tally proxy votes.

ARTICLE VI. COMMITTEES.

SECTION 6.01: AUTHORIZATION TO ESTABLISH COMMITTEES. The Association may establish committees as deemed necessary to pursue its stated objectives. Members of Committees shall be appointed by the President.

SECTION 6.02: STANDING COMMITTEES. The Association may have any or all of the following Standing Committees at the discretion of the Board of Directors.

- 1) **Civic Interest Committee.** The Civic Interest Committee shall monitor and support or oppose zoning changes and other civic and community issues pending or being considered by Federal, State, or local governmental authorities or other organizations.
- 2) **Communication Committee.** The Communication Committee shall prepare a periodic Association newsletter for members of the Association, maintain the association Website, and be tasked with other forms of ongoing communication with association members as directed by the board.
- 3) **Grounds and Improvements Committee.** The Grounds and Improvements Committee shall strive to find and apply methods for improvements and beautification of the neighborhood in general.
- 4) **Membership Committee.** The Membership Committee shall be comprised of neighbor contacts, whose duties are to welcome new residents to the neighborhood, encourage them to join the Association, compile an annual directory of neighborhood residents, assist the Board of Directors in providing notices of meetings of the Association, distribute the Association newsletter and other information to the members of the Association, and other duties deemed necessary by the Board of Directors.
- 5) **Neighbors Helping Neighbors Committee.** The Neighbors Helping Neighbors Committee duties include sending cards or flowers to residents that are experiencing crisis or illness. Identifying those in need within the neighborhood. Also assists Membership Committee with welcoming new residents.
- 6) **Social Committee.** The Social Committee shall plan and coordinate special programs and social activities for members of the Association.
- 7) **Volunteer In Patrol Committee.** The Volunteer In Patrol Committee shall patrol the association area with personal vehicles and monitor security, safety, and traffic within and around the neighborhood and report any legal violations to the Dallas Police Department. The committee shall also maintain crime records for publishing in the newsletter.

SECTION 6.03: TEMPORARY COMMITTEES. The Board of Directors may from time to time appoint such Temporary Committees as it deems necessary or convenient to perform specific activities.

SECTION 6.04: MEMBERSHIP OF COMMITTEES. Within fifteen (15) days after the beginning of the fiscal year or the designation of a Temporary Committee, as the case may be, the newly elected Board of Directors shall select from the general membership a chairperson and at least two (2) additional members to serve on each committee to be utilized. The President shall be an ex officio member of each Permanent and Temporary Committee.

SECTION 6.05: MEETINGS OF COMMITTEES. Committees shall meet as often as necessary to effectively carry out their duties. Such meetings shall be called and chaired by the chairperson of the committee or his or her designated replacement.

SECTION 6.06: COMMITTEE RULES. Each committee may adopt rules, for its own government, not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

SECTION 6.07: REPORTS BY COMMITTEES. The chairperson of each committee shall regularly attend or provide reports regarding activities of that committee to Board of Directors meetings.

ARTICLE VII. FINANCES AND RECORDS.

SECTION 7.01: EXPENDITURES. Expenditures of funds requested for unbudgeted expenses (i.e. events or projects) amounting to over Five Hundred Dollars (\$500) per expense must be approved by a majority vote of the Membership entitled to vote present at any properly-announced meeting of the Membership.

SECTION 7.02: FINANCIAL REPORTS. Monthly, Quarterly, and Annual Financial Reports shall be prepared by the Treasurer and presented to the Members at properly announced meetings of the Membership.

Section 7.03: Books and Records. The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office, a record giving the names and addresses of the members entitled to vote. Any member or his agent or attorney may inspect all books and records of the Association for any proper purpose at any reasonable time. An audit of the books of the Association shall be prepared annually for presentation to the general membership. The Board of Directors shall designate an auditor other than a member of the Board of Directors. There shall be no compensation for the audit.

SECTION 7.04: FISCAL YEAR. The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS.

SECTION 8.01: CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver an instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

SECTION 8.02: CHECKS AND DRAFTS. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as such shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be co-signed by at least two of the Treasurer, President, President Elect of the Association, or designee.

SECTION 8.03: DEPOSITS. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 8.04: CERTAIN TRANSACTIONS. The following types of transactions shall not be entered into without a vote by the general membership approving the same as provided herein:

- 1) Participation in administrative or legal proceedings, except as may be necessary to enforce rules and regulations adopted by the Association.
- 2) Contracts or transactions that may commit the Association to an amount, either alone, or in combination with other commitments, in excess of the total approved budget of the Association.

SECTION 8.05: GIFTS. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

ARTICLE IX. AMENDMENTS.

SECTION 9.01: PROCEDURE. These Bylaws may be amended by a two-thirds majority vote of those present at any regular meeting of the Members of the Association, provided seven days notice of the proposed amendment and of the meeting is given.

ARTICLE X. ACCEPTANCE OF BYLAWS.

SECTION 10.01: VOTING. Acceptance of these Bylaws shall be by a two-thirds majority vote of voting members present at any regular meeting of the Members of the Association, provided copies of the Bylaws and notice of the meetings are given to all Members at least seven days prior to the meeting.

Adopted: August 13, 2018