

# Bylaws for

## Casa Linda Estates Neighborhood Association (CLENA)

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## **Article 1: Name, Location, and Purposes**

### **1.1 Name**

The name of this organization is Casa Linda Estates Neighborhood Association (CLENA), hereinafter referred to as the Association. It is a non-profit organization incorporated under the laws of the State of Texas.

- 1.1.1 Casa Linda Estates 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 neighborhood of the Association is defined as the properties within the area as shown on the plats for Casa Linda Estates as recorded in the deed records of Dallas County as of January, 1984.

### **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:

- 1.4.1 Preserve and beautify public property of Casa Linda Estates in cooperation with local government
- 1.4.2 Improve public facilities and streets in Casa Linda Estates
- 1.4.3 Promote public safety and crime prevention
- 1.4.4 Publish a newsletter and maintain a web site
- 1.4.5 Sponsor public meetings for residents of Casa Linda Estates
- 1.4.6 Sponsor holiday and/or special programs for residents of Casa Linda Estates
- 1.4.7 Review public matters that affect Casa Linda Estates and present information to residents
- 1.4.8: 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 taxexempt organizations, designed to enhance the common good and general welfare of Casa Linda Estates.

## **1.5 Non-Profit 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 open to all residents and/or property owners over the age of 18 who reside within or own property within the boundaries noted in section 1.3 who choose to join by paying dues as noted in section 2.5.

### **2.2 Honorary Membership**

Honorary membership is open to any person or business that is nominated by an Association member and approved by the Board of Directors. Honorary members do not vote or pay dues, but are welcome to attend and speak at all open meetings. Honorary members are also welcome at Association events.

### **2.3 Member 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.

### **2.4 Membership Year**

The membership year will be from September 1 to August 31. Members joining during the first six months of the membership year will pay the full dues. Members joining during the last six months of the membership year will pay one-half of the full dues.

### **2.5 Annual Dues**

- 2.5.1 Annual dues are paid by property address and cover every eligible property owner and/or resident who resides at that address.
- 2.5.2 Dues shall be \$20.00 a year per property address. For property addresses where one resident is over the age of 60, dues shall be \$10.00 per property address per year.
- 2.5.3 Any increase in the amount of dues shall be proposed by the Board of Directors and ratified by the general membership.

2.5.4 The Board of Directors may elect to waive dues for a member for reason of hardship.

2.5.5 Membership terminates upon the written notice of resignation of any member, or if a member no longer owns property or lives in Casa Linda Estates. Membership will not automatically pass upon the sale or lease of the property.

## **2.6 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 two semi-annual meetings and special meetings as needed.

#### **3.1.1 Semi-Annual Meetings:**

The first semi-annual meeting will be held on the second Tuesday in September of each year for the purpose of electing half of the Board of Directors and for the transaction of other business as may come before the meeting. If the election of the Board of Directors is not held on the day designated, then current Association board members will schedule the election to be held at a Special Meeting of the Members as soon as possible thereafter. The second semi-annual meeting will be held in April for the purpose of updating members on the Association's status, providing feedback from members, and for the transaction of any business that may come before the meeting.

#### **3.1.2 Special Meetings**

Special Meetings of the members may be called by the President, any two board members, or not less than one-tenth of the members who are eligible to vote.

### **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 Casa Linda Estates. Notice of meetings is to be provided 10 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 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 according to the current records of the Association, will constitute a quorum at any General Meeting of Members. For example, if the Association received dues from 300 property addresses and each property address is entitled to two votes, then votes required for quorum equal 60 (300 x 2 x 10%).

### **3.4 Board Member Reports**

Reports will be given at every General Meeting by each Board member and Committee Chair. If a report is unavailable or is unnecessary, the Board Member or Chair will say so. Board Members and Committee Chairs will submit one copy of their report in writing to the Secretary to be appended to the meeting minutes.

## **Article 4: Board of Directors**

### **4.1 Positions**

The board of directors will consist of twelve (12) members: President, Executive Vice President, Secretary, Treasurer, and eight Vice President positions:

1. VP - Neighborhood Safety/Emergency Preparedness
2. VP - Membership
3. VP - Beautification/Environment
4. VP - Education/Programs
5. VP - Communications
6. VP - External Affairs
7. VP - Social Activities
8. VP - Block Captains

### **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 board members. A simple majority is defined as seven out of twelve members.

### **4.4 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 Casa Linda Estates. A Board Member elected to fill a vacancy will serve the unexpired term of their predecessor in office. The Executive Vice President will fill the office of President if it should become vacant. The Board will then fill the office of Executive Vice President.

## **4.5 Removal of Board Members**

Board members who absent themselves from three consecutive meetings will be deemed to have resigned and their place will be filled under the provision of this paragraph. Board members may also be removed for willful misconduct, acting in violation of these bylaws, or misappropriation of funds by a two-thirds vote of all serving board members.

## **4.6 Length of Service**

No board member may serve for more than two full consecutive terms (four years) in the same position.

## **4.7 Liaison Responsibility**

All board members will serve in a liaison capacity between the Board of Directors and relevant committees of the Association. Further, Vice Presidents will create committees to help with their duties as required to meet the needs of the neighborhood.

## **4.8 Representation of the Association**

- 4.8.1 As membership in the Association is voluntary, the Association is only able to represent its members and does not represent the entire Casa Linda Estates neighborhood.
- 4.8.2 Any board member or other representative of the Association must seek authorization from the Board of Directors to represent the Association members.
- 4.8.3 The Association representative will provide a report to Association members at the next board meeting. This report will be posted on the web site.

## **4.9 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.

#### **4.10 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.

#### **4.11 Informal Action by Board Members**

Any action required by law to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken is signed by all Board Members expressing their decision on the matter.

## **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 will also make such non-standing committee appointments from the Association membership as deemed advisable for effectively conducting the work of the Association. The President is the spokesperson for the Association and is an ex officio member of all committees.

### **5.2 Executive Vice President**

The Executive 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, and will be responsible for finding a location for the election meeting.

### **5.3 Secretary**

The secretary will keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose, 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.

### **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.

## **5.5 Vice President – Neighborhood Safety/Emergency Preparedness**

The responsibilities of this position include recruiting, training, and coordinating the activities of persons involved in neighborhood safety and emergency preparedness activities. In addition, this position will liaison with personnel in the Dallas Police Department and/or appropriate government agencies and will oversee and distribute the Crime Watch email alert.

## **5.6 Vice President – Membership**

The responsibilities of this position include keeping a register of all members of the Association that includes mailing address, and if possible, telephone and email address. The VP – Membership will work with the VP – Communications to keep the neighborhood directory current and distribute the directory to each address in the neighborhood. The VP – Membership is responsible for inviting new residents of Casa Linda Estates to the meetings of the Association and facilitating the collection of dues. Additionally, the VP – Membership will notify the President of the number that constitutes a quorum and if a quorum is present at a General Meeting. The VP – Membership acts as board liaison for the Welcome Committee.

## **5.7 Vice President – Beautification/Environment**

The responsibilities of this position include promoting and encouraging the beautification of public areas throughout Casa Linda Estates and for keeping neighborhood residents aware of ways and means for protecting the environment. The VP – Beautification/Environment acts as board liaison for the Beautification/Environment Committee.

## **5.8 Vice President – Education/Programs**

The responsibilities of this position include promoting the education activities of schools serving the neighborhood and assisting such schools through the School Adoption program and keeping the Association informed of actions taken by DISD that impact the schools serving the residents of Casa Linda Estates. The VP – Education/Programs is also responsible for coordinating guest speakers for neighborhood meetings.

## **5.9 Vice President – Communications**

The responsibilities of this position include compiling, publishing, and distributing the CLENA Newsletter, which is to be delivered to each home in the neighborhood on a regular schedule as determined by the members of the Board. The VP – Communications is also responsible for establishing and maintaining a web site for CLENA for the purpose of providing updates on neighborhood issues, information regarding neighborhood activities, board meetings, and committee activities, as well as information and links for city and county services. The VP – Communications will also work with the President to coordinate neighborhood-wide communications and oversee maintenance and use of email lists. Final editorial approval for

newsletter and web site content is provided by the President, Executive Vice President, VP – Communications, and when applicable, other responsible board liaisons.

### **5.10 Vice President – External Affairs**

The responsibilities of this position include keeping informed of any and all matters such as planned work by federal, state, county, or city agencies, public or commercial construction, zoning changes, and property appraisals and changes in tax rates that may affect property owners in Casa Linda Estates. The VP – External Affairs is responsible for communicating concerns to residents and seeking authorization from the Board of Directors to represent the Association members.

### **5.11 Vice President – Social Activities**

The responsibilities of this position include planning all social activities and providing entertainment, refreshments, and decorations as determined necessary and within the budget approved by the Board of Directors.

### **5.12 Vice President – Block Captains**

The responsibilities of this position include recruiting block captains and maintaining a current roster of block captains, working with the VP – Communications to facilitate and verify distribution of newsletters and other communications, and working with the VP – Neighborhood Safety to coordinate neighborhood watch activities involving block captains. The VP – Block Captains is also responsible for facilitating two-way communications between residents of Casa Linda Estates and the Board of Directors.

## **Article 6: Meetings of the Board of Directors**

### **6.1 Regular Meetings of Board of Directors**

Regular meetings of the Board of Directors will be decided by the Board of Directors at its first meeting after the general election. Board meetings are open to members, honorary members, and interested Casa Linda Estates residents.

### **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 Casa Linda Estates.

### **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 Waiver of Meeting Notice**

A Board Member may waive notice of any meeting. The attendance of a Board Member at any meeting will constitute a waiver of notice of the meeting except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of waiver or notice by such meeting, unless specifically required by law or by these Bylaws.

## **Article 7: Elections and Voting**

### **7.1 Elections and Term of Office**

Officers will hold two-year terms with elections held each year at the September General Meeting to elect six of the twelve board members.

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

- President
- Secretary
- Vice President – Neighborhood Safety
- Vice President – Beautification/Environment
- Vice President – Communications
- Vice President – Social Activities

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

- Executive Vice President
- Treasurer
- Vice President – Membership
- Vice President – Education and Programs
- Vice President – External Affairs
- Vice President – Block Captains

### **7.2 General Election Meeting Following Adoption of Bylaws**

At the September general election meeting following the adoption of these bylaws, the Association members shall elect one-half of the board members for a term of one year and one-half of the board members for a term of two years.

### **7.3 Intention to Run for Office**

Members of the Association must state their intention to run for a specific position on the Board and may only run for one Board position during any election.

### **7.4 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.

## 7.5 Elections

- 7.5.1 Printed ballots may be used to vote on any issue as determined by the Board of Directors. Ballots must contain a description of the issue to be voted on as well as any other information applicable to the issue including a pro and con point of view if available. The Board of Directors will distribute ballots to all Association members no later than 10 days prior to the General or Special meeting where the issues will be voted on.
- 7.5.2 On or before July 1, the Board of Directors will issue an announcement to all members requesting their intent to run for a board position to be elected at the September General Meeting, which is held on the second Tuesday of September.
- 7.5.3 Intention to run for a board position must be submitted to the Secretary in writing by August 1 for inclusion on the printed ballot. Members may also announce intention to run in person at the September General Meeting and their names will be added to the ballot to be voted on by those members present at the meeting who have not already turned in their ballots.
- 7.5.4 The Board of Directors will distribute printed ballots to all Association members ten days prior to the September General Meeting.
- 7.5.5 Completed ballots must be received by the Secretary no later than the start of the General Meeting. Or, ballots may be returned in person at the General Meeting. However, ballots will not be accepted after counting of votes begins.
- 7.5.6 Returned ballots must be signed and include the address of the voting member.
- 7.5.7 Submission of up to two ballots per address where voting members reside or own the property is allowed.

## 7.6 Proxies

Voting by proxy is expressly prohibited.

## **Article 8: Committees**

### **8.1 Standing Committees**

The standing committees of the Association will be Safety/Emergency Preparedness, Membership, Beautification/Environment, Communications, External Affairs, Social Activities, Block Captains, and the Welcome Committee. The board liaison will appoint the chair of any standing committees for which they have liaison responsibility.

### **8.2 Temporary, Special, or Ad Hoc Committees**

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

### **8.3 Eligibility to Serve**

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

### **8.4 Reporting of Committee Activities**

Each committee chair will report the activities of the committee to the member of the Board designated as the board liaison. Committee chairs are encouraged to attend all board meetings.

### **8.5 Removal of Committee Members**

A committee member may be removed when the board liaison and committee chair determine that the best interests of the committee and the Association will be served by such a removal. Removal of a committee chair will be at the discretion of the board liaison responsible for the committee with approval of the President.

### **8.6 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; or amending, altering, or repealing any resolution of the Board of Directors of the Association membership.

## **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. The Board Liaison is automatically part of the committee, just as the President is, but neither count toward quorum.

## **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 Audits**

Financial records and funds of the Association will be audited 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 auditors may not presently be board members. At least one of the auditors should be a licensed CPA or someone knowledgeable in audit procedures. The auditors 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 by a board member or board members of the Association and in such manner as from time to time is determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments will be signed by the Treasurer and countersigned by the President or by the Executive 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 will keep correct and complete books and accepted standard electronic records of account and will also 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.

## **Article 11: Amendments of Bylaws**

### **11.1 Amendments to Bylaws**

These bylaws shall only be amended by ballot of the majority vote of members who are eligible to vote as long as proper notice of the regular or special meeting where votes are to be counted has been given.

### **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 ten days in advance of the meeting where ballots will be counted. Amendments are restricted to those that are proposed and listed in the ballot.

### **11.3 Accessibility of Bylaws**

A current copy of the Bylaws will be posted on CLENA'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 Casa Linda Estates Neighborhood Association on this 9th day of September 2008 during an announced and scheduled General Meeting of the Members. These bylaws become effective at 12:01 a.m. on September 10, 2008.**