

**BYLAWS OF  
RESERVATION NEIGHBORHOOD ASSOCIATION OF  
RICHARDSON**  
A Non-profit Corporation

**ARTICLE I**

**1.01 *Name***

The name of this organization shall be Reservation Neighborhood Association of Richardson.

**1.02 *Boundaries of the Neighborhood***

A contiguous area of the City of Richardson, Texas, bounded on the west by Coit Road, on the north by Melrose Drive, on the east by the west fork of Cottonwood Creek (the creek between Cheyenne Drive and Waterview Drive), and on the south by Arapaho Road, and refers only to properties within this geographic description.

**Note 1:** The nickname of the neighborhood and the organization is "The Reservation."

**Note 2:** Throughout the remainder of these bylaws the Organization may be referred to as the Corporation or Association.

**ARTICLE II**  
Non-profit Status

**2.01 *Not for Profit***

The Reservation Neighborhood Association shall be a non-profit corporation organized under the laws of the State of Texas and the Texas Non-profit Corporation Act.

**ARTICLE III**  
Offices

**3.01 *Principal Offices***

The principal office of the Corporation in the State of Texas shall be located in the city of Richardson, Dallas County. The Corporation may have such other offices, within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

**3.02 *Registered Agent***

The Corporation 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 office may be, but not be, identical with the principal office of the Corporation 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 IV**

### **Members**

#### ***4.01 Eligibility for Membership***

The Association shall have one (1) class of members. All adults living in or owning a residence within the boundaries of the neighborhood (see 1.02) shall be eligible for active membership without regard to race, color, national heritage or religious affiliation. Each residence, regardless of the number of adults living there, has one vote on all matters concerning the organization.

#### ***4.02 Term of Membership***

The term of membership is one calendar year from January 1 through December 31. Membership is available at any time during the year at the full annual dues.

#### ***4.03 Termination of Membership***

To continue an established membership into the following year, each residence shall be required to pay the yearly dues during the membership renewal campaign held in the Fall. Any residence with dues in arrears after March 1 shall automatically cease to be a member. Reinstatement of membership is accomplished by paying the full year's dues. The Board of Directors, by affirmative vote of two-thirds (2/3) of The Board may suspend or terminate the membership of any member who becomes ineligible for membership. Termination for cause shall include (but not be limited to) conduct detrimental to the best interest of the Association, acts or omissions giving rise to a cause of action at law or in equity against the Association, or violation of any ordinance or statute.

#### ***4.04 Resignation of Membership***

Any membership in the Association can be resigned at any time but prepaid dues shall be forfeited by such resignation. It shall be the duty of each resigning member to notify the Association in writing of his resignation.

#### ***4.05 Transfer of Membership***

Membership in this Corporation is not transferable or assignable

#### ***4.06 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 any business or social function of the Association.

#### ***4.07 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 any commercial purpose inconsistent with these Bylaws or the purposes of the Association.

## **ARTICLE V**

### **Meetings of Members**

#### ***5.01 Annual meeting***

An annual meeting shall be held for the entire membership during the the Fall for the purpose of presenting the annual report and electing officers for the following year. If some conflict should

occur which makes this date unsatisfactory, the Association's President shall arrange another date and notify the General Membership of the revised date at least two (2) weeks in advance.

#### **5.02 *Special Meeting***

A Special meeting of the General Membership can be called at any time by the Association's President with the approval of the Board, whenever such action is deemed necessary by the President or the Board of Directors or directed by the Bylaws.

The President must call a Special Meeting on receipt of a petition requesting a meeting with 75 signatures from 75 member households.

#### **5.03 *Notice of Meetings***

Notice of an Annual or Special Meeting of the membership along with the agenda shall be published in the Association Newsletter or similar publication at least two (2) weeks prior to the meeting.

#### **5.04 *Quorum***

A quorum to transact any official business at all General Membership Meetings is defined as those members in attendance at any meeting held with the required notice.

## **ARTICLE VI** Association Board

#### **6.01 *Board Members***

The Reservation Neighborhood Association shall have a Board of Directors comprised of the four (4) Association officers plus the Chair of each Committee. Note that any Committee Chair may be excused from Board service on request with the consent of the Association's Officers, so long as there are at least 7 (seven) Board members available, that is, the four Officers and at least three Committee Chairs. Note that the excused Committee Chair will not be counted toward the computation of a quorum and will not vote on Board matters.

The President shall serve as the Board Chair. The term of office shall be for a one (1) year period.

#### **6.02 *General Duties***

All Board Members of the Association must remain members in good standing during their term of office. They shall act at all times in the best interest of the Association and desires of the membership. Each Board Member shall, at all times, act in the furtherance of the general objectives of the Association as stated in the Articles of Incorporation and these Bylaws. Should any Board Member's political, commercial, or other interest conflict with the best interests of the Association, the other Board Members may, at their discretion, ask the Board Member to resign, or proceed directly to removal procedure set forth in Section 9.04 of these Bylaws.

#### **6.03 *Specific Duties***

The Board shall be an advisory body, guiding the policies and activities of the Association. It shall prepare and approve the budget and approve all bills or other obligations.

#### **6.04 *Individual Duties***

The President shall preside at all meetings of the Board. If the President is absent from any Board meeting, the Vice President shall perform the duties assigned the President. The Minutes of all

meetings and proceedings of the Board shall be taken and preserved by the Secretary of the Association.

**6.05 Meetings**

A Meeting of the Board shall be held at least once during each quarter period at a time and place selected by the Board at their previous meeting or at a time and place selected by the President of the Association.

**6.06 Attendance**

A member is considered to be in attendance if they are physically present at the meeting or if they are electronically connected by some means whereby they can fully participate in business transacted at the meeting. Examples of such connections are conference calls and web sessions.

**6.07 Proxies**

At any meeting of the Board, a Board Member may vote by proxy, executed in writing by the member of his duly authorized Attorney-in fact.

**6.08 Quorum**

At any meeting of the Board of Directors, a quorum shall be constituted when at a majority of Directors are in attendance or represented by proxy.

**ARTICLE VII**  
**Officers**

**7.01 Association Officers**

The Association shall have a President, a Vice President, a Secretary, and a Treasurer. Such officers shall be elected to serve for a term of one (1) year or until a successor is duly elected or qualified. No person may hold more than one (1) office at the same time.

**7.02 Duties of Officers**

All officers of the Association must remain members in good standing during their term of office. They shall act at all times in the best interest of the Association and shall represent the majority interest and desires of the Membership. Their course of action shall be taken from these Bylaws, the Board of Directors and the Membership.

**7.03 The President**

The President shall call and preside at all meetings of the general membership, shall appoint a parliamentarian, invoke the current edition of *Robert's Rules of Order Newly Revised*, whenever the President deems it necessary for any meeting, 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 Committees, and shall have the authority to represent the Association in its relations with other persons and organizations.

**7.04 The Vice President**

Whenever the President is absent or otherwise unable to perform the duties of the office, the Vice President shall perform those duties and perform such other duties as the Board of Directors may prescribe.

#### **7.05 *The Secretary***

The Secretary shall be a regular member of the Board of Directors. The Secretary shall keep a record of the Association membership, the minutes of all meetings of the Board of Directors and of the General membership and perform such other duties as the Board of Directors may prescribe.

#### **7.06 *The Treasurer***

The Treasurer shall be a regular member of the Board of Directors. The Treasurer shall collect all dues and other moneys, have custody of the Association funds, pay all bills within the approved budget, keep an accurate record of all receipts and expenditures, prepare a financial report to be given at the annual meeting of the general membership, be responsible for submitting all tax reports and returns, ensure that the Association's Registered Agent for the State of Texas is always kept up to date, respond to any municipal, state, or federal requests for reports, and perform other such duties as the Board of Directors may prescribe.

#### **7.07 *Limits on Authority***

No official or Director without the express consent of the Board of Directors may obligate, contract, or otherwise bind the Association for the payment of any moneys.

## **ARTICLE VIII** **Committees**

#### **8.01 *The Committees***

At the beginning of each year the Association Officers shall appoint Committees of the Association to perform the necessary functions expected by the membership. Each committee shall be composed of one or more people. Examples of such committees and their duties are as follows:

##### **A. *The Communications Committee***

Committee member duties are the preparation and distribution of information to the organization through all means deemed appropriate by the committee including newsletters, both print and electronic, web site updates, and other mechanisms as they become available.

##### **B. *The Civic Committee***

Observe meetings of governmental bodies and alert the Board of items that merit the attention of the Association.

##### **C. *The Events Committee***

Committee member duties are to sponsor and plan social functions for the organization as a whole.

##### **D. *The Crime Watch Patrol Committee***

Committee member duties are to encourage residents to participate in the City of Richardson Police Department sponsored Crime Watch Patrol and to make regular reports regarding crime in the neighborhood to the residents.

##### **E. *The Beautification Committee***

Sponsor projects for the improvement and beautification of the neighborhood.

#### ***F. The Membership Committee***

This committee will conduct a membership campaign annually in the Fall to renew membership for the coming year and extend membership to non-member residents. It will utilize the Block Captains as the interface to the residents.

#### ***G. The Reservation Connection Committee***

This committee sponsors groups of people with like interests. It annually surveys members and non-members to determine what activities they would like to participate in with their neighbors then forms groups to meet those interests.

#### ***H. The Welcoming Committee***

The welcoming committee prepares Welcoming Kits for new members and distributes to Block Captains for distribution to new residents in their block.

#### ***I. The Block Captain Committee***

This committee is composed of the Block Captain Coordinator as Chair, Block Captain Supervisors, and Block Captains. This committee, through the block captains, distributes flyers and other materials to residences as needed as well as participates in the annual membership drive. Block captains also report new arrivals and other changes in contact information to the membership committee as people move in and out of the neighborhood.

### ***8.02 Membership of Committees***

Membership in any Committee enumerated in section 8.01 shall be open to any Association member. A person may serve on multiple committees at the same time. A Chair for each of the Committees shall be appointed by the President to serve for one year. No person may serve as Chair of more than one (1) committee at a time.

### ***8.03 Meetings of Committees***

Committees shall meet as often as necessary to effectively carry out their duties. Such meetings shall be called as needed, and led by the Chair of that Committee, with prior notice to the President.

### ***8.04 Reports by Committees***

The Chair of each Committee shall report regularly to the Board concerning the Committee's activities. Such reports can be made in person or through a written report.

### ***8.05 Duties of Committees***

Each of the above Committees shall have such duties and representatives as assigned by the Board from time to time.

### ***8.06 Special Committees***

The Board of Directors may from time to time appoint such Special Committees as it deems necessary to perform specific duties. The Board may also select a Chair for the Special Committee, however, the Chair does not become a member of the Board of Directors by virtue of such appointment.

### **8.07 *Special Audit Committee***

The Board of Directors shall appoint a Special Audit Committee consisting of three (3) people each year. The Audit Committee shall audit all financial records and report its findings to the members utilizing means provided by the Communications Committee.

## **ARTICLE IX** Electing and Voting

### **9.01 *Election Procedures***

During the month of May each year, a nominating committee shall be appointed by the Board of Directors for the purpose of selecting nominees for each Association Officer position for the next operating year. The names of the nominees so selected shall be published in a communication to the members prior to the Annual Meeting. The election of officers shall be held at the Annual meeting of the General Membership. Additional candidates may be nominated from the floor by any member of the Association at the Annual meeting.

### **9.02 *Voting by the General Membership***

Each household in good standing shall have one (1) vote. All matters voted on, except the amendment of these Bylaws, shall be decided by a majority of those voting.

### **9.03 *Vacancies***

If any Officer or Director resigns or is otherwise unable to serve a full term in office, a successor shall be selected by the Board of Directors to serve the remainder of the term.

### **9.04 *Removal from Office***

Any Officer or Committee Chair may be removed from office for cause. Removal for "cause" shall include, but not be limited to, failure to fulfill duties of the office, conduct detrimental to the best interests of the Association, or violation of any ordinance or statute. Said removal shall be by unanimous vote of the members of the Board not sought to be removed. Should the Officer charged be the Secretary, the Treasurer shall receive and distribute the Petition. Should the said Officer be the President, the Vice President shall preside over the removal proceeding. No removal proceedings shall be brought more than once on the same charge.

## **ARTICLE X** Amendments

### **10.01 *General Amendments***

General Amendments to these Bylaws may be proposed by any member or group of members in good standing. To propose an amendment, the procedures detailed below must be followed.

A. Proposed amendments shall be presented in writing to the Board.

B. On receipt of the proposed amendment the Board of Directors shall review, analyze and, if necessary, modify it so to eliminate any ambiguities or inconsistencies with other provision in these Bylaws.

C. The vote on the amendment may be taken at any meeting of the Association provided written notice has been given to the membership at least two (2) weeks in advance of the meeting at which the amendment is considered.

D. A two-thirds (2/3) vote of those present and voting is required for the adoption of any amendment.

## **ARTICLE XI**

### **Miscellaneous**

#### **11.01 Seal**

The Association seal shall be circular in form and shall contain the name of the Corporation and an outline of the Texas Star in the middle. The seal may be used by causing it or a facsimile to be impressed or affixed or in any other manner reproduced. The corporate seal may be altered by order of the Board of Directors at any time. An Act of the Association shall be effective without seal, when properly authorized by the signature of the President as directed by the Board of Directors.

#### **11.02 Checks**

All checks or demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate. Initially, that should be the President and Treasurer only.

#### **11.03 Fiscal Year**

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st of December.

#### **11.04 Directors Annual Statement**

The President shall present at each Annual Meeting a full and clear statement of the business and condition of the Association.

#### **11.05 Monetary Damages**

No Board Member of the Association shall be liable to the Association or its members for monetary damages for an act or omission in the Directors capacity as a Director, except for the following:

- (a) A breach of a Board Member's duty of loyalty to the Association or its members.
- (b) An act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law.
- (c) A transaction from which a Board Member received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Board Member's office; or
- (d) An act or omission for which the liability of a Board Member is expressly provided for by statute.



#### **11.06 Contributions**

Because the members of the Association give dues to the Association for the express purpose of benefiting the Association and the Neighborhood, the Association is prohibited from making contributions to other non-profit or for-profit organizations. The Association may sponsor events at the public schools or the City of Richardson but is prohibited from sponsoring any activity at any other non-profit or for-profit organization. This prohibition does not apply when the for-profit or non-profit is paid an appropriate amount for services rendered to the Association.

#### **Definitions**

The following definitions shall be employed in answering questions pertaining to these Bylaws and in resolving all disputes arising from attempts to interpret these Bylaws:

##### ***Association***

The term "Association", "the Association" or "Associations" shall mean the Reservation Neighborhood Association.

##### ***Member in Good Standing***

A member in good Standing shall be any member of the Reservation Homeowners Association who has fully complied with financial aspects of Membership as defined in Article 4.03 of these Bylaws.

##### ***All General Membership Meetings***

The term used to incorporate the phrases "Annual Meeting of the General Membership" and "Special Meeting of the General Membership".

##### ***Majority***

Relative to a group a majority constitutes 50% of the group plus 1 or more.

##### ***Fall***

For these bylaws, the final four months of the calendar year.