

Amended November 2004

**BY-LAWS OF
THE
MERRIMAN PARK/UNIVERSITY MANOR
NEIGHBORHOOD ASSOCIATION, INC.**

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BY-LAWS
THE MERRIMAN PARK/UNIVERSITY MANOR
NEIGHBORHOOD ASSOCIATION, INC.
(A Non-Profit, Non-Stock Texas Corporation)

1. PURPOSE; CHARTER PROVISIONS

1.1 PURPOSES. The general purposes of The Merriman Park-University Manor Neighborhood Association, Inc., hereinafter referred to as the Association, are educational, particularly the promotion of good fellowship, neighborliness, and civic responsibility among the members of the Association. More specifically, the purposes of the Association are:

1.1.1 Preserve and beautify community property in cooperation with local government;

1.1.2 Improve public facilities and streets in the community;

1.1.3 Prevent physical deterioration of the community;

1.1.4 Promote public safety and crime prevention in the community;

1.1.5 Publish a community newsletter;

1.1.6 Sponsor public meetings of community residents;

1.1.7 Sponsor holiday and/or special programs for community residents;

1.1.8 Review zoning matters that affect the community;

1.1.9 Encourage community residents to maintain their property; and

1.1.10 Any other activities, not inconsistent with the Texas Non-Profit Corporation Act or those sections of the Internal Revenue Code of 1954 relating to tax-exempt organizations, designed to enhance the common good and general welfare of the Merriman Park/University Manor community.

1.2 NON-PROFIT CHARACTER. The Association shall be organized and operated exclusively for non-profitable purposes. No part of the income of the Association shall be distributable to its members, directors or officers.

1.3 ACTIVITIES.

1.3.1 The Association shall remain non-partisan and non-political at all times. The Association shall never participate or intervene, either directly, or indirectly,

in any political campaign on behalf of or in support of any candidate for public office;

1.3.2 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 matters;

1.3.3 Further, the Association shall not be operated primarily as a social club for the benefit, pleasure or recreation of its members; and

1.3.4 Provided further that the Association shall not engage in activities directed to exterior maintenance of private residences. However, this provision shall not prohibit activities of the Association designed to encourage community residents to maintain the exteriors of their residences.

2. MEMBERS

2.1 MEMBERSHIP. All adult members, regardless of sex, race, national origin or religion, of any resident family in Merriman Park, University Manor, Merriman Manor, and Walling Northwest (hereinafter sometimes referred to as Merriman Park/University Manor) shall be considered members of this Association. In addition, any individuals or entities owning homes within the described area but not residing therein, and who shall request membership in the Association, shall also be considered members of the Association.

2.2 VOTING PRIVILEGES. Each member of the Association is entitled to cast one (1) vote on any matter of business which is put to a vote of the members, provided however, that individuals or entities which own homes in Merriman Park/University Manor but do not reside there, shall have only one vote regardless of the number of residences they own or the number of individuals owning interests in those residences. Voting by proxy is hereby expressly denied. Failure of members to pay their annual dues by 12:00 p.m., October 31, shall cause those members who are delinquent in said payments to be subject to forfeiture of all discussion and voting privileges concerning the expenditure of Association funds, until such time as those dues are paid. However, the failure of the members to pay their annual dues shall not cause a member to lose membership or other privileges incidental thereto in this Association, with the sole exception of discussion and voting privileges concerning the expenditure of funds as previously mentioned.

3. MEETINGS

3.1 ASSOCIATION MEETINGS. The Association shall have scheduled meetings as determined by the Board of Directors. Meetings shall be held from September through May each year with recess for the summer during June, July, and August.

3.2 BOARD MEETINGS. Board meetings shall be scheduled before each scheduled Association meeting and at such other times as called by the President on reasonable notice to each officer and director. The date, time, and place for these Board meetings will be determined by the President.

3.2.1 QUORUM. A quorum shall consist of a simple majority of all those present at a duly called meeting of the Board.

4. OFFICERS ("The Board")

4.1 COMPOSITION OF THE BOARD.

4.1.1 NUMBER. The Board shall consist of four (4) voting members: (1) President; (2) Vice President-Administration; (3) Treasurer; (4) Secretary; and the (6) immediate past President, who shall be a non-voting member of the Board.

4.1.2 TERM OF OFFICE. The term of office for each member of the Board shall be twelve (12) months starting after the May meeting at which he or she is elected or appointed (see paragraph 4.4) and continuing through the election meeting in May the next year; however, vacancies caused by any officer leaving the Association during a term of office shall be filled in the manner described in paragraph 7.2 - VACANCIES.

4.1.3 AUTHORITY. The Board shall manage and direct the affairs of the Association. Any and every action of the Board shall be subject to approval by a majority vote of the members present at the next regular or special called meeting of the Association membership.

4.2 ELIGIBILITY. Any dues paying member of the Association shall be eligible for nomination and election to the Board of Directors

4.3 NOMINATION. A nominating committee composed of five (5) members of the Association shall be appointed by the President in time for the committee to have nominated at least one (1) member for each office in the Association before the March meeting. Nominations of the Nominating Committee shall be announced at the March meeting; however, nothing in these By-Laws shall prohibit additional nominations from the floor during the May election meeting.

4.4 ELECTION AND VOTING. Elections shall be held at the May meeting. Voting shall be by a show of hands. If there is more than one nominee for any position, those nominees shall be requested to leave the room during the voting.

The newly elected Officers and Directors shall be installed after the May meeting has adjourned.

4.5 DUTIES OF THE OFFICERS

4.5.1 The President shall preside at meetings of the Association and the Board, and shall see that all orders and resolutions of the Board which are approved by the members in the requisite manner are carried into effect. The President shall be an ex-officio member of all standing and special committees. It shall be the duty of the President to conduct the meetings in an efficient and business-like manner, to appoint all Committees unless otherwise decided upon, to call special meetings of the association, and to perform such other duties as pertain to the office. The President shall attend to all correspondence except as he/she may direct otherwise.

In the absence of the President, the next-ranking Officer present shall assume the authority and duties of the President. Ranking of the Officers shall be: President, vice President Administration, Vice President Crime Watch" Treasurer, Secretary in descending order of rank.

4.5.2 The Vice President-Administration shall serve as the Chairperson Membership and Telephone Committee, as well as provide assistance to the President as requested in carrying out the duties of that office.

4.5.3 The Secretary shall keep minutes of the Association meeting and of proceedings of the Board. The outgoing Secretary shall, within (10) days after the close of his/her term of office, turn over to the newly elected Secretary all records of the Association in his/her custody.

4.5.4 The Treasurer shall keep correct and complete books and records of account and shall make such reports as the Board shall require. It shall be the duty of the Treasurer to receive, hold and disburse all funds, and to make a report thereof at each regular meeting. Payments of all funds shall be subject to authorization by a majority vote of the members present, provided the quorum requirement is satisfied (reference paragraph 7.4) .The outgoing Treasurer shall, within ten (10) days after the close of his/her term of office, turn over to the newly elected Treasurer all monies and records of the Association in his/her custody.

4.5.5 The Officers shall have such authority and duties as are given by these By-Laws and as the Board shall, from time to time, determine.

5. STANDING COMMITTEES

Within one (1) month immediately following installation, the incoming President shall appoint and notify a chairperson of each standing committee and, at the option of the President and Chairperson, additional members. All members of these committees shall serve a term of one (1) year and thereafter until their successors are appointed and qualified. They may serve consecutive terms. Chairmen of these committees shall be Directors and non-voting members of the Board.

- 5.1 CRIME WATCH. The Crime Watch Chairperson shall be responsible for selecting, training, and coordinating the activities of all persons involved in Crime Watch. In addition, the Crime Watch Chairperson shall work in liaison with appropriate personnel in the Dallas Police Department and shall oversee the preparation and distribution of the Crime watch Newsletter to neighborhood residences.
- 5.2 ZONING AND IMPROVEMENTS COMMITTEE. The Committee shall: Keep abreast of any and all matters, such as zoning changes, requests for permits, property appraisals, and changes in tax rates that may affect the property owners in Merriman Park/University Manor; and strive to find methods for improvements and beautification of the Merriman Park/University Manor area in general.
- 5.3 MEMBERSHIP AND DUES COMMITTEE. The Committee shall:
 - 5.3.1 Maintain, at all times, a current telephone list of all members and be so organized as to provide a thorough and prompt contact system.
 - 5.3.2 Invite new residents of Merriman Park-University Manor to the meetings of the Association.
 - 5.3.3 Be responsible for collecting the annual dues as hereinafter provided.
- 5.4 BEAUTIFICATION/ECOLOGY COMMITTEE. Committee will promote the beautification of public and private areas throughout the Merriman Park and University Manor neighborhoods and shall be responsible for keeping the neighborhood aware of ways and means for protecting the environmental stability of the community; opportunities for disposal of wastes not cared for through city services, and maintain and oversee the waste igloos which are the property of the Association.
- 5.5 EDUCATION LIAISON COMMITTEE. The Committee shall serve as liaison between the association and the public school located in the boundaries of the Association, coordinate efforts to assist the school staff, faculty, and students through the School Adoption program endorsed by the Association, and keep the Association informed of actions taken by the DISD which impact the neighborhood school.
- 5.6 HOSPITALITY COMMITTEE. The Committee shall make arrangements for the provision of refreshments and decorations for all general meetings of the Association.
- 5.7 NEWSLETTER COMMITTEE. The Committee shall compile, edit, compose and coordinate the publishing of the Merriman Park/University Manor Neighborhood Association Newsletter to be delivered to each household in the neighborhood on a regular schedule as deemed by the members of the Board.

5.8 WEBMASTER COMMITTEE. The Committee shall establish and maintain an internet website for the Merriman Park/University Manor Neighborhood Association for the purpose of providing Crime Watch information, updates on neighborhood issues, and communications with the members of the Board.

6. FINANCES

6.1 FUNDS. The Association shall be authorized to raise funds by dues, solicitations, benefits, lectures, exhibits, and other legitimate methods not inconsistent with the Association's status as either a non-profit corporation or tax-exempt organization.

6.2 ANNUAL DUES. The amount of the annual dues per household shall be determined each year in the following manner:

6.2.1 At the September monthly meeting of the Association each year, the Board of Directors shall present a prepared annual budget for the coming fiscal year. The fiscal year shall run from June 1 of the then current year to May 31, of the following year. The "proposed" annual budget shall list the recommended amount of annual dues per household.

6.2.2 Using the proposed budget as a guide, the members shall determine at the September meeting, provided a quorum (reference paragraph 7.4) is present, the amount of the annual dues for the coming fiscal year. The budget shall be submitted for approval at the same meeting.

6.2.3 The annual dues so determined shall be due and payable on June 1st of each year.

6.2.4 The Membership and Dues Committee shall be responsible for the collection of the annual dues. All dues shall be promptly collected after the September meeting and shall be promptly delivered to the Treasurer upon collection. The Committee shall prepare and submit to the President a list of all families residing in Merriman Park/University Manor and indicating thereon those families who have paid their annual dues for the new fiscal year.

6.3 GIFTS. The Association shall be authorized to receive gifts, legacies, and bequests (for general or specified purposes), subject to the approval of the Board and the members.

6.4 RESERVES: ENDOWMENT FUNDS. The Board of Directors, providing the requisite members have approved, may create reserves for such purposes as it shall think beneficial to the Association and may abolish the reserves in the manner created. The Board, providing the requisite members have approved may create endowment funds, to assure the future success and purposes of the Association, in amounts and at times it deems feasible.

6.5 LOANS. The Association shall have authority:

- (A) To borrow money.
- (B) To lend money on adequate security to non-profit organizations whose purposes and objectives are similar to those of Merriman Park-University Manor Neighborhood Association, Inc.

NOTE: Prudence shall be exercised in using any of the authority stated in this subsection.

7. MISCELLANEOUS

- 7.1 PUBLICATION. The Association shall have a monthly newsletter as its official publication. The incoming President shall appoint and notify an Editor within one (1) month following the President's election to the office. The Editor shall serve until a successor is appointed. The Editor shall appoint a staff to assist in reporting the community news and distributing the publication. The Editor shall be a Director and member of the Board.
- 7.2 VACANCIES. In the event vacancies occur in the offices of President, Vice Presidents, Treasurer, and Secretary and/or the appointive positions on the Board of Directors for any reason including but not limited to, death, resignation or departure from Merriman Park/University Manor, the Board of Directors shall appoint a successor who shall serve in such appointed capacity until a successor is elected at the next May meeting.
- 7.3 CONDUCT OF MEETINGS. Except as otherwise provided, the condensed version of Roberts Rules of Order shall govern and control in the conduct of all meeting.
- 7.4 QUORUM. A Quorum necessary to transact business and to approve the Board's recommendations and requests at all regular and special meetings shall consist of twenty-five (25) members.
- 7.5 AMENDMENTS: Any amendment to these By-Laws shall be presented to the membership at the Association meeting prior to the meeting at which the amendments will be voted on by the membership.
 - (A) Any amendment shall necessitate a two-thirds vote of the members present, provided the quorum "requirement" has been satisfied.
 - (B) Amendment to these By-Laws may be considered at any meeting but must be voted on at the next following, regular meeting.
- 7.6 PROHIBITED TRANSACTIONS: TAX EXEMPTION. The Association shall not do any act which shall constitute a basis for denial of its status as a non-profit and/or tax exempt organization under applicable laws. In particular:

(A) The Association shall not –

- (1) Lend any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest, to;
- (2) Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to;
- (3) Make any part of its services available on a preferential basis to;
- (4) Make any part of its services available on a preferential basis to:
- (5) Make any substantial purchase of securities or any other property, for more than adequate consideration in money or money's worth, from;
- (6) Sell any substantial part of its securities or other property, for less than an adequate consideration in money or money's worth, to; or
- (7) Engage in any other transaction which results in a substantial division of its income or corpus, to:
 - (a) A person who has made a substantial contribution to the Association; a member of the family of such person; or,
 - (b) An Association controlled by such person.

(B) The Association shall not accumulate out of income amounts which –

- (1) Are unreasonable in amount or duration in order to carry out the purpose or function constituting the basis for tax exemption of the Association; or
- (2) Are used to a substantial degree for purposes or functions other than those constituting the basis for tax exemption; or
- (3) Are invested in such a manner as to jeopardize the carrying out of the purpose of function constituting the basis for tax exemption.

7.7 DISSOLUTION. In the event of dissolution or winding up of the Association, whether voluntary or involuntary, the net assets, after payment of all claims and expenses, shall be distributed to the Dallas Parks Department and/or the Restoration Fund of the Dallas Museum of Fine Arts, in such amounts as determined by the members.

7.8 REMUNERATION: REIMBURSEMENT. A Director, Officer, and/or Committee member shall receive no remuneration for services as such but shall be entitled to

reimbursement for actual, reasonable expenses incurred in connection with the Association's affairs.

- 7.9 WAIVER OF NOTICE. Whenever any notice is required to be given to any person, a waiver thereof in writing signed by such person, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
- 7.10 RESIGNATION. Any Director, Officer, and/or Committee member may resign by giving notice in writing to the President or the Secretary.
- 7.11 EMPLOYEES. The Board of Directors, subject to approval by the members, shall hire any employees that may be needed, and shall fix the terms of employment and compensation.