

[Amended 08/12/2003]

BYLAWS  
OF  
HOLLYWOOD/SANTA MONICA NEIGHBORHOOD  
ASSOCIATION, INC.,  
A Texas Non-Profit Corporation

TABLE OF CONTENTS  
TO  
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<u>Caption</u>	<u>Page</u>
ARTICLE I – NAME AND GENERAL PROVISIONS .....	1
Name .....	1
Period of Duration.....	1
Liability.....	1
Geographic Boundaries.....	1
ARTICLE II – PURPOSE .....	1
ARTICLE III – OFFICES .....	1
ARTICLE IV – BOARD OF DIRECTORS.....	2
Powers.....	2
Number.....	2
Term of Office .....	2
Eligibility.....	2
Removal.....	2
Annual Meeting and Election.....	2
Nominating Committee .....	3
Regular Board Meetings.....	3
Special Board Meetings.....	3
Notice of Special Meetings.....	3
Quorum.....	3
Proxies.....	3
Vacancies .....	3
Compensation.....	3
Informal Action by Directors .....	3
ARTICLE V – OFFICERS .....	3
Officers .....	3
Term of Office, Removal and Vacancies .....	4
President.....	4
Vice President.....	4
Treasurer .....	4
Secretary .....	4
Parliamentarian.....	4
ARTICLE VI – COMMITTEES.....	5
Creation and Authority .....	5
Committee Chair.....	5
Committee Appointees .....	5
Term of Office .....	5
Vacancies .....	5
Quorum.....	5

ARTICLE VII – MEMBERS AND ASSOCIATES .....	5
Member.....	5
Voting Rights of Members .....	5
Associate .....	6
Dues .....	6
Meetings .....	6
Removal.....	6
ARTICLE VIII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS.....	6
Contracts .....	6
Drafts .....	6
Deposits.....	6
Gifts .....	6
Operational Prohibitions .....	6
ARTICLE IX – FISCAL YEAR .....	7
ARTICLE X – SEAL .....	7
ARTICLE XI – WAIVER OF NOTICE.....	8
ARTICLE XII – PARLIAMENTARY AUTHORITY .....	8
ARTICLE XIII – AMENDMENT TO BYLAWS.....	8
ARTICLE XIV – INDEMNIFICATION.....	8

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OF  
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ASSOCIATION, INC.  
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ARTICLE I

Name and General Provisions

Section 1. Name. The name of this organization, incorporated under the laws of the State of Texas, and acting as a Texas Non-Profit Corporation, shall be known as the Hollywood/Santa Monica Neighborhood Association, Inc. (hereinafter "HSMNA").

Section 2. Period of Duration. The period of duration of the HSMNA is perpetual.

Section 3. Liability. The liability for debts of the HSMNA shall be limited to the property of the HSMNA.

Section 4. Geographic Boundaries. The geographic boundaries of the Hollywood/Santa Monica neighborhood are described in Exhibit "A" attached hereto and incorporated herein by reference for all purposes.

ARTICLE II

Purpose

The purposes of the HSMNA are charitable, as stated in its Articles of Incorporation. The purposes of the HSMNA are: (a) to provide a means of association, organization and communication for persons living in the Hollywood/Santa Monica neighborhood; (b) to identify issues of interest to the neighborhood; (c) to officially represent the interests of the Hollywood/Santa Monica neighborhood wherever appropriate; (d) to promote the preservation, well-being and protection of the neighborhood including the stability, historic character, and aesthetic quality of the neighborhood, as well as the integrity of the Hollywood/Santa Monica Conservation District; and (e) to support other organizations with compatible interests, as determined by the Board of Directors.

The Hollywood/Santa Monica Neighborhood Association seeks to reflect the diversity of the neighborhood in its membership, and welcomes all neighborhood residents without regard to age, ethnicity, gender, sexual orientation, income level, marital status, physical limitation, religion, or political persuasion.

ARTICLE III

Offices

The principal office of the HSMNA in the State of Texas shall be located at the residence of the current President. The HSMNA may relocate the principal office at any time and may have such other offices within the City of Dallas, Texas as the Board of Directors may determine or as the affairs of the HSMNA may require at any time.

The HSMNA shall have and continuously maintain a registered office, and a registered agent

with the same address in the State of Texas, as required by the Texas Non-Profit Corporation Act. The address of the registered office may be changed at any time by the Board of Directors upon filing the required information with the office of the Secretary of State pursuant to the Texas Non-Profit Corporation Act.

## ARTICLE IV

### Board of Directors

Section 1. Powers. The affairs of the HSMNA shall be managed by, or under the direction of, its Board of Directors which may exercise all general powers conferred by the laws of the State of Texas upon corporations organized under the Texas Non-Profit Corporation Act, and shall have such additional powers and duties as are specifically provided by the Articles of Incorporation, or by these Bylaws. The Board of Directors shall designate and appoint all Committees and all Committee Chairs.

Section 2. Number. The Board of Directors shall consist of not less than eleven (11) Directors, but not more than seventeen (17) Directors.

Section 3. Term of Office. The term of office for each Director shall be one (1) year.

Section 4. Eligibility. Only Members with voting rights (as herein defined) shall be eligible to be elected to the Board of Directors. Each Director shall actively participate in the operation of the HSMNA by attending board and membership meetings and fulfilling duties and assignments. Each Director is expected to attend the social functions of the HSMNA.

Section 5. Removal. A Director of the HSMNA may be removed with or without cause by the vote of two-thirds (2/3) of the entire Board of Directors at any regular or special meeting of the Board of Directors; provided, however, no Director may be removed from office at a special meeting unless notice of the proposed removal was given pursuant to the notice requirements contained in Article IV, Section 10, of these Bylaws.

However, removal shall be automatic when a Director fails to attend four (4) board or quarterly membership meetings during the calendar year or three (3) consecutive board or quarterly membership meetings as verified by the attendance records of the Secretary. With the approval of the Board of Directors such automatic removal shall not apply in the event the absence of a Director from board or quarterly membership meetings is caused by a conflict arising from such Director's appointment as the representative of the HSMNA to another organization (e.g. The Dallas Homeowners League).

Section 6. Annual Meeting and Election. An annual meeting of the membership and Election of the Board of Directors shall be held on the third (3rd) Tuesday of January of each year at such place as may be determined by a majority of the Board of Directors.

(a) At the annual meeting, the Nominating Committee shall present a recommended slate of candidates for Board of Directors. Additional names may be submitted in writing to the Nominating Committee Chair at least five (5) business days before the annual meeting. Additional names may also be submitted from the floor at the annual meeting.

(b) The Directors shall be elected by a simple majority of the Members with voting rights, as defined in Article VII, Section 2, present at the annual meeting.

(c) Each Director shall continue in office until such Director's successors shall have been elected and qualified.

Section 7. Nominating Committee. At no later than thirty (30) days prior to the Annual Meeting, the Board of Directors shall appoint a Nominating Committee; and the President of the Board of Directors shall not be eligible for appointment to the Nominating Committee.

Section 8. Regular Board Meetings. Regular meetings of the Board of Directors shall be held on the second (2nd) Tuesday of each month, unless otherwise designated by resolution of the Board of Directors. For the purpose of conducting the business of the HSMNA, regular meetings of the Board of Directors are restricted to Directors. Guests may be admitted by prior consent of a simple majority of the Board of Directors.

Section 9. Special Board Meetings. Special meetings of the Board of Directors may be called by, or at the request of any Director. The Director(s) calling the special meeting of the Board of Directors may fix any place, within close proximity to the geographic boundaries of the Hollywood/Santa Monica neighborhood, as the place for holding any special meeting.

Section 10. Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given at least forty-eight (48) hours prior to the date of the meeting and shall state the purpose(s) for which the meeting is called, by written notice hand delivered to the address of record of each Director and sent by email to each Director at each Director's address as shown by the records of the HSMNA. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 11. Quorum. A majority of the number of Directors on the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of the quorum present at any meeting shall be the act of the Board of Directors, except as may be otherwise specifically required by applicable law or by these Bylaws.

Section 12. Proxies. Any Director of the HSMNA may present to the President of the Board of Directors such Director's vote in the form of a written and signed proxy prior to any annual, regular, or special meeting.

Section 13. Vacancies. Any vacancy occurring in the Board of Directors may be filled at the discretion of and by the majority vote of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor Director in office.

Section 14. Compensation. Directors shall not receive any stated salaries or other compensation for their service as Directors.

Section 15. Informal Action by Directors. Any action required by law to be taken, or which may be taken at any annual, regular, or special meeting, may be taken without any meeting, if a consent in writing, setting forth the action so taken shall be signed by all of the Directors on the Board of Directors.

## ARTICLE V

### Officers

Section 1. Officers. The Officers of the HSMNA shall be elected by the Board of Directors at the first (1st) meeting of the Board of Directors and shall consist of a President, a Vice President, a Treasurer, a Secretary, a Parliamentarian, and such other Officers as the Board of Directors may determine. All Officers shall also be Directors on the HSMNA Board of Directors. To be qualified for the office of President or Vice President, a person must have served at least one (1) year as a Director on

the HSMNA Board of Directors prior to becoming such Officer.

Section 2. Term of Office, Removal and Vacancies. The Officers of the HSMNA shall hold office for a term of one (1) year and, thereafter, until their successors are chosen and qualify in their stead. Any Officer may be removed at any time by the affirmative vote of a majority of the Board of Directors. If the office of any Officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

Section 3. President. The President shall preside at all meetings of the Board of Directors; shall have general and active management of the business of the HSMNA; and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall be ex officio on all Committees except the Nominating Committee.

Section 4. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President [or in the event there be more than one (1) Vice President, the Vice President in order of their election] shall perform all the duties of the President. Any Vice President shall also perform such other duties as from time to time may be assigned by the Board of Directors.

Section 5. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such amount and with such surety or sureties as the Board of Directors shall determine and at the expense of the HSMNA. The Treasurer shall (a) have charge and custody of, and be responsible for, all funds and securities of the HSMNA; (b) receive and give receipts for monies due and payable to the HSMNA from any source whatsoever, and deposit all such monies in the name of the HSMNA in such banks, trust companies or other depositories as shall be selected by the Board of Directors; (c) shall present a full financial report at the Annual Meeting; (d) prepare all necessary documents, forms and reports with respect to filings which may be required by local, state, or federal taxing authorities or agencies; and, (e) in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors. The Assistant Treasurers (if any) in order of their election shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as the Board of Directors shall prescribe.

Section 6. Secretary. The Secretary shall (a) keep the minutes of the meetings of the Board of Directors and the minutes of meetings of the HSMNA in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by applicable law; (c) maintain custody of the corporate records of the HSMNA; (d) keep a register of the address, telephone number and email address of each Director; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Directors. The Assistant Secretaries (if any) in order of their election shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and shall perform such other duties as the Board of Directors shall prescribe.

Section 7. Parliamentarian. The Parliamentarian shall advise the President and other Officers, Committees and Members on matters of parliamentary procedure; and identify errors in proceedings and rulings. The Parliamentarian shall be familiar with these Bylaws and may assist with any questions that arise in interpreting these Bylaws and rules, or in connection with the work of the Board of Directors and of Officers or Committees.

## ARTICLE VI

### Committees

Section 1. Creation and Authority. Committees may be designated and appointed by resolution of a majority of the Board of Directors. To the extent and for the time period provided, Committees shall have and exercise such authority and perform such duties as may be assigned by the Board of Directors. Except such Committee(s) shall not have any authority to: (a) amend the Articles of Incorporation; (b) amend, change or repeal any HSMNA Bylaws; (c) amend, change or repeal any resolution of the Board of Directors; (d) appoint or remove any HSMNA Officer, Director or Committee Appointee; (e) authorize the sale, lease, exchange or mortgage of any HSMNA assets or property; or (f) authorize or revoke proceedings for the voluntary dissolution of the HSMNA.

The designation of, appointment to, or delegation of authority to any such Committee shall not relieve the Board of Directors or any individual Director of any legal responsibility.

Section 2. Committee Chair. Only Members shall be eligible to serve as Committee Chairs at the discretion of and as appointed by the Board of Directors. The appointment of joint or co-chairs shall be at the discretion of the Board of Directors.

Section 3. Committee Appointees. Only Members and Associates shall be eligible to serve on a Committee as approved by the Board of Directors.

Section 4. Term of Office. Each Appointee shall continue to serve as such until the next annual meeting and election of the Board of Directors and until such Appointee's successor is appointed, unless the Committee shall be sooner terminated by the Board of Directors, or unless such an Appointee be removed from such Committee by the Board of Directors, or unless such Appointee shall cease to qualify as an Appointee thereof.

Section 5. Vacancies. Committee vacancies may be filled at the discretion of and as appointed by the Board of Directors.

Section 6. Quorum. Unless otherwise provided in a resolution of the Board of Directors designating a Committee, a majority of the entire Committee shall constitute a quorum and the act of the majority of the Committee present at a meeting at which a quorum is present shall be the act of the Committee.

## ARTICLE VII

### Members and Associates

Section 1. Member. A Member shall be a person, eighteen (18) years of age or older, who is an occupant or owner of a house or duplex within the geographic boundaries of the Hollywood/Santa Monica neighborhood; who has submitted an application to join the HSMNA as a Member; and who is also current in the payment of Dues to the HSMNA.

Members may: (1) attend and participate in general meetings and social functions of the HSMNA; (2) be appointed by the Board of Directors to serve on Committees.

Section 2. Voting Rights of Members. Each Member of the HSMNA who is present in person at the time and place of the vote shall be entitled to one (1) vote in the election of Directors for the Board of Directors and to vote on other matters submitted to the Members by the Board of Directors from time to time provided such Member was current in payment of Dues at least thirty (30) days before the date of such vote. There shall be no provision for recognition of a Member's vote where that Member is not



present in person at the time and place of the vote, with the device of "vote by proxy" specifically disallowed hereby.

Section 3. Associate. An Associate shall be a person or entity not meeting the criteria required to be a Member; who has submitted an application to join the HSMNA as an Associate; and who is also current in the payment of Dues to the HSMNA.

Associates may: (1) attend general meetings and social functions of the HSMNA; (2) be appointed by the Board of Directors to serve on Committees.

Associates shall not have voting rights and shall not attend Member's Only business meetings of the HSMNA.

Section 4. Dues. Dues shall be in an amount as determined from time to time by resolution of the Board of Directors and shall be payable yearly on the date designated by the Board of Directors.

Section 5. Meetings. There shall be held no less than four (4) times each year a meeting of the HSMNA for the purpose of providing information on issues, to present speakers, a financial report of the HSMNA, the discussion of information on resolutions of the Board of Directors and Committees appointed thereby, and to present matters for the vote of attending Members. The meetings will occur on a January, April, July and October schedule. From time to time for the purpose of conducting the business of the HSMNA, the Board of Directors may by resolution designate any HSMNA meeting to be for Member's Only.

Section 6. Removal. A Member or Associate of the HSMNA may be removed with or without cause by the vote of two-thirds (2/3) of the entire Board of Directors at any regular or special meeting of the Board of Directors. The Board of Directors may by resolution specify the duration in time for such removal and requirements for reinstatement.

## ARTICLE VIII

### Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any Officer(s) or agent(s) of the HSMNA, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the HSMNA, and such authority may be general or confined to specific instances and for limited periods of time.

Section 2. Drafts. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the HSMNA, shall be signed by such Officer(s) or agent(s) of the HSMNA and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the HSMNA shall be deposited from time to time to the credit of the HSMNA in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept or make on behalf of the HSMNA any contribution, gift, bequest or devise for the general purposes, or for any special purpose of the HSMNA.

Section 5. Operational Prohibitions. The HSMNA, its Board of Directors, Officers and agents, shall not do any act which shall constitute a basis for denial of tax exemption under applicable laws. In particular:

(a) The HSMNA shall not:

- (1) lend any part of its income or corpus without receipt of adequate security and a reasonable rate of interest;
- (2) pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered;
- (3) make any part of its services available on a preferential basis;
- (4) make any substantial purchase of securities or any other property for more than adequate consideration in money or money's worth;
- (5) sell any substantial part of its securities or other property for less than an adequate consideration in money or money's worth;
- (6) engage in any other transaction which results in a substantial diversion of its income or corpus to a person who has made a substantial contribution to the HSMNA, a member of the family of such person, or a corporation controlled by such person;

(b) The HSMNA shall not accumulate income amounts which are:

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

## ARTICLE IX

### Fiscal Year

The fiscal year of the HSMNA shall be January 1 through December 31 of each year unless otherwise designated by the Board of Directors.

## ARTICLE X

### Seal

The HSMNA may, but is not required to, have a seal and may conduct all activities in furtherance of its purpose, and execute all instruments necessary to any transaction conducted by the HSMNA without the imprinting of, or impressing on, a seal on said instruments.

## ARTICLE XI

### Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or these Bylaws, 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 the giving of such notice.

## ARTICLE XII

### Parliamentary Authority

Robert's Rules of Order, Newly Revised shall govern the proceedings of the HSMNA and its Board of Directors, unless otherwise provided by statute, its Articles of Incorporation, or these Bylaws.

## ARTICLE XIII

### Amendment to Bylaws

These Bylaws may be altered, amended or repealed by a two-thirds (2/3) majority of the entire Board of Directors, provided that:

- A. Thirty (30) days prior written notice shall be given to the Board of Directors and Members including a copy of the text of the change as proposed and a statement of purpose by its originator.
  1. Notice to Board of Directors. Notice shall be given in the same manner as required for special meetings pursuant to Article IV, Section 10.
  2. Notice to Members. Notice shall be given by publishing the required information in the HSMNA newsletter and delivering to Member addresses or by publishing the required information on the HSMNA website.
- B. Opportunity to speak at the meeting wherein a proposed change to these Bylaws is to be considered for action shall be provided to all Members subject to procedures established by resolution of the Board of Directors.

The provisions of this Article XIII apply solely to proposed action to change these Bylaws, and for that purpose only (where provisions differ), those of Article XIII take precedence over those of Article IV.

## ARTICLE XIV

### Indemnification

The HSMNA shall, and hereby binds and obligates itself, to the maximum extent permitted by applicable law, to indemnify any Director, Officer, employee or other representative of the HSMNA who was, is, or may be named a defendant or respondent in any proceeding as a result of such person's actions or omissions within the scope of such person's official capacity while acting on behalf of the HSMNA. The indemnification provided by this Article shall not be deemed exclusive of any rights to

which those seeking indemnification may be entitled under these Bylaws, agreement, vote of the Board of Directors, principle of law or otherwise, and shall continue to a person who has ceased to be a Director, Officer, employee or representative and shall inure to the benefit of the heirs, executors, administrators, devisees successors and assigns of such persons.

These Bylaws were originally adopted by the then existing Board of Directors of the HSMNA (Nancy Crume, Secretary) effective as of November 1992.

These Bylaws were amended by the then existing Board of Directors of the HSMNA (Vickie H. Moomaw, Secretary) effective as of December 12, 1994, June 13, 1995, and November 14, 1995.

These Bylaws were amended as set forth herein and duly approved and adopted by the Board of Directors of the HSMNA (Angelle Gremillion, Secretary) effective as of August 12, 2003.

## EXHIBIT A

The geographic boundaries of the Hollywood/Santa Monica neighborhood are:

The west side of East Grand Avenue from Sarasota Circle to the Santa Fe Railroad line; then along the Santa Fe Railroad line to Valencia Avenue; along Valencia Avenue (including residences on both sides of that street) to Gurley Street; along Gurley Street to Sarasota Circle (including residences on the south side of that street) to East Grand Avenue.