

Bylaws of Whispering Hills Neighborhood Association, Inc. A Non-Profit Corporation

Updated September 29, 2011

ARTICLE I

Offices

Section 1. Principal Office. The principal office of the Whispering Hills Neighborhood Association, Inc. (the "Association") shall be located in the City of Dallas, County of Dallas, State of Texas.

Section 2. Registered Office and Registered Agent. The Association shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Purpose

Section 1. Purposes of the Association. The purposes of the Association are to assure the beauty, safety, and stability of the neighborhood and surrounding community, to promote neighborliness and pride among the residents, to form a focal point for social programs and activities in the neighborhood, and to form a base for representation in matters affecting the Whispering Hills community.

ARTICLE III

Members

Section 1. Membership. The Association shall have one class of members. The designation of such class and the qualifications and rights of the members of such class shall be as provided in this Article III.

Section 2. Qualification. Each residential homeowner and each tenant holding a leasehold interest in property in the area bounded by Buckingham Road on the north, Walnut Street on the south, Dallas/Garland city limits on

the east, and Santa Fe Railroad tracks on the west in the City of Dallas, County of Dallas, State of Texas (herein referred to as the "community") is eligible to become a member of the Association by paying any dues and initiation fee prescribed by the general membership for each fiscal year; provided, however, that no residence is entitled or permitted more than one membership in this Association. Eligibility is to be without regard to race, creed, age, color, national origin, ethnicity, gender, disability, military status, sexual orientation, or political views.

Section 3. Rights of Members. Each member of the Association is eligible to serve as an officer or on any committee of the Association, to vote on matters as provided by these Bylaws, and to attend (with any members of his or her household) any business or social functions of the Association.

Section 4. Restrictions on Members. No member of the Association may use, or permit the use of, the name of the Association or any information obtained through membership in the Association for commercial, political, or any other purpose inconsistent with these Bylaws or the Association's Articles of Incorporation.

Section 5. Voting by General Membership. Voting shall be by written ballot, voice vote, or other method as prescribed by the chairperson of the meeting before each vote, unless otherwise provided by these Bylaws. Each paid-up membership shall be entitled to one (1) vote on each matter submitted to a vote of the membership, with said one (1) vote to be cast either jointly or separately by adult members of the residence. All matters voted upon, except the amendment of these Bylaws, shall be decided by a simple majority of those voting either in person or by proxy filed with the Secretary. Amendment of these Bylaws shall require a two-thirds (2/3) majority of those voting either in person or by proxy filed with the Secretary.

Section 6. Transfer of Membership. Membership in the Association is neither transferable nor assignable.

ARTICLE IV

Meetings of Members

Section 1. Annual Meeting. The members of the Association shall meet annually during the month of September, at a time and place selected by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the President, or by the Board of Directors, or by members representing not less than ten percent (10%) of all the votes entitled to be cast at the meeting.

Section 3. Notice of Meetings. Written or printed notice of any meeting of members, along with an agenda, shall be made to each residence entitled to vote at such meeting. This notice shall be delivered personally, mailed, or made in such other manner as the Board of Directors may prescribe. For an annual meeting, notice shall be given at least ten (10) days prior to the meeting. For a special meeting, notice shall be given at least two (2) days prior to the meeting.

Section 4. Quorum. Attendance by members, either in person or by proxy filed with the Secretary, **representing not less than ten percent (10%)** If all the votes entitled to be cast at the meeting, shall constitute a quorum for the transaction of business at any annual or special meeting. If a quorum is not present at any meeting of the members, a majority of the votes present may adjourn the meeting from time to time without further notice.

Section 5. Action Without a Meeting. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by members representing a majority of all the votes entitled to be cast at a meeting of the of the members.

ARTICLE V

Board of Directors

Section 1. General Powers. The affairs of the Association shall be managed by its Board of Directors.

Section 2. Composition of the Board of Directors. The Board of Directors of the Association shall consist of the officers of the Association, the immediate past president, and one (1) additional member who shall be elected at the annual meeting of the members in accordance with the procedures set forth in Article VI of these Bylaws.

Section 3. Tenure and Qualifications. Each Director shall serve for a maximum term of two **(2) fiscal years** and until a successor has been elected, with the exception of Treasurer, who has no term limit. Directors must be members in good standing in the Association.

Section 4. Meetings of the Board of Directors. The Board of Directors shall meet monthly, at a time and place prescribed by it at a previous meeting or prescribed by the President. Any Director who misses more than three (3) consecutive meetings of the Board shall be subject to removal from the Board by a majority vote of the remaining Directors. All meetings of the Board shall be open to any member of the Association.

4.01 Notice. Notice of any meeting of the Board of Directors shall be given at least forty-eight (48) hours prior to the meeting by written notice delivered personally, by telephone, postal service, or email. The President shall, if possible, furnish a written agenda to each Director at least one (1) day prior to the meeting.

4.02 Quorum. Actual presence of a simple majority of the membership of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present at any meeting of the Board, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 5. Voting by the Board of Directors. Voting shall be by written ballot or voice vote as prescribed and announced by the President prior to each vote. All matters voted upon, except the filling of vacancies on the Board, shall be decided by a simple majority of the Directors present and voting. The filling of vacancies on the Board shall be decided by a two-thirds (2/3) majority of the Directors present and voting.

Section 6. Compensation. Directors as such shall not receive any salary for their services.

Section 7. Action Without a Meeting. Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board.

ARTICLE VI

Officers

Section 1. Officers and Tenure. The Association shall have a President, a Vice President, a Secretary, and a Treasurer, each of whom shall serve for a term of one (1) fiscal year and no more than two successive years, except for the Treasurer, or until a successor has been elected. No person may be elected to serve in more than one (1) office at the same time.

Section 2. Election Procedure. Each year during the month of August, a temporary nominating committee shall be appointed by the Board of Directors for the purpose of selecting nominees for each office and the additional directorship for the next fiscal year. Notice of the names of the nominees so selected shall be given to the members at least thirty (30) days prior to the date of the annual meeting in the manner prescribed by the Board of Directors. The election of officers shall be held in September at the annual meeting of the general membership. Additional candidates may be nominated by any member of the Association from the floor at the annual meeting.

Section 3. Vacancies. If any officer 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.

Section 4. President. The President shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. The President shall call and preside at meetings of the Board of Directors and the general membership and shall perform such other duties as may be prescribed by the Board of Directors. The President shall be a regular member of the Board of Directors and an ex officio member of all Permanent and Temporary Committees and shall have authority to represent the Association in its relations with other persons and organizations.

Section 5. Vice President. The Vice President shall be a regular member of the Board of Directors, shall perform the duties of the President whenever the President is absent, unable, or unwilling to act, and shall perform such other duties as the President or the Board of Directors may prescribe.

Section 6. Secretary. The Secretary shall be a regular member of the Board of Directors, shall keep a record of the Association's membership and minutes of all meetings of the Board of Directors and the general

membership. The Secretary shall perform such other duties as the President or the Board of Directors may prescribe.

Section 7. Treasurer. The Treasurer shall be a regular member of the Board of Directors, shall collect dues, have custody of the Association Funds, pay bills within approved budgets, keep an accurate record of all receipts and expenditures, prepare a year-to-date financial report to be given at the annual meeting of the general membership, and perform such other duties as the President or the Board of Directors may prescribe.

Section 8. Compensation. Officers as such shall not receive any salary for their service.

ARTICLE VII

Indemnification of Officers and Directors

Section 1. Indemnification. Each officer and Director of the Association, in consideration of his services as such, shall be indemnified by the Association to the extent permitted by law against expenses and liabilities reasonably incurred by him in connection with the defense of any action, suit, or proceeding, civil or criminal, to which he may be a party by reason of being or having been a Director or an officer of the Association. The forgoing right of indemnification shall not be exclusive of any other rights to which the Director or officer or other person may be entitled by law or agreement or vote of the membership or otherwise.

ARTICLE VIII

Committees

Section 1. Permanent Committees. The Permanent Committees of the Association shall be as follows:

1.01 Civic Interest Committee. The civic Interest Committee shall monitor and support or oppose zoning changes and other civic and community issues pending or being considered by Federal, State, or local governmental authorities or other organizations.

1.02 Social Committee. The Social Committee shall plan and coordinate special programs and social activities for members of the Association.

1.03 Communication Committee. The Communication Committee shall prepare a periodic Association newsletter for members of the Association,

maintain the association Website, and be tasked with other forms of ongoing communication with association members as directed by the board.

1.04 Membership Committee. The Membership Committee shall be comprised of neighbor contacts, whose duties are to welcome new residents to the neighborhood, encourage them to join the Association, compile an annual directory of neighborhood residents, assist the Board of Directors in providing notices of meetings of the Association, distribute the Association newsletter and other information to the members of the Association, and other duties deemed necessary by the Board of Directors.

1.05 Volunteer Crime Patrol Committee. The Volunteer Crime Patrol Committee shall patrol the association area with personal vehicles and monitor security, safety, and traffic within and around the neighborhood and report any legal violations to the Dallas Police Department. The committee shall also maintain crime records for publishing in the newsletter and helping keep the telephone information line and website up to date.

1.06 Grounds and Improvements Committee. The Grounds and Improvements Committee shall strive to find and apply methods for improvements and beautification of the neighborhood in general.

1.07 Caring Neighbor Network Committee. The Caring Neighbor Network Committee duties include sending cards or flowers to residents that are experiencing crisis or illness.

Section 2. Temporary Committees. The Board of Directors may from time to time appoint such Temporary Committees as it deems necessary or convenient to perform specific activities.

Section 3. Membership of Committees. Within fifteen (15) days after the beginning of the fiscal year or the designation of a Temporary Committee, as the case may be, the newly elected Board of Directors shall select from the general membership a chairperson and at least two (2) additional members to serve on each committee. The President shall be an ex officio member of each Permanent and Temporary Committee.

Section 4. Meetings of Committees. Committees shall meet as often as necessary to effectively carry out their duties. Such meetings shall be called and chaired by the chairperson of the committee or his/her designated replacement.

Section 5. Committee Rules. Each committee may adopt rules, for its own government, not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 6. Reports by Committees. **The chairperson of each committee shall regularly attend Board of Directors meetings and report the activities of that committee.**

ARTICLE IX

Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver a instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Section 2. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as such shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be co-signed by any two of the Treasurer, President, or President Elect of the Association.

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

Section 4. Certain Transactions. The following types of transactions shall not be entered into without a vote by the general membership approving the same as provided herein:

4.01 Participation in administrative or legal proceedings, except as may be necessary to enforce rules and regulations adopted by the Association;

4.02 Contracts or transactions that may commit the Association to an amount, either alone, or in combination with other commitments, in excess of the total approved budget of the Association.

Section 5. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

ARTICLE X

Dues

Section 1. Annual Dues. **The annual dues payable to the Association for each membership shall be determined by the general membership.** The general membership may determine from time to time adjustments in the annual dues to be paid and/or the amount of initiation fee, if any.

Section 2. Payment of Dues. Dues shall be payable in advance on or before the first business day of January in each fiscal year. Dues for all new membership can be prorated from the first day of the month in which the membership is purchased for the remainder of the fiscal year of the Association.

Section 3. Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of thirty (30) days from the beginning of the fiscal year or period for which such dues become payable, his or her membership and the rights associated therewith shall automatically be terminated.

ARTICLE XI

Miscellaneous

Section 1. Books and Records. The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office, a record giving the names and addresses of the members entitled to vote. Any member or his agent or attorney may inspect all books and records of the Association for any proper purpose at any reasonable time. An audit of the books of the Association shall be prepared annually for presentation to the general membership. The Board of Directors shall designate an auditor other than a member of the Board of Directors. There shall be no compensation for the audit.

Section 2. Fiscal Year. **The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.**

Section 3. Seal. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association.

Section 4. Association Representatives. No person or committee shall be authorized to speak on behalf of, or use the name of, the Association except as duly authorized by the Board of Directors.

Section 5. 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 the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

Section 6. Amendment of Bylaws. These Bylaws may be altered, amended, or repealed at any meeting of the general membership by the affirmative vote of at least two-thirds (2/3) of all those voting either in person or by proxy filed with the Secretary, provided notice of the proposed alteration, amendment, or repeal is contained in the notice of such meeting.