

Association By-Laws

Last Amended June 24, 2008

1.1 ARTICLE I - NAME & LOCATION

1. 1. 1 NAME & LOCATION

The name of this Association shall be P.E.N.A. - West, herein referred to as the " Association". The Association will lie within the area bordered on the North by La Cosa, on the East by Hillcrest on the South by Beltline and on the West by Meadowcreek.

1.2 ARTICLE II - PURPOSE

1.2.1 PURPOSE

The purpose of the Association shall be to preserve and enhance the value of the property and improve the quality of life in the neighborhood, develop neighborhood cohesiveness and unity, encourage communication and interaction among neighbors, strengthen neighborhood safety and promote activities to prevent criminal activity in the neighborhood and such other purposes as customary of a neighborhood association or deemed warranted by the Association.

1.3 ARTICLE III - NON-PROFIT

1.3.1 NON-PROFIT

The Association shall be operated exclusively for non-profitable purposes. Funds that fall under the management of the Association shall not be used to benefit any individual member, officer, private individual, or political candidate.

1.4 ARTICLE IV - MEMBERSHIP

1.4.1 MEMBERSHIP

1.4.1.1 Eligibility

Any individual and his or her spouse that hold legal title to residential property in Prestonwood Estates West, in the city of Dallas, Texas or any individual and his or her spouse, who is renting and residing in said property, is eligible for membership in the Association and shall hereinafter be referred to as a "member". The members of the Association shall hereinafter be referred to as the "General Membership". In the case of rental property, the owner shall notify the Association in writing who shall hold the voting rights. If the owner declares that he will retain the voting rights, the renter will be considered as a member in good standing but without voting privileges. In the case that the owner of rental property does not notify the Association as to the disposition of the voting rights, then the owner has implied rights to cast a vote.

1.4.1.2 Dues & Assessments

The Association does not currently collect dues and will not assign assessments to its members. The Board can initiate dues with a two-thirds majority vote. Assessments can only be assigned if prior to the need for the assessment a majority vote (>50%) is affirmed by the General Membership.

1.4.1.3 Voting Rights

Each residential household shall be allowed one vote. Any vote that is not returned to the Association on or prior to the voting deadline will not be counted.

1.4.1.4 Association Meetings

The Association shall meet once a calendar year at a time and place determined by the Board. The required meetings may be held in conjunction with a social event, if notice is provided members to that effect. Members will be notified of the time and place of the meeting in the newsletter or by other written communication at least ten (10) days prior to the meeting date.

1.4.1.5 Special Meetings

Special meetings of the Association can be called by: a) the President;
b) at least four (4) members of the Board; or c) filing with the Secretary a written petition with at least twenty five percent (25%) of the General Membership signing the petition.

1.4.1.6 Board Meetings

The Board shall meet at least four times a year. The meetings shall be called and chaired by the President. A quorum for a board meeting shall consist of five Board members, two of which must be elected officers. All matters voted upon shall be decided by the majority of Board members present and voting.

1.5 ARTICLE V – OFFICERS

1.5.1 BOARD OF THE ASSOCIATION

The Board of the Association shall consist of the Block Captain Coordinator, the chairmen of all standing committees, up to two at-large members as determined by the Board and the following elected officers:

President, Vice-President, Secretary and Treasurer.

Elected officers shall be elected to serve for a term of two years or until their successor is duly elected. Non elected members of the Board shall serve for a term of two years or until their successor is appointed. For the first two years (2000 and 2001) of operation, provisional officers shall be chosen from the members of an ad hoc organizational committee. The names of persons so chosen shall be published in the newsletter. The first formal election of officers shall be held in the calendar year 2002. No elected officer shall hold more than one (1) elected office at the same time. Additional members can be added to the Board by a two-thirds majority vote of the Board members.

1.5.1.1 Duties of the Board

All members of the Board must remain members of the Association in good standing during their term in office. They shall act at all times in the best interest of the Association and shall represent the majority interest and desires of the General Membership. Their course of action shall be taken from these Bylaws, the Board and the General Membership. Each Board member shall safeguard the objectives of the Association and shall not represent his personal

opinions as those of the Association. Should any Board member's political, commercial or other interest conflict with the interest of the Association, the Board member shall make the conflict known to the Association and abstain from voting on that issue.

1.5.1.2 The President

The President shall preside at all meetings of the General Membership and the Board. "Roberts Rules of Order" shall be used as a guide. The President may appoint a parliamentarian when needed. The Board may prescribe other general duties as issues develop over time. The President will have the authority to represent the Association in its relations with other persons and organizations. Whenever the President is absent or otherwise unable to perform the duties of his office, the Vice-President shall perform those duties.

1.5.1.3 The Vice-President

The Vice-President shall be a regular member of the Board. The Vice President's duties shall include, but not be limited to, fulfilling the duties of the President in case of the President's absence or inability to serve, and performing such other duties as requested by the President or the Board.

1.5.1.4 The Secretary

The Secretary shall be a regular member of the Board. The Secretary's duties shall include, but not be limited to, acting as the Association's historian by keeping the records of the Association, taking and

preserving the minutes of meetings of the Board and the General Membership, assisting in the preparation of agendas and information to be included in newsletters and preparing voting materials for distribution to the members.

1.5.1.5 The Treasurer

The Treasurer shall be a regular member of the Board. The Treasurer's duties shall include, but not be limited to, overseeing the fiduciary responsibilities of the Association, preparing a financial report to present at the Board meetings, preparing a Summary of the financial report for distribution to the members at the end of the fiscal year, responding to requests from members for information regarding the expenses incurred by the Association and responding to requests from members for information regarding the current balance of the Association. The Board will determine the spending priorities and amounts that the Treasurer is authorized to disburse. All other itemized expenses presented by Board members or committee chairpersons must be pre-approved by the Board members. The Treasurer may disburse monies up to \$150 to individuals or vendors for the purchase of routine supplies or equipment to be used in the conduct of the Association's business. Disbursement of monies for more than \$ 150 shall require the signature of the President or other elected Board member, in addition to the Treasurer.

1.5.1.6 Limit of Authority

No member, committee member, Board member, or Officer, without the express written consent of the Board and the majority of the members, may obligate, contract or otherwise bind the Association

for the payment of any monies, except as provided for in 1.5.1.5 above.

1.5.2 ELIGIBILITY

Any Association member shall be eligible to hold any office.

1.5.3 NOMINATIONS

The election of the Association's officers will take place at a General Membership meeting. Approximately two months before the General Membership meeting, the Board shall send out an announcement to all Association members encouraging them to contact their Block Captain or a Board member if they would like to run for an elected office or suggest someone for nomination. The announcement will state the deadline for accepting such nominations and the time and place of the meeting where the elections will be held. The names of the candidates shall be distributed to the Association members prior to the General Membership meeting when the election will be held. At least one name shall be placed in nomination for each position. All interested nominees shall be placed in nomination if they are Association members and have agreed to serve. If there is no candidate for an office, the Board members can vote to allow the presiding officer to receive the nomination.

1.5.4 VOTING BY GENERAL MEMBERSHIP

Voting can be accomplished by written ballot, show of hands or roll call vote as announced by the President prior to each

vote. Except as otherwise stated herein, all matters voted upon shall be decided by the majority of members voting. The Board positions will be voted on at the appropriate annual meeting. The candidates for each office receiving the majority of the votes submitted by the members will serve on the Board for the allotted term.

1.5.4.1 Proxy / Absentee Voting

Proxy or absentee voting will be accepted if written notification is given to the Secretary prior to the meeting's call to order. Members not submitting a vote prior to the meeting will be assumed to accept the majority vote of the members.

1.5.5 VACANCIES

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

1.5.6 REMOVAL FROM OFFICE

Any Officer or Board member may be removed from office for cause. Removal for "cause" shall include, but not be limited to, failure to fulfill the duties of the office, conduct detrimental to the best interest of the Association, or acts or omissions giving rise to a cause of action at law or in equity against the Association. Said removal must follow these procedures:

The Association member(s) or Board member(s) requesting the removal of a Board member shall submit a written petition to the President stating the reasons for the requested action. The President shall evaluate the

petition and decide whether the appropriate action is discussion with the affected Board member or further inquiry by the Board. The President and affected Board member shall use their best efforts to reach a positive resolution. If a positive resolution is not reached, the President and the Board may solicit voluntary resignation by the affected Board member, forcibly remove the affected Board member from office by Board vote, or return the petition to the submitter indicating the reasons why the Board does not feel the requested action is warranted. If the submitter is not satisfied, the submitter, with the support of at least five Association members, may resubmit the petition requesting that the matter be voted on by the Association. The President shall then call a special membership meeting. The petitioners and the affected Board member shall be invited to present their points of view and a vote shall be taken. It shall take a two-thirds vote of the members in attendance to remove said Board member from office. Should the petition be against the President, the Vice President shall preside over the proceeding.

1.6 ARTICLE VI – COMMITTEES

1.6.1 MEMBERSHIP

Committee Membership requirements are as follows:

The Board is responsible for determining the size and composition of the Association's standing committees. Board members may serve on as many committees as deemed desirable by the Board. The

Board may appoint the chairperson or the committee may choose its own chairperson if the Board determines that is best. Committee members may be solicited from the Association's membership by the committee chairperson or appointed by the Board. A vice-chairperson shall be elected by the members of the Committee to conduct the business of the committee and attend Board meetings when the chairperson is not available. Additional committees may be formed as deemed necessary by a majority vote of the Board.

1.6.2 SOCIAL COMMITTEE

The Social Committee member's duties are to plan and manage special social functions for Association members and welcome new residents.

1.6.3 CIVIC AFFAIRS COMMITTEE

The Civic Affairs Committee member's duties are to attend meetings of governmental bodies affecting the Association and monitor and recommend to the Board support or opposition to zoning changes and other community issues which could affect the neighborhood.

1.6.8 CRIME PREVENTION COMMITTEE

The Crime Prevention Committee member's duties are to report unsafe situations in the neighborhood and make recommendations to the Board to improve the safety of the neighborhood. The members are to develop activities to facilitate neighbors working together to prevent criminal activity and implement the basic Crime Watch guidelines as

recommended by the Dallas Police Department in the Crime Watch Manual.

1.6.9 COMMUNICATIONS COMMITTEE

The Communications Committee member's duties are to respond to communications received from Association members and non-member residents as determined by the Board, The members shall keep the Association members informed of the business of the Association and activities in the neighborhood by overseeing the preparation of newsletters and updates for distribution by the Block Captains,

1.6.10 BLOCK CAPTAINS AND THE BLOCK CAPTAIN COORDINATOR

The Block Captains duties are to maintain communications with Association members on their block and as appropriate, with non-member residents. The Block Captains shall distribute newsletters, event announcements, voting documents or other solicitations prepared by the Board and its committees. Block Captains shall also keep the Board and its committees apprised of suggestions and feedback from members living on their block.

The Block Captain Coordinator is the Board member designated to keep Block Captains informed on Association affairs and receive information from Block Captains for Board members use. With the assistance of Board members and committee chairpersons, the Block Captain Coordinator is also responsible to see that the initiatives needing Block Captain action are coordinated to ensure the efficient use of the Block Captain time,

1.7 ARTICLE VII - AUDITS

A member approved by the Board shall do an annual audit of the accounts of the Association at the end of each fiscal year and at the time the office of Treasurer is changed.

1.8 ARTICLE VIII - BUDGET

An annual budget shall be prepared by the Board and distributed to the members.

1.9 ARTICLE IX - FISCAL YEAR

The fiscal year shall be from April 1 through March 31.

1.10 ARTICLE X - AMENDMENTS

These Bylaws may be amended at a meeting or special meeting of the members with a two-thirds majority of those voting. The proposed amendment to the Bylaws must be submitted to the Board and the General Membership for review at least thirty days prior to such meeting.