

**LAKE HIGHLANDS AREA IMPROVEMENT ASSOCIATION
BYLAWS**

Approved by 11 votes of members attending the Bylaws Committee meeting, June 18, 2001 and modified January 21, 2002, April 21, 2003 and October 18, 2004.

**ARTICLE ONE
ORGANIZATION**

1.1 Establishment. The Lake Highlands Area Improvement Association is hereby established as an alliance of neighborhood organizations and associations hereinafter referred to as the "Association". The neighborhood organizations and associations that join the Association are hereinafter referred to as the "Members".

1.2 Boundaries. The boundaries shall follow the attendance area of the Lake Highlands High School which generally follow: White Rock Creek and the DART Central rail line on the west, LBJ Freeway, Greenville Avenue and Walnut Street on the north, AT & SF Railroad, Forest Lane and approximately 1/2 mile east of Plano Road on the east and Northwest Highway on the south.

1.3 Goals. The goals of the Association shall be to:

1.3.1 protect and promote the concepts of home ownership and neighborhood self-determination;

1.3.2 enhance the quality of life for all citizens residing within its boundaries;

1.3.3. increase the effective participation of its citizens in local and state government; and

1.3.4 encourage the city and state to enact and enforce ordinances and laws conducive to these ends.

1.4 Purposes. The purposes of the Association shall be to:

1.4.1 educate citizens and neighborhood organizations or associations about issues affecting the Lake Highlands area,

1.4.2 improve communication, share information and promote cooperation among neighborhood organizations and associations,

1.4.3. identify common interests among neighborhood organizations and associations and develop strategies to address related problems impacting these associations,

1.4.4 . investigate issues that adversely impact the Lake Highlands area,

1.4.5 develop and implement action plans to improve the quality of life of the area,

1.4.6 present the views of the residents responsibly and clearly to officials and government bodies representing citizens within the boundaries described in Article 1.2 above, and

1.4.7 assist interested citizens in forming organizations and associations for their neighborhood.

1.5 Tax Status. The Association shall operate exclusively for nonprofit purposes. No part of its net earnings shall inure to the benefit of any Member, officer or director; nor shall it ever declare or make to

any such persons any dividend or other distribution. It shall take no action, which would constitute a basis for denial of tax exemptions under applicable law.

1.6. Location. The Association office shall be located at _____ unless otherwise established by the Board of Directors.

1.7 Operation. The operating year of the Association is January 1 through the following December 31.

ARTICLE TWO GENERAL MEMBERSHIP

2.1 Eligibility. Any active neighborhood organization or association which operates within the area described in Article 1.2 or is contiguous to the described area is eligible to become a Member of the Association after: producing a copy of their current bylaws that do not conflict with the goals of the Association, acceptance of application by the Association board and by paying dues. Each Member will be entitled to one vote in all Association business matters. Eligibility is to be without regard to race, creed, color or national origin.

2.2 Representation. Each Member shall appoint two representatives to the Association one of which shall be the President of the Member. These Member representatives will hereinafter be referred to as the "Representatives". These Representatives shall represent the interests of the Member to the Association. The Representatives shall be named at the time the Member applies for membership as part of the application for Association membership.

2.3 Rights of Members. The Representatives are eligible to serve as an officer or serve on any committee of the Association and to attend any business or social functions of the Association. One of the Representatives will be designated by the Member to cast the single Member's vote on matters as provided by these bylaws. Members are encouraged to involve other people from their neighborhoods to participate in Association activities and functions.

2.4 Restrictions on Members. No Member shall use, or permit the use of, the name of the Association or any information obtained through Association membership for commercial purposes or any other purposes that are inconsistent with these bylaws. The Association or its officers shall not make a statement in support of, or in opposition to, any political candidate on behalf of the Association. However, this does not prohibit a Member from supporting or joining a political action group, so long as the name of the Association is not utilized.

2.5 Voting by Membership. The Association shall make decisions by written ballot or voice vote as prescribed and announced by the President prior to each vote. All matters voted upon shall be decided by a simple majority of the Members voting, either in person at the meeting or by written proxy filed with the Secretary. Proposed amendments to these bylaws shall be submitted to the board and shall be distributed to all members prior to the membership meeting at which the discussion and vote on said change(s) will take place. Amendments to these bylaws shall require a two-thirds majority of current members of the Association, either in person at the meeting or by written proxy filed with the Secretary.

ARTICLE THREE MEETINGS

3.1 Meetings of Membership. The Members of the Association shall meet at least annually for the election of officers at a time and place selected by the President. The President may call other meetings as needed. The Association President shall provide written notice along with the agenda of any such

meeting by e-mail, fax, or mailer at least thirty (30) days prior to the meeting and written proxies as necessary prior to the election. Fifty-one percent (51%) of the Members shall be considered a quorum.

ARTICLE FOUR ELECTIONS

4.1 Officers. The Association shall have the elective officers described in Article Five. The elective officers shall be known as the Board of Directors.

4.2 Balloting. The Members shall elect officers at a general meeting of the Association based on a majority of votes cast. In the event that no one candidate receives a majority of the votes cast, the two candidates receiving the highest number of votes shall be voted upon again in a run-off.

4.3 Term. All officers shall take office at the start of the Associations operating year and shall serve a staggered term of two (2) years or until their successors are duly elected. In even numbered years the President, Secretary, Vice President -Membership and Vice President - Support shall be elected. In odd numbered years the Executive Vice President, Treasurer and Vice President - Communications shall be elected. See Article 11 for procedures electing and establishing the staggered terms for the first Board of Directors.

4.4 Vacancies. Whenever a vacancy occurs in any office, the Association Board of Directors shall appoint a Representative to fill the vacant office for the balance of the unexpired term.

4.5 Election Procedure. At the 3rd quarterly meeting, the President shall appoint a nominating committee chair and a nominating committee consisting of at least three people representing different organizations for the purpose of selecting nominees for each eligible office for the next operating year. The committee chair should be a current officer. The nominating committee shall recommend a slate of officers to the Board of Directors and upon approval, the Board of Directors shall announce and publish the names of the nominees to the voting members prior to the election. The members of the Association shall elect officers at the 4th quarter general meeting of the Association membership. Any members of the Association at that meeting may nominate additional candidates. Absentee ballots must be submitted to the Secretary prior to the Call to Order of the meeting.

4.6 Removal of an Officer. The Board of Directors may remove an officer with a majority vote at a regularly called board meeting.

4.7 Other. The Association officers cannot hold an elected state or local government position, which has authority or jurisdiction over neighborhood issues.

ARTICLE FIVE OFFICERS

5.1 General. The Association shall have a President; Executive Vice President, Secretary, Treasurer, Vice President - Membership, Vice President - Communications and Vice President - Support elected to serve for a term of two operating years. No person may be elected to serve in more than one office at the same time. Officers must be representatives of Members and may hold both an Association office as well as a Member office. It shall be the intent to have Representatives from as many neighborhood organizations or associations as possible serve as officers or members of committees in order to balance participation throughout the Association membership.

5.2 Duties of Officers.

5.2.1 The President shall:

5.2.1.1 call and preside at all meetings of the Board of Directors and the general membership.

5.2.1.2 serve as Chairperson of the Board of Directors of the Association and an ex officio member of all committees.

5.2.1.3 assist committee chairpersons.

5.2.1.4 represent the Association in its relations with persons and organizations outside the Association

5.2.1.5 sign checks in the absence of the Treasurer

5.2.1.6 communicate through a periodic newsletter. See 5.2.6.2.

5.2.1.7 appoint an ad hoc independent Audit Committee from time to time to audit the Associations books and financial records, but no less than every two years and every time a new Treasurer takes office.

5.2.1.8 shall perform such other duties as may be prescribed by the membership

5.2.1.9 Assemble a nominating committee at the 3rd quarterly meeting to prepare a slate of officers to be voted on at the 4th general meeting. (see Article 4.5)

5.2.2 The Executive Vice President shall:

5.2.2.1 preside in the absence of the President or the in event of the President's inability or refusal to act shall perform the duties of the President. When so acting, the Executive Vice President shall have all the powers of and be subject to all the restrictions upon the President.

5.2.2.2 perform such other duties as from time to time may be assigned to the Executive Vice President by the President or by the Board of Directors.

5.2.2.3 plan and schedule quarterly general meeting agendas and meeting sites.

5.2.2.4 oversee, coordinate and monitor web site content.

5.2.3 The Secretary shall

5.2.3.1 take roll and record minutes of all scheduled meetings of the Board of Directors and general membership. Create documentation for distribution and website posting.

5.2.3.2 generate official correspondence of the Association subject to review by the Board of Directors and maintain important documents, records and correspondence.

5.2.3.3 prepare, receive and tabulate absentee ballots.

5.2.3.4 perform such other duties as the Board may prescribe.

5.2.4 The Treasurer shall

5.2.4.1 be responsible for the safekeeping of funds including separate designated funds, and the maintenance of current books and records of all financial receipts, disbursement, assets, and liabilities of the association.

5.2.4.2 possess and safeguard important documents and records including 501(c)3 history, tax history, insurance, etc.

5.2.4.3 bill and collect Membership dues in the 4th quarter for the next calendar year. (see Article 5.2.5.3)

5.2.4.4 prepare reports to the Board of Directors and present current financial reports previously approved by the Board of Directors to the general membership on a regular basis and at the annual meeting of the membership.

5.2.4.5 sign checks for budgeted disbursements of the Association. All checks for unbudgeted items will require the approval of the Board. (See Article 6.2) Make disbursements with invoice or receipt, budget line item classification, and approval by the appropriate Committee Chairperson or Officer.

5.2.4.6 Prepare all financial reports and disclosures for approval by the Board of Directors that may be required from time to time by outside regulatory authorities including all required tax returns for the organization in accordance with the law

5.2.4.7 Submit financial records to the Audit committee as requested by the President or by a majority of the Board.

5.2.5 The Vice President - Membership shall:

5.2.5.1 oversee and solicit membership in the Association by those neighborhood associations established and operating within the boundaries defined in Article 1.2.

5.2.5.2 notify Members regarding meeting time(s) and location(s). Communicate regularly with Members to exchange information, establish a pool of volunteers for standing and ad hoc committees, and to insure quorums.

5.2.5.3 maintain an accurate Member database for use by the association and the Treasurer for billing and collecting Member dues. Protect the database from unauthorized use.

5.2.5.4 assist interested groups of citizens to form new neighborhood organizations.

5.2.6 The Vice President-Communications shall:

5.2.6.1 promote public awareness of the Association through press releases, meeting arrangements, hospitality, political forums, and community relations.

5.2.6.2 assemble quarterly association newsletter for e-mail distribution and website, including information from committee reports and a variety of sources.

5.2.6.3 assemble and oversee ad hoc community relations committees to monitor and communicate with RISD/DISD; private schools; churches; city and government offices; residential realtors; professional and civic organizations; special interest clubs - using formal committee reporting forms and procedures.

5.2.7 The Vice President - Support shall

5.2.7.1 administer the internal affairs of LHAIA. Review the Bylaws and Standing Rules for clarity and consistency with the stated Mission and activities. Insure that the Bylaws and Standing Rules are followed.

5.2.7.2 develop and maintain the Standing Rules (see Section 9.6) for the Association. The Standing Rules are the policies and procedures needed to insure the consistency and quality of the organization. They may be established or changed by a majority vote of the membership or Board of Directors.

5.2.7.3 oversee the 3 standing and other ad hoc committees, not otherwise assigned - using formal committee reporting forms and procedures.

5.2.7.4 assemble and oversee a strategic planning committee to review and evaluate the mission and objectives of the association, draft budgets, and recommend strategies relative to long-term funding.

ARTICLE SIX BOARD OF DIRECTORS

6.1 Composition. The Board of Directors is defined in Article 4.1.

6.2 Duties of the Board of Directors. The Board of Directors shall be responsible for setting Association policy and managing the affairs of the Association. Also, they shall establish a budget, approve unbudgeted expenditures, oversee all committees, and perform other duties as may be prescribed by the bylaws.

ARTICLE SEVEN COMMITTEES

7.1 Standing Committees. The Standing Committees of the Association shall include a Crime Watch Committee, a Code Enforcement Committee, and an Economic Development Committee. The Board of Directors may establish additional standing committees of the Association as necessary to best fulfill the goals and purposes of the Association.

7.2 Ad Hoc Committees. The President of the Association may appoint ad hoc committees as deemed necessary to perform specific activities.

7.3 Membership of Committees. A chairperson for each committee shall be appointed by the Board of Directors and shall serve for a term of two (2) years or until a successor is duly appointed. A chairperson may be appointed consecutively no more than two times. (maximum of four consecutive years in a given job.) Membership on any committee shall be open to any individual. The committee chairperson shall appoint the committee membership.

7.4 Meetings of Committees. Committees shall meet as often as necessary to carry out their duties effectively. The committee chairperson shall call such meetings. The chairperson should notify the Association President of meetings; the Board of Directors may attend meetings.

7.5 Reports by Committees. The chairperson of a committee may be asked to report on the committee's activities at any meeting of the Association. The chairperson shall, when requested, provide written reports to the membership through the mail when necessary.

ARTICLE EIGHT DUES AND ASSESSMENTS

8.1 Establishment of Dues. The Board of Directors shall establish the annual membership dues.

8.2 Payment of Dues. The Treasurer shall be responsible for assessing and collecting dues from Members. Members shall make timely payment of dues to the Association Treasurer. Nonpayment of dues shall make Members ineligible for continued membership in the Association and require the Treasurer and Secretary to delete it from any future mailing or directories.

8.3 Assessments. The membership may vote to assess itself for expenditures required to carry out the goals and purposes of the Association as described in these bylaws.

ARTICLE NINE MISCELLANEOUS

9.1 Amendments. The bylaws may be amended, repealed, or modified in whole or part at any regular meeting of the Association upon affirmative vote by two thirds (2/3) of the current Members present, provided, however, that written notice of any proposed amendment shall be given to each Member at least thirty (30) days prior to the meeting at which a vote is to be called.

9.2 Status. The Association shall not take any action, which will constitute a basis for denial of its status as a nonprofit and/or tax exempt organization under applicable law.

9.3 Dissolution. In the event of dissolution of the Association, whether voluntary or involuntary, the net assets after Association payment of all claims and expenses shall be distributed proportionally based on dues paid by the paying Members for that operating year.

9.4 Remuneration. An officer or committee chairperson shall receive no remuneration for services, but shall be entitled to reimbursement for actual, reasonable expenses incurred in connection with Association affairs.

9.5 Public Statements. Only the President and his/her appointed and authorized representative from the Association shall speak and act on behalf of the Association.

9.6 The Board of Directors or the Membership may establish or modify Standing Rules by a majority vote. Standing rules are policies, administrative procedures or definitions of responsibilities to operate the organization.

ARTICLE TEN PARLIAMENTARY AUTHORITY

10.1 Parliamentary Procedure. The rules contained in the current edition of Robert's Rules of Order shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules this Association may adopt.

ARTICLE ELEVEN
INITIAL APPROVAL OF BYLAWS AND TRANSITION

11.1 Approval. These Bylaws shall be effective upon ratification by a majority vote of the neighborhood organizations or associations present at an official meeting of the Lake Highlands Improvement Association Bylaws Committee, the Bylaws Committee Chairperson presiding and shall supersede any previous Bylaws. To be eligible to vote, the neighborhood organizations or associations will submit two Representative nominees for their neighborhood with a check made out to the Lake Highlands Improvement Association for \$100. Each organization will have one vote.

11.2 Initial Election of Officers. Once these Bylaws are approved, those Members in attendance will elect the seven officers of the Association per Article 4 with one vote per Member. The President, Secretary, Vice President -Membership and Vice President - Association Support shall be elected for a one year term. The Executive Vice President, Treasurer and Vice President - Communications shall be elected for a two-year term to establish the staggered terms. Nominations from the floor will be permitted per Article 4.5. The Bylaws Chairman shall preside until the new President has been elected.