

**ARTICLES OF ASSOCIATION AND BYLAWS
EASTERN HILLS NEIGHBORHOOD ASSOCIATION
A NON-PROFIT ORGANIZATION**

REVISED 04/16/2023

Article I

- Section 1 Name: The name of this organization shall be the EASTERN HILLS NEIGHBORHOOD ASSOCIATION
- Section 2 Association Boundaries: The boundaries for the Association will consist of Weiler Boulevard on the west from Meadowbrook Drive north to Shadow Creek and Meadowbrook Golf Course from Shadow Creek north to Brentwood Stair, Brentwood Stair on the north, Oak Hill Road on the east and Meadowbrook Drive on the south. This location is in the city of Fort Worth, Tarrant County, Texas.

Article II

Purpose and Objectives

- Section 1 Purpose: The purpose and objectives of this Association shall be to protect, promote and advance the quality of living in the Meadowbrook Hills and Eastern Hills area as described in Article I, Section 2; to serve and represent the members of this Association in civic and community affairs regarding local, state and federal government matters; to foster programs for the benefit and improvement of the area; to maintain and increase the property values and quality of life of the area and to generate the funds necessary to finance the Association through non-profit means.
- Section 2 Objective: The sole objective of this Association is to be civic and community minded on matters and issues that affect its membership. The Association shall be non-political and non-partisan; endorsing only programs of interest and benefit to its membership.

Article III

Membership and Dues

- Section 1 Types: There shall be two (2) types of household memberships, Resident Property Owners and Resident Non-Property Owners.
- (a) Resident Property Owners: All resident property owners within the boundaries described in Article I, Section 2 shall be eligible for a non-transferable membership in this Association and be eligible to run for any elected office.
 - (b) Resident Non-Property Owners: Those residents who are not property owners but live within the boundaries described in Article I, Section 2, in leased or rented, single or double family dwellings shall be eligible for a non-transferable membership in this Association but will not be eligible to run for any elected office or committee ~~chair~~ **coordinator**.

Section 2 Participation: No one shall be entitled to participate in the affairs of this Association or hold office except members in good standing as to payment of their dues and those eligible for membership as defined above.

Section 3 Dues:

- (a) Every membership shall be required to pay annual dues.
- (b) Annual dues are set by a majority vote of the membership based on recommendations from the Board of Directors.
- (c) Annual dues shall be \$25.00 per year effective 2016. The dues period shall run the fiscal year.
- (d) No annual dues shall be refunded in the event of any withdrawal from participation in the Association.

Article IV

Voting

Each membership shall be entitled to an aggregate of one vote as follows:

One house / unit equals one vote.

Article V

Fiscal Year

Section 1 Duration: The Association's fiscal year effective in calendar year ~~2006~~ 2023 and thereafter, shall begin ~~January 1~~ at the annual meeting and continue until the next annual meeting.

Section 2 Officers, Board Members and Special Appointments: All Officers, Committee ~~Chairs~~ **Coordinators** and Special Appointed Committees or Projects shall serve their term according to the time of appointment but their term will expire at the conclusion of election of new officers at annual meeting, unless reappointed by a succeeding President or succeeding Board of Directors.

Article VI

Meetings

Section 1 Annual Meeting: ~~An annual meeting of the membership of the Association shall be held on the third Tuesday of the month of January. All member units shall be advised in writing of the date as least 10 days before the date. The election of officers and the transaction of other such business shall be carried out at the annual meeting.~~ The first meeting of each year will be the annual meeting, at which election of officers and the transaction of other such business shall be carried out. This meeting will normally be held on the third Tuesday of the month of January. If the meeting cannot be held at this time because of weather, pandemic, or other crisis situation, the annual meeting will be held during the first month of the year that is safe for a large gathering. All member units shall be advised of the date in writing at least 10 days before the meeting.

Section 2 Regular and Special Meetings: Regular and special meetings of the Association shall be held at such time and place as may be determined by the Board of Directors. All member units shall be advised in writing before the date of such meetings.

Section 4 Quorum: The member units present at any annual, special or regular meeting of the membership of the Association shall constitute a quorum for the transaction of business, and a majority vote shall govern. Exception: Bylaws changes require 2/3 vote of members present.

Article VII

Board of Directors

Section 1 Compilation: The Board of Directors of this Association shall consist of the individually elected Officers, Standing Committee ~~Chairs~~ Coordinators and the immediate Past President, as an ex-officio member, as specified herein.

Section 2 Duties: The Board of Directors of this Association shall perform their duties as prescribed by these Bylaws.

Section 3 Meetings: Meetings of the Board of Directors may be called by the President or upon signed written notice to the President by three other members of the Board.

Section 4 Quorum: The members of the Board of Directors present at any meeting, but not less than five, two of which are elected officers, shall constitute a quorum for the transaction of all business except as provided elsewhere in these Bylaws.

Article VIII

Executive Committee

Section 1 Executive Committee: The President, Vice-President, Secretary, Treasurer, Parliamentarian and the immediate Past President, as an ex-officio, advisory member, shall constitute the Executive Committee.

Section 2 Executive Committee Purpose and Authority: The purpose of the Executive Committee is to coordinate the activities and agenda of the Board of Directors. The Executive Committee's authority is limited to the authority of each Officer as provided in these Bylaws and matters of an emergency nature that may affect the members of the Association. All such emergency matters must be presented to the members at the next Association meeting.

Article IX

Officers

Section 1 Officers: The Officers of the Association shall consist of a President, Vice President, Secretary, Treasurer and Parliamentarian.

Section 2 Election: The Officers of the Association shall be elected ~~for terms of one year beginning at the start of each fiscal year~~ **annual meeting. The terms of office will be until the next annual meeting.** The election of Officers shall be by majority vote of the membership present at the annual meeting from the willing slate of candidates presented by the Nominating Committee. Nominations from the floor must have candidate's approval. Voting may be by voice or ballot vote.

Section 3 Term: Officers shall begin their term of office at the close of the annual meeting at which they are elected.

Section 4 Vacancies: The Board of Directors shall fill a vacancy in any elected office created by the resignation or demise of an Officer from the membership, by majority vote of the Board, to serve for the remainder of the term of ~~the office in~~ of the position which was vacated. **When no one is nominated to fill an elected position, the President will assign someone to fill the position.**

Section 5 Resignations: Resignations may be tendered orally at any meeting of the Board of Directors or by written notice to the Secretary. The Secretary shall give written notice of resignation to the President.

Section 6 Removal: An officer ~~shall~~ **may** be removed from office, for cause, by a majority vote of the Board of Directors. **Cause is defined as any impropriety that does not reflect the values of the Association.**

Article X

Duties of Officers

Section 1 President:

- Preside at all meetings of the Association.
- Be the ~~Chairman~~ **Coordinator** of the Board of Directors.

- Be an ex officio member of all Committees, whether standing or specially created, except the Nominating Committee and the Audit Committee.
- Appoint, with Executive Committee approval, the ~~Chairs~~ **Coordinators** of all Standing Committees
- Appoint such Special Committees, Projects and their ~~Chairs~~ **Coordinators**, as necessary. Such Special Committees and Projects will expire with the President's term unless reappointed as described in Article X, Sections 1 and 2 of these Bylaws.
- Be one of three signatories on the banking account(s) of the Association.
- Have general supervisions of the Association and enforce proper obedience to the Bylaws of the Association.
- Ensure that elected Officers and Committee ~~Chairs~~ **Coordinators** perform their respective responsibilities.
- Determine the results of voice votes of the association
- Sign with the Secretary or any other officer of the Association designated by the membership or the Board of Directors any obligations, official correspondence, contracts or other instruments which the membership of the Board of Directors has approved for execution, except in instances where the execution thereof shall be expressly delegated to another officer of the Association.
- Perform other duties as prescribed by majority vote of the membership or the Board of Directors.

Section 2 Vice President:

- Perform all duties of the President in the absence of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President.
- **Be a member of the Association's Board of Directors.**
- Be one of three signatories on the bank account(s) of the Association.
- Be responsible for the Membership Committee and the welcoming of new members.
- Perform other duties as prescribed by **majority vote of** the membership, the Board of Directors ~~and~~ **or** the President.

Section 3 Secretary:

- Be the official correspondent for the Association.
- **Be a member of the Association's Board of Directors.**
- Keep accurate records and minutes of the meetings of the Association and the Board of Directors.
- Be responsible for all notices to the membership and the Board of Directors in accordance with the provisions of the Bylaws or as required by law.
- Serve as the custodian of all official records and documents of the Associations except the financial or banking records;

- Contact members of the Board of Directors concerning special meetings scheduled by the President.
- Be responsible for notices, minutes and other information that is to be published in the newsletter and for forwarding this information to the Newsletter Editor.
- Perform other duties as **prescribed by majority vote of** the membership, the Board of Directors or the President ~~prescribe~~.

Section 4 Treasurer:

- Have general supervision over the finances of the Association.
- **Be a member of the Association's Board of Directors.**
- Receive all monies due the Association; in a timely manner issue receipts and deposit all monies received in a bank designated by the Board of Directors.
- Prepare an annual budget to be presented for membership approval at the first meeting after the beginning of each new fiscal year.
- Report to the Association monthly on the receipts and disbursements.
- Keep the Board of Directors informed on the financial status of the Association and make other such reports as may be required.
- Be one of three signatories on the bank account(s) of the Association.
- Have single signature privilege on disbursements of \$350.00 or less. Disbursements of Association monies greater than \$350.00 will require approval of the membership or Board of Directors and the additional signature of the President or Vice President.
- At the end of each fiscal year, make all financial records available to the Audit Committee for **independent professional** audit.
- Sign the Audit Committee report to the membership in agreement or disagreement.
- Perform other duties as **prescribed by majority vote of** the membership, the Board of Directors or the President ~~prescribe~~.

Section 5 Parliamentarian:

- Impartially advise the membership and the Board of Directors at all meetings with regard to the provisions of these Bylaws and proper parliamentary procedure according to the authority of The Modern Edition of Robert's Rules of Order, as well as the President, Vice President, and Standing Committee ~~Chairs~~ **Coordinators** in their presiding duties.
- **Be a member of the Association's Board of Directors.**
- Be responsible for an annual review of these Bylaws at the beginning of the fiscal year.
- Should bylaw revisions be necessary or desired by the membership, serve as ~~Chair~~ **Coordinator** or ~~Co-Chair~~ **Co-Coordinator** of the Bylaw Revision Committee.

- Perform other duties of a procedural nature as prescribed by majority vote of the membership, the Board of Directors or the President.

Article XI

Duties of ~~the Board of Directors~~ Standing Committee Coordinators

Section 1 Crime Watch ~~Chair~~ Coordinator:

- Be a member of the ~~Board of Directors~~ of the Association's Board of Directors.
- Be responsible for organizing the homes within the boundaries of the Association into groups and assigning a Block Captain for each group.
- Be responsible for the Crime Watch Committee. ~~along with the Chair of the Code Blue committee.~~
- Represent the Association on regional and city-wide crime prevention programs.
- Keep the Association, the Board of Directors and the Newsletter Committee apprised of matters of interest, concern and recognition within the groups.
- Make recommendations to the Board of Directors on civic and community matters that affect property and the residents within the boundaries.
- Work with the Fort Worth Police Department and the ~~Code Blue committee~~ Citizens on Patrol on matters of safety, security and confidentiality of ~~the~~ property within the Association boundaries and supervise the dissemination of information as necessary.
- Advise the Association and Membership Committee of changes of ownership, occupancy or notable conditions within the boundaries.
- Perform other duties as prescribed by majority vote of the membership, the Board of Directors or the President.

Section 2 ~~Fort Worth League of Neighborhoods/Governmental Affairs~~ City/Neighborhood Liaison ~~Chair~~ Coordinator:

- Be a member of the Association's Board of Directors.
- Be the delegate ~~from the Association~~ in Eastern Hills' capacity to represent the Association in the affairs of ~~the~~ Fort Worth ~~League of Neighbor Associations~~ and the East Side community
- Monitor City Council, City Council Committees, the City Manager, City Boards and Commissions.
- Be responsible for the Governmental Affairs Committee.
- Monitor the needs of the membership with regard to public utilities, streets, lighting, and other services and matters concerning common usage within the boundaries of the Association.

- Keep apprised of the current City Code Compliance regulations and report any violations to the Code Enforcement officer.
- Act as the Association's liaison to utility and public service providers and to the Code Enforcement Department.
- Report the activities to the membership and the Board of Directors.
- Perform other ~~such~~ duties as ~~may be directed~~ prescribed by majority vote of the membership, ~~and~~ the Board of Directors, or the President..

Section 3 Beautification ~~Chair~~ Coordinator:

- Be a member of the Association's Board of Directors.
- Be responsible for coordinating the Beautification Committee's activities, including yard of the month.
- Identify projects for the membership's approval.
- Report the Committee's activities to the membership and the Board of Directors.
- Perform other ~~such~~ duties as ~~may be directed~~ prescribed by majority vote of the membership, ~~and~~ the Board of Directors, or the President..

Section 4 Program/Social Activities ~~Chair~~ Coordinator:

- Be a member of the Association's Board of Directors.
- Be responsible for the Program and Social Activities Committee.
- Coordinate with the President and other Committee ~~Chairs~~ Coordinators to provide speakers and programs of interest as well as activities for fellowship, entertainment and constructive purposes for membership meetings and events.
- Plan and coordinate the social activities of the Association.
- Report the Committee's activities, upcoming programs and events to the membership and the Board of Directors.
- Perform other ~~such~~ duties as ~~may be directed~~ prescribed by majority vote of the membership, ~~and~~ the Board of Directors, or the President..

Section 5 Food Coordinator ~~Chair~~:

- Be a member of the Association's Board of Directors.
- Be responsible for purchasing all food, supplies, decorations, and refreshments for all events and assembly meetings;
- Confer with and collaborate efforts with the Program/Social Activities ~~Chair~~ Coordinator to determine the required amount and need for food and supplies, when necessary, for events;
- Coordinate with other volunteers providing refreshments.
- Perform other ~~such~~ duties as ~~may be directed~~ prescribed by majority vote of the membership, ~~and~~ the Board of Directors, or the President..

~~Section 6~~ ~~Newsletter Editor:~~ ~~The Chair of this Committee shall be a member of the Association's Board of Directors; be responsible for the newsletter committee; coordinate the activities involved in the publication of the newsletter; solicit noteworthy information and articles from the membership; receive monthly minutes and financial status reports from the Secretary and Treasurer as well as crime, safety, and security information from the Crimewatch Chair and Code Blue Captain; assist the Board of Directors in disseminating information to the membership and other such related activities as directed by the membership and the Board of Directors.~~

Section 6 Newsletter Editor:

- Be a member of the Association's Board of Directors.
- Be responsible for the Newsletter Committee.
- Solicit noteworthy information and articles from the membership.
- Receive monthly minutes and financial status reports from the Secretary and Treasurer as well as crime, safety, and security information from the Crime Watch Coordinator and/or Code Blue Captain.
- Assist the Board of Directors in disseminating information to the membership and other such related activities as directed by the membership and the Board of Directors.
- Coordinate the activities involved in the publication of the newsletter.
- Coordinate with the Website/Social Media Coordinator.
- Perform other such duties as prescribed by majority vote of the membership, the Board of Directors, or the President.

Section 7 Website/Social Media Coordinator:

- Be a member of the Association's Board of Directors.
- Be responsible for the Website/Social Media Committee.
- Design and maintain the website.
- Manage social media accounts.
- Maintain a consistent image across all online platforms via logo, color, graphics and a positive image to adequately represent the Eastern Hills Neighborhood Association and its members.
- Coordinate with the Newsletter Editor.
- Perform other such duties as prescribed by majority vote of the membership, the Board of Directors, or the President.

~~Section 7~~ ~~Public Works/Code Compliance Chair:~~

- ~~• Be a member of the Association's Board of Directors.~~
- ~~• Be responsible for the Public Works/Code Compliance committee.~~

- ~~Monitor the needs of the membership with regard to public utilities, streets, lighting, and other services and matters concerning common usage within the boundaries of the Association.~~
- ~~Keep apprised of the current City Code Compliance regulations and report any violations to the Code Enforcement officer.~~
- ~~Act as the Association's liaison to utility and public service providers and to the Code Enforcement Department.~~
- ~~Keep the membership and the Board of Directors informed on matters that relate to these services.~~

Section 8 Past President:

- Be an ex-officio, advisory member of the Association's Board of Directors.
- Lend expertise of leadership experience and knowledge of the Association to the Board.
- Serve in the same capacity to the Executive Committee.
- Represent the Association in the Neighborhoods of East Fort Worth Alliance group and any other such related activities as directed by the membership and the Board of Directors.

Article XII

Annual Committees

Section 1 Audit Committee Coordinator:

- May not be a member of the Association's Board of Directors or a candidate for Treasurer.
- Will be appointed by the President from the membership, **or if not available, an independent professional accountant.**
- Will coordinate the audit of the Treasurer's accounts and financial records and prepare a written report of the Committee's findings to be presented to the membership at the annual meeting.

Audit Committee:

- The purpose of this annual Committee is to audit the Association's accounts and financial records no more than sixty days prior to the close of the fiscal year and present a written report to the membership at the Association's annual meeting as prescribed in Article VI, Section 1 of these Bylaws.
- This Committee will be composed of **one to** three non-officer members appointed by the President and can contain no more than one current member of the Board of Directors. One member of Committee to be professional accountant.

Section 2 Nominating Committee Coordinator:

- May not be a member of the Association's Board of Directors.
- Will be appointed by the President from the membership;
- Will coordinate the selection of the slate of willing officer candidates from the membership and report the completion of the recommended slate to the President prior to the annual meeting.

Nominating Committee:

- The purpose of this annual Committee is to provide a willing list of candidates from the membership to serve in the officer positions of the Association.
- The slate of officers nominated by this Committee shall be submitted to the membership at the Association's annual meeting as prescribed in Article VI, Section 1 of these Bylaws.
- Additional nominations from the floor of the membership will also be accepted for the vote of the membership.
- This Committee will consist of **one to** three non-officer members appointed by the President and this Committee can contain no more than one current member of the Board of Directors. .

Article XIII

Special, Select or Ad Hoc Committees and Projects

Section 1 Special Committees:

- Special Committees may from time to time be appointed by the President for specific purposes and periods as deemed necessary to carry on the objectives of the Association.
- Such Special Committees will expire with the term of the appointing President unless reappointed by the succeeding President.
- Any ~~funds~~ **funding** required by special committees must be approved by the membership **or majority members present if vote is taken**, prior to commitment of such funds.

Section 2 Special Projects:

- Special Projects may from time to time ~~be undertaken by members of the Association by appointment of the President or with the approval of the Board of Directors~~ **be appointed by the President for specific purposes and periods as deemed necessary to carry on the objectives of the Association.**
- Such Special Projects must be in the interest of the membership and relevant to the Association's purposes.
- Special Projects appointed by the President will expire with the term of the appointing President unless renewed by the succeeding President.

- Special Projects approved by the Board of Directors will expire at the end of the fiscal year unless re-approved by the succeeding Board of Directors.
- Any funding required by Special Projects must be approved by the membership, **or majority members present if vote is taken**, prior to the commitment of such funds.

Section 3 Bylaw Review Committee:

- Annually the Parliamentarian shall review the Bylaws.
- In the Parliamentarian's review, as special need arises, or at least every five years, the President, with the approval of the Board of Directors, shall appoint a Bylaw Review Committee that will be ~~chaired~~ **coordinated** by the Parliamentarian.
- The purpose of this Committee is to review the existing Bylaws as they relate to the activities and needs of the Association **as well as to** timeliness and continuity with other local, state and federal laws ~~as well as~~ **and to** civic and community goals.
- This Committee will be composed of the Parliamentarian and at least two other members of the Association.
- Changes, revisions or amendments to the bylaws will be made in accordance with the provisions stated in Article XIV, Section 4 of these Bylaws.
- This committee will expire at the end of such Bylaw review or at the end of the fiscal year unless reappointed by the succeeding President, with approval by the Board of Directors.

Article XIV

General

- Section 1 Financial Obligations: No financial obligations shall be incurred in the name of or on behalf of the Association except by means expressed in these Bylaws or vote of the membership of the Association.
- Section 2 Proxy: The use of proxies shall not be permitted by the Association for any purpose.
- Section 3 Suspension of Rules: Any Article or Section of these Bylaws, by unanimous consent of the membership present at a regular meeting, may be suspended for not more than one such meeting, except this Article, which may not be suspended.
- Section 4 Additional Bylaws and Amendments: These Bylaws may be revised, changed or amended by two-thirds vote of the membership present at the Association's Annual meeting or by two-thirds vote of the members present at a regular meeting or special meeting, provided at least a seven day prior notice stating the purpose of Bylaws has been given the membership in writing.
- Section 5 The **Association** shall indemnify and hold harmless any ~~Director, Officer or Board Member~~ **agent or employee** to the fullest extent authorized by law or statute ~~2.22A, Texas Non-Profit Corporation Act~~ who is, was, or is threatened to be made a named Defendant or Respondent in a

proceeding because such person is or was serving in such capacity. ~~Permissive language in the above referenced statute shall in all cases be deemed mandatory and is hereby made mandatory for the Corporation (organization) to perform, to protect its Directors, Officers, agents and employees in all instances cited therein.~~

Adopted as the Bylaws of Eastern Hills Neighborhood Association at its meeting on the **XXth** day of **MONTH, 2023**.

Crystal Thomas, Secretary

Approved:

Julie West, President