

BYLAWS OF THE
OAKRIDGE NEIGHBORHOOD ASSOCIATION

**ARTICLE I
ORGANIZATION**

1.1 Establishment: The Oakridge Neighborhood Association (ONA) is hereby established as an incorporated association of homeowners and tenants residing in Oakridge No. 1, No. 2, No. 3, No. 4, No. 6, No. 7, No. 8, No. 9, No. 10 and No. 11 Additions to the City of Garland, Dallas County, Texas, herein after referred to as the Property.

1.2 Purposes: The purposes of the Association are to assure the beauty, safety and stability of the area and the surrounding community, and to promote neighborliness and pride among the residents.

1.3 Operation: The Association consists of the general membership provided for in Article II, the officers provided for in Article III, the Board of Directors provided for in Article IV, and the various committees provided for in Article V. The fiscal and operating year of the Association is June 1 through May 31 of the following year.

**ARTICLE II
GENERAL MEMBERSHIP**

2.1 Eligibility: The Association shall have one class of members. Each residential homeowner or each tenant holding a leasehold interest in the Property described in Article 1.1 is eligible to become a member of the Association upon payment of the dues prescribed by the membership each operating year. Eligibility is to be without regard to race, creed, age, sex, color or national origin.

2.2 Dues: Annual dues shall be set by a vote of the members at the annual meeting of the general membership. First time member's annual dues will be on a prorated basis after 60 days of the operating year.

2.3 Rights of Members: Each member of the Association is eligible to serve as an officer, director or on any committee of the Association to vote on matters as provided by the Bylaws, and to attend any business or social functions of the Association.

2.4 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 the Association membership for commercial purposes or any other purposes inconsistent with these Bylaws.

2.5 Meetings of General Membership : There shall be a minimum of two (2) meetings per year of the general membership. These meetings shall be scheduled by the Board . Each of these meetings should consist of the business brought to the membership by the ONA Board of Directors and an informative and timely (as determined by the ONA Board) presentations. The members of the Association shall meet during the last quarter of the operating year at a time and place selected by the Board of Directors and at such additional times and places as the Board of Directors may prescribe. Notice of any such meeting, shall be delivered to each member at least seven days prior to the meeting. Attendance of at least one-twentieth (5%) of the membership either in person or by written proxy filed with the Secretary at least forty-eight (48) hours in advance of the meeting, shall be required for a quorum. 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 a majority of the members of the association entitled to vote.

2.6 Voting by General Membership: The method of voting (by written ballot or show of hands) shall be announced by the President prior to each vote. Payment of dues for each lot which is part of the Property shall entitle resident(s) of a dwelling to become members of the Association, and shall entitle the resident(s) of each household one vote per adult resident with a maximum of two votes per household on each matter submitted to a vote of the membership. All matters voted upon, except the amendment of these Bylaws, shall be decided by a simple majority of a quorum.

2.7 Term of Membership: Membership in the Association shall lapse automatically and terminate when any member shall cease to be the owner of record or a tenant holding a leasehold interest of any Lot in the Property. When any member shall be in default in the payment of dues for a period of three months, his/her membership shall be terminated. Dues are not refundable, transferable or assignable.

**ARTICLE III
OFFICERS**

3.1 General: The Association shall have a President, Vice President, Secretary and Treasurer. Officers shall be elected to serve for a term of one operating year. No person may be elected to serve more than eight (8) consecutive terms in any one office, nor in more than one office at the same time.

3.2 Election Procedure: At a meeting in the Winter Quarter of each year, the general membership shall elect a nominating committee consisting of a minimum of five (5) members. Their purpose will be the selection of nominees for officers and directors for the next operating year. The names of the Officer/Director nominees shall be provided to the membership through publication in the ONA Newsletter prior to the Annual Meeting. Additional candidates may be nominated by any member of the Association at the Annual meeting . The election of officers and directors shall be held during the last quarter of the calendar year at the Annual Meeting of the general membership. Newly elected officers and directors shall assume office on June 1 of the year in which they are elected.

3.3 Vacancies: If any officer or director resigns or is otherwise unable to serve a full term of office (except in the case of removal), a successor shall be nominated by the President within thirty (30) days of the vacancy and the nomination to be ratified by a two thirds majority of the Board of Directors. The ratified Officer/Director is to serve the remainder of the term.

3.4 Duties of Officers:

(a) President: The President shall call and preside at all meetings of the Board of Directors and the general membership. He/She shall appoint a parliamentarian and invoke Robert's Rules of Order whenever he/she deems it necessary for any meeting, and shall perform such other duties as may be prescribed by the Board of Directors. The President shall have the authority to represent the Association in its relations with other persons and organization, except as otherwise provided herein.

(b) Vice President: The Vice President shall monitor and receive committee reports. The Vice President shall be the Chairman of the Civic and Political Interest Committee and an ex officio member of all other permanent committees. The Vice President shall perform the duties of the President whenever the President is absent or unable to perform.

(c) Secretary: The Secretary shall keep minutes of all meetings of the Board of Directors and the general membership, and perform such other duties as the Board of Directors may prescribe.

(d) Treasurer: The Treasurer shall have custody of Association funds, collect dues, pay bills approved by the Board of Directors, keep an accurate record of all receipts and expenditures, keep a current membership roll, prepare an annual financial report to be given at the annual meeting of the general membership, Chair the Finance Committee, and perform such other duties as the Board of Directors may prescribe.

**ARTICLE IV
BOARD OF DIRECTORS**

4.1 Composition: The Association shall have a Board of Directors comprised of the President, Vice President, Secretary, Treasurer, seven (7) District Directors and four (4) At Large Directors. In addition, the Immediate Past President will serve one year ex officio.

The District Directors are to be elected from members of the following seven groups of subdivisions comprising the Property:

- Director No.1: Oakridge No.1
- Director No.2: Oakridge No.9
- Director No.3: Oakridge No. 10
- Director No.4: Oakridge No. 11
- Director No.5: Oakridge No. 2 and No. 4
- Director No 6: Oakridge No. 3 and No. 6
- Director No.7: Oakridge No. 7 and No 8

The At Large Directors are to be chosen by the President, and approved by a two thirds vote of a quorum of the ONA Officers and District Directors. Each "At Large" Director will be responsible for the following permanent Committees: Membership, Crime Prevention and Safety, Communications and Environmental. Other " at large " Directors may be created by the board of directors. They are to serve a one year term. In the advent one must resign or be replaced, the successor will complete the remainder of the original term.

4.2 Term of Office: Members elected to the positions of Director No.1, No.3 and No.5 shall serve the 1992 -1993 and 1993 -1994 operating years. Members elected to the positions of Director No.2 and No.4 shall serve the 1992 -1993, 1993- 1994 and 1994-1995 operating years. Beginning with the operating year 1994-1995, members elected to replace Directors whose terms have expired shall serve rotating two-year terms. Director No. 6 shall commence with a one year term beginning in 1998 and will serve a two year term thereafter, Director No 7 shall commence with a two year term beginning in 1998 and serve two year term thereafter.

4.3 Election of Directors: See Article 3.2 & 3.3
[Election Procedure for Officers and Directors].

4.4 Duties of Board of Directors: The Board of Directors shall be responsible for the management of the Association, including the approval of programs, expenditures and such other duties as may be prescribed by these Bylaws. The Board of Directors shall prepare the budget for approval by the Association. The Board of Directors shall approve all expenditures. Emergency expenditures may be made in the normal course of the ONA, but not to exceed \$200.00 for any one cause, with the verbal approval of the president or the vice president and the treasure.

District Directors will be responsible for serving as the Welcoming Committee for new residents in their district. They will be responsible for the placing and removal of the seasonal decorations provided by the ONA. Directors will be responsible for the placement and removal of meeting notices at the various entrances to Oakridge.

At Large Directors will be responsible for the operations and services provided by the committee they chair.

All Directors must remain members in good standing during their term of office. They shall act at all times in the best interest of the Association and shall represent the best interests and desires of a majority of the membership.

Should any Director's political, commercial or other interests conflict with the best interests of the Association, the other Directors may at their discretion, ask the Director to resign or proceed directly to removal procedures set fourth in these Bylaws. No Director shall be authorized, without approval from the Board, to represent the Association in any matter.

4.5 Meetings of the Board of Directors: The Board of Directors shall meet at least quarterly each operating year once, at a time and place prescribed by it at a previous meeting or prescribed by the President. The President may furnish an agenda for each member of the Board of Directors at least one day prior to the meeting. Any Director who will be unable to attend should advise the President as far in advance of the meeting as possible. All meetings of the Board of Directors shall be open to any member of the Association with prior notice (a minimum of 72 hours) in advance to the presiding officer. A special meeting of the Board of Directors may be called by the President of the Association or by any four Directors upon five days written notice to all directors.

4.6 Voting by the Board of Directors: Voting shall be as prescribed and announced by the President prior to each vote. All matters voted upon, except the filling of vacancies under Article 3.3, shall be decided by a simple majority of a quorum. The filling of vacancies under Article 3.3 shall be decided by a two-thirds majority of a quorum.

4.61 Quorum: A quorum will be defined as a minimum of two thirds of the current Officers and Directors

4.7 Fiscal Responsibilities: The Board of Directors shall not in any operating year expend or contract for the expenditure of funds in excess of the income received in that operating year plus carry-overs from prior years.

4.71 First Agenda Item : The first agenda item under finance for each new fiscal year will be a vote on the addition of \$1,000 or an amount to be decided by the Board to the contingency / liability fund.

4.8 Compensation: Directors shall not receive any salary or other compensation for their services.

**ARTICLE V
COMMITTEES**

5.1 Permanent Committees: The Permanent Committees of the Association and the duties of each shall be as follows:

(a) The Membership Committee: Recruit new members; prepare, maintain and distribute directories to members. The Chair shall be responsible for all membership records for the current year and the past three years.

(b) The Crime Prevention and Safety Committee: Provide crime prevention and safety information to members; initiate and monitor crime prevention programs; maintain communication with the Garland Police Department; promote safety.

(c) The Environmental Committee: Review and supervise environmental conditions and activities in order to maintain the integrity and beauty of the communal grounds

(d) The Communications Committee: Oversee and set policy for the monthly newsletter. Provide information to members concerning projects of the Association and other items of interest.

5.2 Membership of Committees: Membership in any permanent committee shall be open to any member of the Association. The Chairman will be appointed by the President and will serve as an At Large Director for a term of one year with the consent (see section 4.1) of the Officers and District Directors. An officer cannot be a permanent committee chairman. No person may serve as chairman of more than one committee at one time.

5.3 Meetings of Committees: Permanent committees shall meet as often as is necessary to effectively carry out their duties. Such meetings shall be called and chaired by the chairman of the permanent committee.

5.4 Reports by Permanent Committees: Each permanent committee will maintain committee minutes and report committee activities at each meeting of the Board of Directors.

5.5 Ad Hoc Committees: The President, with the approval of the Board of Directors may appoint temporary committees as it deems necessary to serve specific purposes as they arise. The chairman of any such committee shall be appointed by the President to serve for a term equal to the duration of the project.

**ARTICLE VI
REMOVAL OF OFFICERS, DIRECTORS AND
COMMITTEE CHAIRS**

6.1 Duties: It is the duty of every elected officer, director and committee chairmen to act for and in the best interests of the Association and to refrain from using such position for personal gain.

6.2 Removal by Board: Should any officer, director or committee chairman fail to perform the duties of his/her position, he/she may be removed by a vote of two-thirds majority of a quorum of the Board of Directors. "Failure to perform" shall include, but not be limited to, failure to fulfill the best interests of the Association, acts or omissions giving rise to a cause of action at law or in equity against the Association, or violation of any ordinance or statute.

6.3 Removal by Membership: The general-membership must present a written petition for the removal of any officer, director or committee chairman to the Board of Directors and file a copy of the same with the Secretary. The petition must state the grounds for removal and must be signed by members representing at least twenty-five (25) households in good standing. Upon receipt of such petition, the Board of Directors must call a special meeting of the general membership within three weeks of the filing of such petition with the Secretary, at which meeting the issue of removal shall be resolved. The officer, director or committee chairman so charged shall be given written notice of the charges at least fourteen (14) days before the question is placed on a special meeting agenda, (see sec 2.5). The petitioners shall present their charges first; said officer, director or committee chairman shall present his/her defense(s) second; and the vote shall be taken third. The vote of two thirds of a quorum of the general membership shall be required to remove the officer, director or committee chairman from office. Should the officer charged be the Secretary, the Treasurer shall receive and distribute the petition. Should said officer be the President, the Vice President shall preside over the removal proceedings. No removal proceedings shall be brought more than once on the same charge.

6.4 Filling of Vacancy Created by Removal: Upon removal of any officer, district director, at large director or committee chairman, the resulting vacancy shall be filled as specified in Article 3.3 or Article 3.4, unless removal occurs pursuant to Article 6.3, in which event the general membership shall fill the vacancy pursuant to Article 3.2.

**ARTICLE VII
FISCAL MATTERS**

7.1 Fiscal Year: The fiscal year of the Association shall be from June 1 through May 31 of the following year.

7.2 Contracts: The Board of Directors may authorize any two officers or agents of the Association, 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 Association. Such authority may be general or confined to specific instances.

7.3 Checks and Drafts: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness in the name of the Association shall be signed by the Treasurer and countersigned by the President or Secretary

7.4 Deposits: All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories which are insured by an agency of the federal government as the Board of Directors may select.

7.5 Net Earnings: No part of the funds of the Association shall inure to the benefit of any member or individual.

**ARTICLE VIII
MISCELLANEOUS**

8.1 Political Activities: The Association shall not endorse a political candidate or political position. The Association may monitor and act upon zoning and local community issues which affect the Property. Any member, including officers, directors and committee chairmen, may, as an individual, support political candidates of their choosing.

8.2 Indemnification: Each officer and director of the Association, in consideration of his/her services as such, shall be indemnified by the Association to the extent permitted by law, but not to exceed \$500.00, against expenses and liabilities reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, to which he/she may be a party by reason of being or having been a director or officer of the Association. The foregoing right of indemnification shall not be exclusive of any other rights to which the director or officer or person may be entitled by law or agreement or vote of the members or otherwise, provided, however, the officers and directors shall not enter into a contract for an amount in excess of the total approved budget nor file any litigation without a vote by the general membership approving the same as provided herein.

8.3 Amendment of the Bylaws: Amendment of these Bylaws shall require a two-thirds majority of a quorum, either in person or by written proxy filed with the Secretary at least forty-eight (48) hours in advance of the meeting.

THESE BYLAWS were adopted on the 22nd day of May, 2003, at the General Membership Meeting of the Oakridge Neighborhood Association.