

**AMENDED AND RESTATED
BYLAWS
OF THE
EASTWOOD NEIGHBORHOOD ASSOCIATION, INC.,
a Texas non-profit corporation**

November 2015

Article 1 Name

1.1. The name of this association shall be the Eastwood Neighborhood Association, Inc. (hereinafter the "Association").

1.2. The registered office shall be located at the office of the then current Secretary of the Association and shall be updated at the offices of the Texas Secretary of State as needed.

Article 2 Purpose

2.1. The purpose of the Association shall be to preserve, protect, and advance the interests of the neighborhood in which its members reside, to disseminate information of interest to the members, and to promote fellowship among its members. The Association is a voluntary, non-mandatory association of neighbors who are homeowners or tenants in the Eastwood neighborhood and membership therein does not bind any homeowner or a tenant of a homeowner to rules of home construction and/or the internal or external appearance of any home, or any declaration of covenants and restrictions, save and except ordinances of the City of Dallas currently legal in said city or recorded for the benefit of the neighborhood but not for the specific benefit of the Association or any specific members thereof.

2.2. The Association shall be operated for non-profit purposes. It shall be non-partisan. The Association is formed under and must comply with the Texas Business Organizations Code as it relates to not-for-profit corporations.

Article 3 The Neighborhood

3.1. The neighborhood which the Association covers (herein the "Neighborhood") is that property located within the City of Dallas and bounded by Easton Road on the east and Peavy Road on the west, and Lake Highland Drive on the North, and all lots on both sides of Lake Gardens Drive on the south, including all property with an address on Easton Place as discussed herein below. The Neighborhood includes:

- all residences in the 10400 block of Coleridge Street,
- all residences on Creekmere Circle,
- all residences in the 10000 block through the 10400 block of Creekmere Drive,
- all residences on Forestgrove Drive,
- all residences on Gateway Lane,
- homes numbered 10126, 10136, 10210, and 10220 on Lake Highlands Blvd.
- all residences on the east side of Peavy Road between Creekmere and Lake Gardens,
- all residences in the 10300 block through the 10400 block of Lippitt Avenue,
- all residences in the 10000 block through the 10400 block of Lake Gardens Drive,
- all residences on Overglen Drive,
- all residences in the 10300 block and 10400 block of Silverock Drive,
- all residences in the 10400 block of Sinclair Avenue,
- all residences on Sylvania Drive,
- all residences on North and South Rustic Circle, and
- all residences in the 10200 block through the 10400 block of Vinemont Street.

3.2. The term “Residence” shall refer to each home located on a platted lot within the Neighborhood.

3.3 Easton Place – The general description of the Eastwood Neighborhood boundaries includes “Easton Place” but the enumerated street addresses do not. Residents of Easton Place are all members of their own mandatory homeowners association. As membership in this Association is voluntary, and inexpensive, and since the Neighborhood is contiguous to, adjacent to, or encompasses Easton Place, depending on various definitions deemed irrelevant to these Bylaws, Easton Place residents’ home shall be considered to be Member Residences and the residents or renters therein can voluntarily join this Association as Voting Members. Membership in the Easton Place HOA is irrelevant for purposes of these Bylaws and this Association does not in any way replace the Easton Place mandatory HOA.

Article 4 Membership in the Association

4.1. “Member Residence” shall mean a Residence with respect to which the annual dues have been paid for the current Fiscal Year.

4.2. “Member” shall be a person who is a record owner of a Member Residence or one who is an adult living with the record owner in a Member Residence, or one who is a renter of a Member Residence, or an adult living with a renter of a Member Residence. All Members who are owners of a Member Residence, adults living with a record owner in a Member Residence, or adult renters of a Member Residence, shall be eligible to vote at any meeting of the Association on any matters requiring a vote of the Members of the Association and are referred to herein as “Voting Members”; provided that, there can be no more than two (2) votes cast by Voting Members per Member Residence. If more than two adults are residing in a Member Residence, then they must determine among themselves who will be allowed to cast the two votes with respect to the Member Residence.

Article 5 Dues

5.1. Annual dues of twenty dollars (\$20.00) will be paid with respect to a Residence for it to be a Member Residence. Once the annual dues are paid, the Residence shall be a Member Residence until the end of the Fiscal Year with respect to which the annual dues are paid. Thereafter, the annual dues must be paid with respect to such Residence for subsequent Fiscal Years for it to remain a Member Residence. The amount of the annual dues to be paid each Fiscal Year after the year with respect to which the annual dues are paid shall be determined by the Board of Directors.

5.2. If a Member Residence is transferred to a new record owner, a new initial membership fee will be required to be paid with respect to such Residence in order for it to be a Member Residence.

5.3. The Fiscal Year of the Association shall be from January 1, through December 31.

Article 6 Officers and their Election

6.1. The Officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer, and a *pro tem* appointed Parliamentarian if needed, appointed by the presiding officer at each meeting. The term for each office except any *pro tem* appointee shall be January 1 to December 31. All officers and members of the Board of Directors must be Voting Members.

6.2. The officers of this Association shall be elected annually and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or shall be otherwise disqualified to serve. The Board of Directors shall prepare and present to the Voting Members a slate of candidates for the various officer positions to be voted on at the Fall General Meeting. Officers may succeed themselves or be elected to another office in the Association.

6.3. A Voting Member may nominate another Voting Member for an office from the floor at the Annual General Meeting except for the office of Parliamentarian who shall be appointed *pro tem* by the Presiding officer at every Board Meeting or General Meeting as provided hereinabove, and provided that the nominator has received the nominee's prior approval before making the nomination.

6.4. The nominees receiving the largest number of votes for such office at the Annual General Meeting shall be elected.

6.5. A vacancy occurring in any office shall be filled for the unexpired term by a Voting Member appointed by the President and approved by a majority vote of the Board except that the Vice President shall become President if the presidency becomes vacant.

6.6 Any Board member may be removed for cause, at any time, by a majority vote of the entire Board of Directors, at any meeting or by consent in lieu of a meeting. Any Board member under consideration for removal must be notified five (5) days prior to the meeting at which the vote to remove will take place. The notice must specify why the Board member is being considered for removal and he or she must be given an opportunity to speak in his or her defense or to address the issue via email prior to any removal vote.

6.6. Attendance by a Board member at any meeting of the Board shall constitute waiver of notice regardless of whether the member received notice or not.

Article 7 Duties of the Board of Directors and the Officers

7.1. The Board of Directors (the "Board") is vested with the management of the business and affairs of the Association, subject to the Texas Business Organizations Code, as amended from time to time, the Texas Non-Profit Corporation Act, as amended, the Certificate of Formation, and these Bylaws (the "Governing Documents").

7.2. The Board of Directors (the "Board") shall consist of the elected officers of the Association and the Chairs of the standing Committees. The Board shall meet monthly to transact the necessary business of the Association unless the Board determines that a meeting is not necessary in any given month. Board members are never elected to serve solely as Directors of the Association.

7.3. Each member of the Board in attendance at a meeting shall have one vote and all matters shall be deemed approved by the Board which receives fifty-one percent (51%) or more of the votes of the Board if at least forty percent (40%) of the Board members are present. The said forty percent (40%) constitutes a quorum of the Board. A vote by "consent" in lieu of a meeting shall require a majority of the board members signing the consent as unanimously in favor of it. Proxy voting at meetings is not permitted.

7.4. Except as noted in Section 7.3, the Board may take any action in the absence of a meeting which it could take at a meeting by obtaining the approval of all of the Members of the Board either in writing or by email.

7.5. Each member of the Board shall transfer their records to the next person taking their position in December. The exiting Board member will include a job description to assist his or her succeeding member to ensure continuity of their position.

7.6 The Board shall prepare the annual slate of officers for election.

7.7. The Board shall cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the Annual General Meeting of the Association, or at any special meeting when such statement is requested in writing by a majority of the Voting members.

7.8. All meetings shall be held either after written or printed notice stating the place, day, and time of any meeting of the officers or members. Officers/Board members may attend monthly, regular meetings, or Special meetings of the Board by means of any remote communications by which they may be considered present and may vote at the meeting. In the case of a special meeting, the notice must detail the purposes for which the meeting is called and will be given not less than ten nor more than sixty days before the meeting. The notice will be given in person, by electronic transmission, or by mail at the direction of the President, the Secretary, or any other person calling the meeting to each Board member of General member of record entitled to vote at the meeting. If mailed, the notice will be deemed given when deposited in the United States mail, addressed to the address as it appears on the membership records of the Association, with postage prepaid. If transmitted by facsimile or electronic message, the notice will be deemed given when the facsimile or electronic message is transmitted to a facsimile number or an electronic message address provided by the Member of Board member, or to which the member has consented, for the purpose of notice.

7.9. The duties of the Officers and Committee chairmen are as follows:

7.9.1. President

1. Shall supervise and control the affairs of the Association and shall exercise such supervisory powers as may be given to him or her by the Board.
2. Shall perform all duties incident to such office and such other duties as may be provided in these bylaws or may be prescribed from time to time by the Board.
3. Shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board or these bylaws.
4. Shall, with the advice of the Board and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board.
5. Shall preside at all meetings of the Members and of the Board of Directors at which s/he shall be present; s/he shall have general charge and supervision of the business of the Association; s/he may sign and execute in the name of the Association, all authorized documents, contracts, or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Association; and in general s/he shall perform all duties incident to the office of a President of a corporation, and such other duties as from time to time may be assigned to him or her by the Board of Directors.
6. Shall maintain a copy of all Agendas and a permanent file of all Board activities.
7. Shall be authorized to sign checks in the absence of the Treasurer, and must co-sign checks over three hundred and fifty dollars (\$350.00).

7.9.2. Vice-President

1. In the absence of the President, the Vice President shall assume the duties of the President.
2. Shall assist the Board in preparing a slate of Officer Positions to present at the Fall General Meeting.
3. Shall perform all other duties usually pertaining to the office.

4. Shall be authorized to co-sign checks over \$350.
5. Shall perform such other duties and responsibilities as the Board may from time-to-time direct.

7.9.3. Secretary

1. Shall keep the Minutes of the monthly Board Meetings, any Special Board Meetings, and the semi-annual General Meetings.
2. The Secretary shall handle all correspondence of the Association and all records and/or reports other than financial records.
3. Shall be responsible for checking the Association's mailbox on a weekly basis and distributing any mail to an officer of the Board. Any mail received by a Committee Member will be forwarded to the Secretary. Additionally, the Secretary shall contact the Mailbox facility to provide an update of new Officers.
4. Shall work closely with Treasurer and Membership Chair during the annual Membership Drive (February through April), making sure correspondence pertaining to this activity reaches each of these two Board Members.
5. Shall be responsible for checking the Association's email and taking appropriate action.
6. Shall be authorized to co-sign checks over \$350.
7. Shall keep all Minutes in a binder and pass that binder along to the next Secretary. The binder shall include the originals or official, file marked copies of all documents filed with the Texas Secretary of State relating to the Association, including but not limited to, the Articles of Incorporation, any articles of amendment, a copy of all By Laws, including these By Laws, and any amended versions of the By Laws, and statement of change of Registered Office or Registered Agent. The Registered Office and Registered Agent shall always be the Secretary of the Association at his or her home address. A current membership list shall also be maintained in the Minute Book, as amended from time. This list will be available at all General Meetings of the Association. The membership data shall be maintained in a form that is easily transferred to the succeeding Secretary.
8. Shall perform such other duties and responsibilities as the Board may from time-to-time direct. The Treasurer and the Secretary each will hold a key to the Eastwood Neighborhood Association, Inc.'s mailbox. The Secretary is charged with delivering copies of any new State filings to the Treasurer for further delivery to the Association's CPA, if such there be.

7.9.4. Treasurer

1. Shall be responsible for the receipt, safekeeping, and disbursement of the funds of the Association and maintaining the financial records of the Association.
2. Shall maintain a list of the members of the Association who have paid dues for the current year.
3. Shall assist the President in the preparation of the budget, and make a recommendation to the Board of Directors regarding the annual dues.

4. Shall be authorized to sign checks under \$350 without a co-signer and all checks over \$350 will be co-signed by the President, Vice President, or Secretary.
5. Shall contact PayPal and the City of Dallas Water Department to provide updates when there is a new Treasurer.
6. Shall give Comerica Bank or any bank at which the Association maintains an account contact information for any new Treasurer. Shall also establish an on-line banking account with any bank at which the Association deposits any of its funds or through which it receives payments unless this is not cost effective.
7. Shall check the Association email on a periodic basis to look for membership dues/contributions that have been paid through PayPal. Shall check the Association's PayPal account on a weekly basis for any monies received for dues/contributions and transfer those funds to the Association's bank account.
8. Shall keep complete and accurate financial records and serve as a liaison for the Board with a CPA engaged by the Board (at its option the Board may decide to engage a CPA as a consultant at any time). If so engaged, the CPA will perform the following in conjunction with the Treasurer; the Treasurer is charged with ensuring that the CPA is kept current in such matters:
9. Shall keep a copy of all documents filed with the Texas Secretary of State relating to the Association, including but not limited to, the Articles of Incorporation, any articles of amendment, and statement of change of Registered Office or Registered Agent.
10. Shall ensure that an annual public information report and annual franchise tax report is filed with the Texas Secretary of State each year.
11. Shall keep a financial statement showing the Association's income, expenses, and donations for the five most recent Fiscal Years.
12. Shall keep the Association's Federal tax information and tax returns for each of the Association's five most recent tax years.
13. Shall establish password protection for the Association's various on-line "accounts", namely, PayPal, any on-line banking accounts, and G-Mail or any other email account used by the Association. Those passwords will be shared with the Secretary and the President and, if the need arises for a change of any password, the officer who changes it/them must advise the other officers as soon as possible.
14. Shall perform such other duties and responsibilities as the Board may from time-to-time direct.

7.9.5. Parliamentarian

1. When appointed from time to time, shall be responsible for keeping the Board and General Meetings in compliance with customary rules of procedure or, as needed, "Robert's Rules of Order."
2. Shall perform such other duties and responsibilities as the Board may from time-to-time direct.

7.10. Officers and Board members will not receive compensation for their services except for reimbursement for their expenses as established elsewhere herein.

Article 8 Committees

8.1. The standing Committees of the Association appointed by the Board shall be (1) Block Captains (with one person designated as lead), (2) Creek Maintenance & Street Improvements (separate from the Riparian Committee), (3) Crime Watch (separate from the Volunteers in Patrol committee), (4) Membership/Directory, (5) New Neighbor, (6) Playground, (7) Riparian, (8) Social (separate from the Social Media Liaison), (9) Social Media Liaison, (10) Yard of the Month, (11) Volunteers in Patrol ["VIP"] and the VIP Coordinator as chair, (12) Signs, and such other committees as established by the Board from time to time. The Treasurer will, as necessary and appropriate, via spreadsheet accounting, or equally useful accounting system easily transferable to a successor Treasurer, establish segregated funds for each Committee out of the Association's general funds and the annual budget will contain line items accordingly.

8.2. Block Captain Lead

1. Shall be responsible for recruiting and overseeing Block Captains in the performance of the duties requested by the Board.
2. Shall perform such other duties and responsibilities as the Board may from time-to-time direct.

8.3. Creek Maintenance & Street Improvements

1. Shall generally be responsible for monitoring and reporting on the condition of streets, alley ways, channels, and water ways in the Neighborhood.
2. Shall perform such other duties and functions as the Board may from time to time direct.

8.4. Crime Watch

1. Shall be responsible for communicating to the Board and via Nextdoor all crime information and safety issues gathered from the City of Dallas Police Department website.
2. Shall perform such other duties and responsibilities as the Board may from time to time direct.

8.5. Membership/Directory

1. Shall be responsible for printing and mailing of membership application/dues forms. All forms should be addressed to be returned to the Association's mailbox. The Membership Chair will coordinate with the Treasurer and Secretary with respect to the membership lists.
2. Shall be responsible for gathering information on an ongoing basis necessary for updating the directory and overseeing the publication of a new directory every two years, or as directed by the Board.

3. Shall be responsible for keeping all information on new Members. The membership data shall be maintained in a form that is easily transferred to the succeeding Membership Chair.
4. Shall ensure that a current list of General Members is delivered to the General meetings in order for a correct quorum count to be established before the meeting commences.
5. Shall perform such other duties and responsibilities as the Board may from time to time direct.

8.6. New Neighbor

1. Shall be responsible for welcoming newcomers to the Neighborhood and providing information to them about the Association.
2. Shall perform such other duties and responsibilities as the Board may from time to time direct.

8.7. Playground

1. Shall be responsible for overseeing the playground, including issues related to the use, maintenance and operation of the playground.
2. Shall contact the appropriate City of Dallas Parks and Recreation Department Personnel to accomplish any identified objective.
3. Shall perform such other duties and responsibilities as the Board may from time-to-time direct.

8.8. Riparian

1. Shall monitor and oversee the greenbelt and the waterways located within the greenbelt located in the Neighborhood and shall deal with erosion control, beautification and environmental issues related to the greenbelt.
2. Shall perform such other duties and responsibilities as the Board may from time-to-time direct.

8.9. Social

1. Shall be responsible for arranging for refreshments for the Spring and Fall General Meetings and organizing various other social functions during the course of the year as approved by the Board.
2. Shall perform such other duties and responsibilities as the Board may from time-to-time direct.

8.10. Social Media Liaison

1. Shall act as liaison between the Board and the neighborhood by managing the publication of the neighborhood newsletter "The Eastwood Echo" which will preview Board-organized events and General Neighborhood meetings and which will contain other such news or information as the Board feels is warranted.
2. Shall act as Lead in the online program of Nextdoor and will act as communications liaison between Nextdoor and the Board and the Eastwood neighborhood generally.

8.11. Yard of the Month

1. Shall be responsible for finding, selecting, and awarding the monthly Yard of the Month award gift card to a winning neighbor who is in current good standing as a paid Member of the Association.
2. Shall be responsible for soliciting gift cards from area retail stores, i.e., nurseries, flower shops, etc. to be awarded to monthly Yard of Month winners.
3. Shall perform such other duties and responsibilities as the Board may from time to time direct.

8.12. Volunteers in Patrol and the VIP Coordinator

1. The VIP Program is organized and supervised by the Dallas Police Department ("DPD"). As such, it is an *ex officio* committee of the Association and is primarily subject to the DPD's VIP rules. Nevertheless, except for the DPD's rules or directives, the VIP Committee is subject to these Bylaws except and unless there is a conflict with the directives of the DPD.
2. Shall be responsible for coordinating all functions pertaining to the "Volunteers in Patrol" Program in the Eastwood neighborhood.
3. Shall be liaison between the Northeast Division of the Dallas Police Department and the Eastwood Neighborhood.
4. Subject to these bylaws, it is understood that the VIP Program has its own by-laws that must be adhered to on a normal basis in the operation of the VIP Program in the Neighborhood. Members of the VIP patrolling volunteers have the power to determine the direction that they go, meaning literally and figuratively, including the election of their Program Coordinator (chairperson). The VIP Program volunteers will abide by these Bylaws but the VIP Program's by-laws take priority for all VIP activity in the Eastwood Neighborhood.
5. Shall perform such other duties and responsibilities as the Board may from time to time request subject to the requirements and rules of the DPD.

8.13. Signs

1. Shall take care of all the signs and placement thereof for all Neighborhood events. This includes maintaining the signs and properly storing them at the Chairman's residence or at any Member's residence in the Neighborhood.

2. Shall perform such other duties and responsibilities as the Board may from time-to-time direct.

Article 9 Association Meetings

9.1. Regular General Meetings of the Association will be held in the Spring and Fall of the year, on dates designated by the Board. The election of officers will be held at the Fall meeting. Voting Members in attendance at a general meeting or a Special Meeting of the Association from at least twenty percent (20%) of the Member Residences shall constitute a quorum. Meetings may be held at any convenient address located inside the Neighborhood or in any suitable building immediately adjacent to or otherwise convenient to the Neighborhood and the Members.

9.2. Officers shall be elected at the Fall general meeting to serve during the calendar year beginning the next January 1 after the meeting at which they are elected.

9.3. Except for amendments to the By-laws, any resolution presented to the Association at a General Meeting or Special Meeting at which a quorum is present shall be approved if it receives votes approving it from 51% of the Voting Members who are present at the general meeting or Special Meeting. All votes must be cast in person at the meeting and voting by proxy will not be allowed.

9.4. The Board of Directors or the President may call Special Meetings of the Association with adequate notification given to the members as detailed elsewhere in these bylaws. Also, a Special Meeting of the Association shall be called if one is requested by Voting Members from at least twenty percent (20%) of the Member Residences. Votes may be taken in lieu of meetings as prescribed by Section 7.2 above.

Article 10 Miscellaneous

10.1. The Board shall not do any act which shall constitute a basis for denial of tax exemptions under applicable laws.

10.2. The Board will reimburse expenses paid by a Board Member who has a receipt showing the date, name, address, and list of item(s) purchased. An Officer or Board member and/or Committee member shall be entitled to reimbursement for reasonable expenses incurred in connection with Association affairs.

10.3. In the event of the dissolution, liquidation, or winding up of the Association, whether voluntary or involuntary, the Association's assets shall be distributed to the Dallas Homeowners League or a similar 501(c)(4) organization.

10.4. Donations require a letter or document from the recipient outlining the date, name, address, and purpose of the donation except when a donation accompanies annual membership dues.

10.5. An Officer may resign by giving notice in writing to the President or the Secretary.

10.6. No person shall remain on the Board as an Officer for more than five (5) consecutive years or serve in the same elected position for more than two (2) consecutive years.

10.7. Any non-budgeted expenditures must have the prior approval of the Board of Directors. The President may approve expenditures of up to \$100 without prior Board approval.

10.8. The Association may have a seal, and the seal may be used by causing it or a facsimile of it to be impressed, affixed, or reproduced, or otherwise. Any officer of the Association will have authority to affix the seal to any document requiring it. The Secretary shall keep the seal in the ordinary course of business.

10.9. If any part of these bylaws is held invalid or inoperative for any reason, the remaining parts, as far as possible and reasonable, will be valid and operative.

10.10. These bylaws are subject to and governed by the certificate of formation.

10.11. The headings contained in these bylaws are for reference purposes only and will not affect in any way the meaning or interpretation of these bylaws.

10.12. When the context requires, the gender of all words used in these bylaws includes the masculine, feminine, and neuter, and the number of all words includes the singular and the plural.

Article 11 Amendments

11.1. These Amended and Restated Bylaws shall be effective upon ratification by two-thirds (2/3) vote of the Members who are present and voting at a meeting of the Association at which a quorum is present, and shall supersede any previous bylaws.

11.2. Amendments to these Bylaws may be adopted by a two-thirds (2/3) vote of the Voting Members present and voting at a regular meeting of the Association at which a quorum is present.

CERTIFICATION

I hereby certify that these revised and restated Bylaws were adopted by the general membership of the Association at its General Meeting held in November, 2015.

Anne M. O'Kelly, Secretary

SEAL