

# MORRISDALE NEIGHBORHOOD ASSOCIATION

## BY-LAWS

### Article 1 – Name and Location

#### 1.1

The name of this association shall be Morrisdale Neighborhood Association, henceforth designated in these by-laws by the full title, by the acronym MNA or simply by "The Association."

#### 1.2

**GREEN AREA:** The Green Area is composed of all of the homes enclosed in an area bounded by Woodridge Circle on the west to its intersection with Pecan Street and then east along Woodvine Drive to its intersection with the bridge across Sulpher Creek then south along Sulpher Creek to its intersection with the city limit line then west along the city limit line to Woodridge Circle.

**PURPLE AREA:** The Purple Area includes all houses in the area bounded by the Euless-Hurst city limit line on the west including Briarwood Court and then north along the back property line of the houses on the west side of Driftwood Drive out to the property line intersection with Pipeline Road then east along Pipeline Road to the bridge across Sulpher Creek on Pipeline Road and then due south along Sulpher Creek to the bridge across Sulpher Creek on Woodvine Drive then west along the north side of Woodvine Drive to its intersection with Pecan Street.

**YELLOW AREA:** The Yellow Area shall be comprised of all the houses contained in an area bounded by a line starting at the Sulpher Creek bridge on Pipeline Road due east along Pipeline Road to a point on Pipeline Road at the start of the Morris property then south along the edge of the Morris property to the intersection of the southwest corner of the Morris property then east along the back property line of two houses on Woodvine Drive then south along the back property line of houses on the east side of Woodvine Drive then west between the houses at 1403 and 1405 on Woodvine Drive then north along the back property line of the seven houses on the west side of Woodvine Drive to its intersection with Woodvine Drive then west along Woodvine Drive to its intersection with the bridge across Sulpher Creek on Woodvine Drive then north along Sulpher Creek to the bridge across Sulpher Creek at Pipeline Road.

**PINK AREA:** The Pink Area shall be comprised of homes in the area bounded by a line beginning at the bridge on Woodvine Drive across Sulpher Creek running east along the south side of Woodvine Drive to its intersection with the back property line of the houses facing east on Woodvine Drive along the back property line of the first seven houses then east from the back property line across Woodvine Drive between the houses numbered 1402 and 1404 on Woodvine Drive then south along the back property line of houses facing west on Woodvine Drive to the Hurst-Euless city limit line then west along the Hurst-Euless city limit line to Sulpher Creek then north along Sulpher Creek to its intersection at the bridge on Woodvine Drive across Sulpher Creek.

These areas are designated on a map attached to these by-laws and shown as exhibit "A".

1.3

Areas and boundaries of areas described above in 1.2 hereof may be changed as needed by the Board of Directors without a vote of the Association at large or an amendment to these by-laws.

## **Article 2 – Purpose**

2.1

The purposes of MNA are to promote social interaction, neighborliness, civic cooperation, protection of property values, safety, and better living in the areas described in 1.2 above.

2.2

MNA is a cooperative association in which the households contained within the areas described in 1.2 above are invited to participate and receive all benefits of its services and activities.

2.3

When necessary, MNA shall encourage the appropriate enforcing agency to uphold deed restrictions and city ordinances to the best of its ability.

2.4

MNA shall encourage civic participation as a strictly non-partisan entity and may, from time to time, encourage and/or endorse candidates for public office whose objective and goals, in the opinion of the Board, further the objectives and purposes of the Association provided that the frequency of such activity is not contrary to the charter of the Association.

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## **Article 3 – Non-Profit Status**

### 3.1

The MNA is to be a non-profit organization. No part of its earnings shall be used for the benefit of any member, Officer, Director or private individual; nor shall it ever declare or make to any such persons any dividend or other distribution.

## **Article 4 – Name**

### 4.1

The use of the name of the Morrisdale Neighborhood Association in any form for personal or business advertising by any member or group of members is prohibited, except by the Association itself. Furthermore, the use of the name of the Association is prohibited by any community business or association without the express written consent of the Board of Directors.

## **Article 5 - Membership**

### 5.1

Membership in the Association is entirely voluntary.

### 5.2

Any individual or couple holding legal title to residential property in the areas, as defined in Article 1.2 above, is eligible for a "Household Membership."

### 5.3

In the case of a rental property, any individual or couple renting residential property in which they are living is eligible for a full "Household Membership" providing that the owner of the property is not a household member. In such case where the owner chooses to be a household member of the Association and pay annual dues, the tenant will be allowed to be an Associate Member in good standing, without the right to vote in Association business, at one-half the annual dues. If the owner of rented residential property does not choose to be a "Household Member," the tenant (individual or couple) may pay the full dues and become a "Household Member."

### 5.4

"Associate Member" shall be allowed to participate in all activities of the Association that do not require voting. "Associate Membership" is offered only to a resident of a home who is an adult living with a person who holds a "Household Membership," or to residents of a home where the non-resident owner has elected to hold a "Household Membership."

### 5.5

The fiscal year shall run from July 1 through June 30. Dues shall be a specified sum per household, said sum to be determined by the Board of Directors at the June meeting each year.

5.6

No later than the first week of June, the treasurer shall send to all residents a statement of dues owed for the ensuing year, which shall be payable as directed by the Board of Directors. Residents may join the MNA any time on a pro-rated basis.

5.7

Only "Household Memberships" shall be entitled to vote in the business of the Association. Each "Household Membership" shall be entitled to one (1) vote for each spouse present at the meeting during which the vote is taken provided all dues and/or assessments have been paid in full.

5.8

A membership will be considered suspended if the dues for that membership remain unpaid thirty (30) days past due. Membership will be reinstated immediately upon receipt of the full dues. IN no case may a person whose dues are unpaid be entitled to vote or hold Association office.

## **Article 6 - Meetings**

6.1

Semi-annual meetings of the general membership shall be held in March and September of each year at a place, date and hour designated by the Board of Directors. Notice shall be given by the Secretary at least fourteen (14) days prior to the date of the meeting. At the September meeting, the election of Board members and President will be held and other business of the Association which comes before the general membership shall be addressed and voted upon. A quorum for the semi-annual meetings shall be ten (10) percent of the total membership in good standing.

6.2

A meeting of the membership can be called at any time throughout the year by the President or by a majority vote of the members of the Board. Notice of the meeting shall be given by the Secretary at least fourteen (14) days prior to the date of the meeting. A quorum for special meeting shall be ten (10) percent of the members in good standing.

6.3

The Board of Directors shall meet a minimum of six (6) times per year, at a place, date and hour designated by the President. Meetings of the Board of Directors, called by the President or the Board of Directors shall be held at such times and places as are designated by a majority vote of the entire Board of Directors. Notice of the Board meetings shall be given by the Secretary at least seven (7) days prior to the date of the meeting. A quorum of the Board meeting shall be a majority of the Board. All regular business of the Board is to be conducted at meetings of the Board.

## **Article 7 - Directors and Officers**

#### 7.1

The Board of Directors shall be comprised of nine (9) members, consisting of the President of the Association, the Chairperson of each area, and one (1) Director from each area provided, however, that all of the Board shall be elected at large. All members of the Board of Directors must be in good standing with the Association during their terms of office.

#### 7.2

The Executive Committee shall be comprised of the President, Vice President, Secretary and Treasurer, with the Vice President, Secretary, and Treasurer appointed by the Board of Directors. The Vice President, Secretary and Treasurer shall be associate Board members without voting rights, but shall receive notice of meetings and attend. All appointed officers shall serve a one-year term and no person shall hold more than one (1) office or hold the same office for more than three (3) consecutive terms without the approval of the membership. The President shall be elected annually by the members of the Association at the annual meeting.

#### 7.3

All directors will be elected to serve a two-(2)year term. Board members shall be staggered so that the area Chairpersons for the Green Area and Yellow Area shall be elected in odd numbered years and the area Chairpersons for the Purple Area and Pink Area shall be elected in even numbered years. The Floating Directors in the Green and Yellow Areas shall be elected in even numbered years and the Floating Directors in the Purple and Pink Areas shall be elected in odd numbered years. The Board at its discretion may provide for each area to elect its own Chairperson and/or Director.

#### 7.4

All Board members of the MNA shall act in the best interest of the Association and shall represent the majority interests and desires of the membership. Their course of action shall be taken from these by-laws and the general membership. Each Board member shall safeguard the objectives of the MNA and shall not represent his/her personal opinions as those of the Association. Should any Board member's political, commercial or other interests conflict with the interests of the Association, the Board member shall make the conflict known to the Association and abstain from voting on issues related to those interests.

#### 7.5

The President shall preside at all meetings of the MNA and the Board of directors, and shall have the duties and responsibilities normally associated with the office of the President in addition to those particularly specified by these by-laws. The President shall direct the conduct of any meetings in as informal or formal manner as he/she deems necessary to most expeditiously handle Association affairs. Should a situation arise in which the by-laws do not clearly provide a resolution for a given situation, the

President, at his or her discretion, shall resort to Robert's Rules of Order (latest revision). The President and/or other designee(s) of the Board of Directors shall have the authority to represent the MNA as limited in Article 7.4, in its relations with other persons or organizations. The President and Vice President shall serve as an ex-officio member of all committees.

#### 7.6

The Vice President shall execute the duties and responsibilities of the President in case of the President's death, absence, or incapacity, or at any time the President may be desirous of being relieved of the need to preside in order that s/he may enter debate or in order to present matters of tedious or lengthy wording. At the President's direction, the Vice President may preside over meetings of the Board of Directors. S/he may chair Ad Hoc committees as directed by the President of the Board.

#### 7.7

The Secretary shall keep a permanent record of all the meetings of the general membership of the MNA and of the Board of Directors. S/he shall further keep records of: all elections of Officers, all votes taken, all matters of which a record shall be ordered by the MNA. A copy of the previous meeting's records shall be given to each Board member at least three (3) days prior to all meetings. A copy of the records of the last general meeting shall be made available to the membership through the newsletter or special notice at least ten (10) days prior to the next general meeting. The Secretary shall also have responsibilities for all official correspondence, including but not limited to, notice of semi-annual, special or Board meetings. The Secretary shall notify new Officers of their election to office and notify the general membership of those elected to specific offices within ten (10) days of their election at the annual meeting. The Secretary shall keep a roster of all members that is updated monthly, with correct addresses and phone numbers. The Secretary shall also carry out any other duties specified to the Secretary elsewhere in these by-laws, and in the event of the incapacity of both the President and the Vice President, the Secretary shall preside over any regular or special meetings of the Association of the Board of Directors.

#### 7.8

The Treasurer shall collect and receive all monies due or belonging to the MNA and shall deposit the same in an interest-bearing account where possible, in a bank approved by the Board of Directors, in the name of the MNA. The Treasurer shall discharge all financial obligations of the Association as expeditiously as possible. It shall be his/her duty to ask the Board of Directors for a ruling on the legality of any obligation which s/he believes to have been improperly contracted. The books shall, at all times, be open to the inspection of the Board and reports shall be made at every meeting on the condition of the Association's finances and every item of receipt or payment not before reported. The Treasurer will be responsible for administration of any budget or system of fiscal management determined by the Board of Directors before each fiscal year. An annual accounting of all monies received and expended during the previous year shall be presented to the Board for review/revision no later than July 15. Both reports shall be presented to the General Membership at the September semi-annual meeting. No later than the first week of August, the Treasurer shall send to each resident a statement of dues owed for

the ensuing year. Any Officer or Board Member shall co-sign all MNA checks over \$500.00 with the Treasurer unless s/he is unavailable, in which case, the Vice President shall co-sign all MNA checks over \$500.00.

#### 7.9

The Chairpersons of the standing committees shall be appointed by the Board of Directors. These Chairpersons shall have specific duties as listed in Article 8 below. In case an appointed Chairperson cannot attend a meeting, s/he is directed to appoint a member of his/her committee to stand in for him/her at that specific meeting. Chairpersons are requested to submit brief written reports of their committees' activities.

#### 7.10

No member of the Board of Directors may obligate, contract, or otherwise bind the MNA for the payment of monies without the express consent of the Board of Directors.

#### 7.11

If any Officer or Director resigns or is otherwise unable to serve a full term in office, a successor shall be appointed by the Board of Directors to serve until the next regular election. If the vacancy occurs in the office of the President, this office will be automatically filled by the Vice President and the resulting vacancy in the office of the Vice President shall be filled by a successor selected by the Board of Directors.

#### 7.12

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

- A. A written petition for removal must be presented to the Board of Directors and filed with the Secretary. Such petitions shall set forth the charges and should be signed by either two-thirds (2/3) of the Board members or by thirty (30) percent of the Association's members in good standing.
- B. The Secretary shall notify each Association member in writing of the filing of the petition at least three (3) weeks before the question shall be placed upon the meeting agenda of a regular meeting or a special meeting of the general membership.
- C. The Officer or Director so charged shall be given immediate written notice of the charges at the time that they were filed.
- D. Those filing the charge(s) shall present their charge(s) first; the Officer or Director charged shall present his/her defense second; and the vote shall be taken third. Two-thirds (2/3) of the voting Association members in attendance shall be necessary to remove said Officer or Director 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 proceeding. No removal proceeding shall be brought more than once on the same charges.

## **Article 8 - Committees**

### 8.1

Standing committee membership requirements are as follows: Chairpersons (or Co-Chairpersons) are appointed by the Board of Directors to serve as Chairperson(s) of a specific committee.

### 8.2

Members of a given committee may be appointed by the Board, by the Chairperson of that committee, or from the membership-at-large.

### 8.3

Officers, Directors and appointed Chairpersons may be on as many committees as deemed desirable by the Board; however, they may serve as Chairperson of only one committee.

### 8.4

At the first committee meeting, a Vice Chairperson will be elected by the members of the committee. In the absence of the Chairperson, the vice Chairperson will preside and report to the Board of Directors.

### 8.5

Committees shall prepare annual budgets and shall fulfill their obligations to the best of their abilities and within budget limitations.

### 8.6

Ad Hoc committees can be established as needed by the Board of Directors to address specific issues or tasks that are not usually directed to one or more of the standing committees. Ad Hoc committees will exist only as long as necessary to address the specific tasks assigned. Members of Ad Hoc committees will be appointed by the Board, as needed. The Chairperson of an Ad Hoc committee may be selected from the elected Officers, but usually will, at the Board's discretion, be selected from the membership in good standing.

### 8.7

Standing Committees, represented by their Chairpersons are charged with the tasks delineated by the Board and created as needed. Standing Committees shall be appointed by the Board of Directors as need for any purpose as determined by the Board of Directors.

## **Article 9 - Voting**



9.1

Voting will be limited to those members who are in good standing at the time of an official vote. "Good standing" means dues are current prior to the vote.

9.2

Voting may be done by written ballot, roll call, or voice vote according to the determination of the President. All matters voted upon shall be decided by simple majority of those voting except in those matters specifically designated elsewhere in these by-laws as requiring a two-thirds (2/3) or three-fourths (3/4) majority.

## **Article 10 - Nominations**

10.1

A nominating committee of three (3) members in good standing will be selected by the Board of Directors in July of each year. This Ad Hoc committee will be chaired by an appointed Chairperson who does not currently serve on the Executive Committee. It shall be the task of this committee to secure a willing candidate to serve as President and each open Directorship.

10.2

The nominating committee shall nominate at least one (1) person for each office.

10.3

After securing the consent of each person so nominated, the committee shall report their nominations to the secretary in writing. In turn, the Secretary shall inform each current Officer and Board member of those members nominated.

10.4

No member of the nominating committee may be on the nominated slate of position to be filled.

10.5

The names of the nominees so selected shall be published and disseminated to the membership no later than ten (10) days before the general meeting for elections.

10.6

Additional candidates may be nominated by any member of the MNA from the floor of the September semi-annual meeting provided that the person so nominated does not decline when his/her name is proposed, and provided further, that if the proposed candidate is not in attendance at this meeting, his/her nominator shall present to the Secretary a written statement from the proposed candidate of

his/her willingness to serve. The additional nominations which are provided for herein may be made only among those members who have not accepted a nomination of the nominating committee.

10.7

Any member of the MNA may be nominated for any position to be filled provided that they are members in good standing at the time of the nomination, and provided that they observe the restrictions on past office(s) held (see Article 7.3), provided, however, that no person may nominate him or herself for any position and any such nomination from the floor must have a second.

#### **Article 11 - Elections**

11.1

Appointment for Officers on the Executive Committee will be held each year in late September. To secure continuity of service from year to year, the initial appointed terms of the Vice President and Secretary shall be for a one-year term.

11.2

No Board member may hold more than one elected position on the Board at any given time.

#### **Article 12 - Use of Funds**

12.1

The distribution of funds from dues, advertising revenue or other income sources designated by the Board of Directors, will be used to accomplish task of the Standing Committees and for the benefit of the Association's general membership. Disbursement of funds will be by check for bills presented in writing with supporting receipts to the Treasurer and accepted by the Board of Directors.

#### **Article 13 - Dissolution**

13.1

Dissolution proceedings may occur at such time as the membership drops to fewer than twenty-five (25) residents of the area or at such time at a quorum of members cannot be secured in person or by absentee ballot for the purpose of electing Officers, or at such time as no Officers can be secured from among the membership.

13.2

The MNA may be dissolved at any time by the written consent of three-fourths (3/4) of the members in good standing present at a special meeting called for this purpose. In the event of the dissolution of the MNA, whether voluntary or involuntary or by operation of law, none of the property of the Association, or any of the proceeds thereof, nor any assets of the Association shall be distributed to any members of

the Association. After payment of outstanding debts of the Association, its property and assets shall be given to a charitable 501-C03 organization selected by the Board of Directors.

#### **Article 14 - Amendments**

##### **14.1**

Amendments to these by-laws may be proposed by any member or group of members in good standing. To accomplish such amendment, the procedures detailed below are to be followed:

- A. Proposed amendments may be presented at any time in basic form as a written motion to the Chairperson of the By-Law/Resolutions Committee. The motion thus presented requires supporting signatures of at least ten (10) percent of the membership. Amendments may be presented from the floor at a general meeting for consideration. At the general meeting, a vote for consideration of the amendment will be taken and will require a majority approval. If the vote for consideration passes, the proposed amendment is sent to the Chairperson of the By-Laws/Resolutions Committee.
- B. Upon receipt of the proposed amendment, the By-Laws/Resolutions Committee will review it and determine whether it is consistent with the rest of the by-laws which are not being amended, if necessary presenting an alternative for of amendment which could also be considered.
- C. The By-Laws/Resolutions Committee will then present the amendment and/or its alternative form of the Board of Directors. The Board of Directors then determines whether the amendment will be brought to the floor of a general meeting, or if a special meeting of the membership should be called for the purpose of acting on the amendment(s).
- D. The proposed amendment(s) shall be published two (2) weeks prior to the semi-annual or special general meeting.
- E. A two-thirds (2/3) majority vote of the general membership is required to pass an amendment.