

HISTORIC HOSPITAL DISTRICT  
NEIGHBORHOOD ASSOC.  
IRVING, TEXAS  
ASSOCIATION BYLAWS

Article I – Name

The official name will be, The Historic Hospital District Neighborhood Association.

Article II – Boundaries

The geographic boundaries of the Historic Hospital District Neighborhood Association are; the west side of North MacArthur Blvd. on the East, the north side of Grauwylar St. on the South, the south side of Hwy. 183 the North and the west side of Oak Meadow Dr. on the West.

Article III – Purpose

The purpose of the Historic Hospital Neighborhood Assoc. is to maintain and improve the quality of life in our neighborhood, serve the needs within our specific neighborhood and to maintain or improve the value of our real estate.

Article IV – Membership

Section 1. Individual membership shall be open to any person who is at least 18 years of age who resides, owns property, or operates a business within the boundaries described above. Membership shall be open to a representative from any organization, government agency, nonprofit entity, business, church, or school who owns property or meets within the boundaries described above.

Section 2. An individual member shall have only one vote. A representative member shall have only one vote, and no organization or entity shall have more than one voting representative. The representative member must have specific authority from the governing board of the entity that he/she represents. Voting by proxy shall not be permitted.

Section 3. It shall be the responsibility of the Board of Directors to maintain a current membership list of the association which shall be open and available for inspection upon request. This list shall be comprised of persons and entities that qualify for membership who have enrolled as members by registering their attendance at any general meeting, program, or event of the Association. The membership list is not to be used for business solicitation.

Section 4. There shall be no mandatory dues or fees required for membership in the Association.

**Article V – Directors and Officers**

Section 1. The Board of Directors shall be composed of not less than four (4) nor more than five (5) members to be elected by the membership at a general meeting of the Association. The Board of Directors shall be elected for a two-year term and at least one-half shall rotate off each year to be replaced or re-elected. No director shall serve more than six consecutive years. Those members serving on the board at the time of these bylaws being approved shall draw lots to determine who shall serve a full two-year term or a one-year term to begin rotation.

Section 2. Each year, the Board of Directors shall choose from its membership the following officers:

- A. Chairperson
- B. Vice-Chairperson
- C. Secretary
- D. Treasurer

Section 3. Directors and Officers shall serve the term for which they are elected or until replaced. The Board of Directors may combine two or more officers' positions for convenience and ease of operations or may designate other officers as it deems necessary and appropriate.

Section 4. Duties of Officers are as follows:

- A. Chairperson: The Chairperson shall preside at general membership meetings of the Association and meetings of its Board of Directors.
- B. Vice-Chairperson: The Vice-Chairperson shall act as the aide to the Chairperson and shall preside at meetings in the absence of the Chairperson.
- C. Secretary: The Secretary shall maintain accurate minutes of meetings of the general membership and meetings of the Board of Directors. The Secretary shall be the custodian of all official records of the Association.
- D. Treasurer: The Treasurer shall have custody of all funds and shall keep a full and accurate account of all receipts, disbursements, and expenditures of the Association. The Treasurer shall present a financial report at each general membership meeting of the Association and meetings of the Board of Directors.

Section 5. The business and affairs of the Association shall be managed by its Board of Directors. The Directors shall in all cases act as a board, and may adopt such rules and regulations for the conduct of meetings and management of the Association as they may deem proper.

Section 6. The Association or its Board of Directors shall not enter into any contract in the name of the Association, except as recommended by the Board and approved by the general membership.

Section 7. At any meeting of the Board of Directors, a simple majority shall constitute a quorum for the transaction of business.

Section 8. Any or all members of the Board of Directors may be removed for cause by a majority vote of the members attending a general membership meeting of the Association.

Section 9. In the event that a vacancy occurs in the Board of Directors, such vacancy shall be filled by a majority vote of the general membership.

Section 10. No member of the Board of Directors of the Association shall receive any form of compensation from any source in connection with the discharge of his/her duty as an officer.

Section 11. The Board of Directors shall meet at least six times each year.

## **Article VI – Meetings**

Section 1. There shall be a general membership meeting of the Association at least once every quarter. The election of the Board of Directors and the presentation of annual reports shall be held in the first half of the calendar year. The Board of Directors will meet at least once every two months.

Section 2. A meeting of the general membership may be called at any time by any one of the following:

- A. The Chairperson
- B. A petition signed by no less than the number of members required for a quorum.

Section 3. Notice of any meeting of the general membership or meeting of the Board of Directors shall be given in accordance with procedures established so as to assure reasonable and sufficient notice. Notice shall state the place, date, and time of the meeting and the general purpose for which the meeting is held.

Section 4. At any meeting of the general membership for which proper notice has been given, a quorum shall not be less than one more than twice the number of total voting members of the Board of Directors (Example: 3 voting board members  $\times 2 + 1 = 7$ )

#### **Article VII – Proceedings**

Section 1. All proceedings of meetings of the Association and its Board of Directors shall be conducted according to generally accepted practices of parliamentary procedures.

Section 2. The resolution of any internal dispute or any grievance against the Association or its Board of Directors shall be the responsibility of a mediation committee comprised of three persons elected from the general membership.

#### **Article VIII – Committees**

The Board of Directors may create and appoint standing or temporary committees with such authority and responsibilities as it deems necessary for the accomplishment of the purposes of the Association. Chairpersons of standing or temporary committees shall be non-voting, ex-officio members of the Board of Directors, unless otherwise elected as a regular Board member, and shall report directly to the Board of Directors.

#### **Article IX – Amendments**

These bylaws may be amended at any duly-convened general membership meeting of the Association by a two-thirds vote of the members present, provided that notice of the proposed amendment shall have been given at the general membership meeting immediately prior to the one at which the vote will be taken.

#### **Article X – Dissolution**

This Association may be dissolved by the same procedure as that provided for amending the bylaws. All debts of the Association must be paid and provisions made for the responsible disposition of any assets.

These bylaws adopted this \_\_\_\_\_ day of \_\_\_\_\_ 200\_\_.

Acting Chairperson

Acting Secretary

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