

**BYLAWS OF  
HEART OF ARLINGTON NEIGHBORHOOD ASSOCIATION**

**ARTICLE I**

(Revised Edition Approved August 16, 2010)

**Name, Principal Office, and Geographic Boundaries**

- 1.1 The name of this organization is the Heart of Arlington Neighborhood Association (“**HANA**”).
- 1.2 HANA will maintain a United States Post Office box in Arlington, Texas as its principal office.
- 1.3 HANA is located in Arlington, Texas. Its area extends approximately from UTA Boulevard/Border Street to Pioneer Parkway/Highway 303 and from Cooper Street to Collins Street.

**ARTICLE II**

**Purpose and Activities**

- 2.1 HANA is a group of neighbors organized to preserve, improve, and advocate for the quality of life of HANA area residents.
- 2.2 HANA is non-partisan and non-sectarian and will not endorse or oppose any candidate for political office, nor contribute to any political campaign. HANA will not take part in any movement not in keeping with HANA’s purposes, objectives and policies. HANA may host non-partisan forums for political candidates to express their views, provided such forums include invitations to all candidates for any one office. HANA may express its views on any law or course of action which may affect HANA members.

**ARTICLE III**

**Membership**

- 3.1 All persons 18 years of age or older who reside or operate businesses or non-profit organizations in the HANA area are eligible for membership in HANA upon payment of annual dues.
- 3.2 Each business or non-profit organization will be considered a single member for voting purposes.
- 3.3 Each paid membership in HANA gives that member voting privileges.
- 3.4 HANA will have only one (1) class of members. Only those members whose dues are current as of the record date for a vote can vote on that matter.

**ARTICLE IV**

**Board of Directors**

- 4.1 The affairs of HANA will be managed by a Board of Directors composed of eleven (11) members: President, Vice President, Secretary, Treasurer, and seven (7) Neighborhood Representatives. Each director must be a paid member of HANA and may not hold more than one position on the board at one time.
- 4.2. The Executive Committee will determine the extent of each of the seven (7) districts and a Neighborhood Representative will be duly elected from each of those districts. If, after a reasonable search of HANA members is made, no resident within a specific district is willing to serve as the neighborhood representative for that district, then a HANA member who resides in a different district may serve as neighborhood representative for the unrepresented district.
- 4.3 Elections of directors will be held on a staggered basis during the regularly scheduled fourth (4th) quarter general membership meeting each year. The President, Secretary, and Neighborhood Representatives for places 2, 4, and 6 will be elected in even years. The Vice President, Treasurer, and Neighborhood Representatives for places 1, 3, 5 and 7 will be elected in odd years. All directors will serve a two (2) year term commencing January 1 of the year immediately after their election.
- 4.4 The board may designate a HANA member to fill any vacant director’s seat until the next regularly scheduled election for that position.
- 4.5 Directors will receive no compensation for their services on the board.
- 4.6 Directors will discharge their duties in good faith, with ordinary care, and in HANA’s best interests.
- 4.7 Directors may be removed from office by the affirmative vote of a majority of the voting members at a general membership meeting at which a quorum is present. Directors may also be removed by a majority vote of the board for failure to attend a combination of three (3) or more consecutive board and general membership meetings without prior notification to the president and the secretary.

## **ARTICLE V**

### **Duties of Officers and Neighborhood Representatives**

- 5.1 The officers of HANA are: President, Vice President, Secretary and Treasurer.
- 5.2 The President's role and responsibilities are to:
- a. Serve as chairman of the board of directors and generally supervise the interests and welfare of HANA, subject to the advice and consent of the board;
  - b. Oversee the planning and scheduling of all general membership and board meetings and preside over the same;
  - c. Appoint standing and special committee chairs and members of the Audit Committee;
  - d. Assign a member of the board to assume the secretary's duties in the event of the secretary's absence or inability;
  - e. Sign checks, promissory notes, and contracts as needed;
  - f. Serve as an ex-officio, non-voting member of each committee except the Nominating Committee;
  - g. Represent HANA as its spokesperson and official representative on any occasion that involves HANA's interest, during public gatherings, and at media events;
  - h. Make or authorize statements on HANA's behalf on any matter on which HANA has adopted a position or policy;
  - i. Cast votes on HANA's behalf on occasions when HANA is entitled to vote;
  - j. Perform such other duties and functions as may be necessary and appropriate to the office of president.
- 5.3 The Vice President's role and responsibilities are to:
- a. Perform the duties of the president in the event of the president's absence or inability;
  - b. Oversee the planning of program content at the general membership meetings;
  - c. Oversee the planning and development of a membership recruitment program, with the consent of the board;
  - d. Sign checks, promissory notes, and contracts as needed;
  - e. Make committee appointments in the absence or inability of the president;
  - f. Perform such other duties and functions as may be necessary and appropriate to the office of Vice President.
- 5.4 The Secretary's role and responsibilities are to:
- a. Make and maintain an accurate and permanent record of all general membership and board meeting minutes;
  - b. In consultation with the treasurer, maintain a current list of names, mailing and email addresses for all HANA members, indicating whether consent to notice by email has been given;
  - c. Oversee the planning and delivery of any required general membership notice or HANA publication;
  - d. Sign checks, promissory notes, and contracts as needed;
  - e. In the event of the treasurer's absence or inability, collect and distribute HANA mail;
  - f. Perform such other duties and functions as may be necessary and appropriate to the office of Secretary.
- 5.5 The Treasurer's role and responsibilities are to:
- a. Serve as HANA's fiscal officer and custodian of all funds and financial instruments;
  - b. Maintain current and accurate financial records with complete entries as to each of HANA's financial transactions, including income, restricted funds, and expenditures, in accordance with generally accepted accounting principles;
  - c. Prepare, for approval by the board, an annual financial report that complies with state law;
  - d. Collect, count, and receipt all dues, donations, and other income and deposit same into HANA's bank account;

- e. Reconcile all HANA's bank statements and other statements of account monthly or as required by the board;
- f. Sign checks, promissory notes, and contracts as needed;
- g. Make disbursements as directed by the board and in accordance with any applicable restrictions;
- h. Provide the secretary, prior to each vote of the general membership, with a current list of paid members as of the record date for the vote;
- i. Prepare, for approval by the voting members, a general accounting, oral or written, of income, expenditures, and account balances at each quarterly general membership meeting;
- j. Retrieve and process mail received in HANA's post office box, as directed by the board;
- k. Perform such other duties and functions as may be necessary and appropriate to the office of Treasurer.

5.6 The Neighborhood Representative's role and responsibilities are to:

- a. Generate and maintain communication with individuals, businesses, and organizations within their assigned district;
- b. Attend board and general membership meetings and HANA-sponsored events;
- c. Give brief oral reports to the general membership at all scheduled quarterly meetings and to the board at board meetings;
- d. Perform such other duties and functions as may be necessary and appropriate to the position of Neighborhood Representative.

## **ARTICLE VI**

### **Standing and Special Committees**

6.1 The following are HANA's Standing Committees: Nominating, Audit, Funding and Special Events, Information, Hospitality, and Executive.

6.2 The board may create ad hoc committees as necessary or advisable.

6.3 The Nominating Committee's function is to recommend nominees for election to all positions on the board. The Nominating Committee will be appointed by the board and will consist of two (2) or more members who are not directors and one (1) member who is a director whose position is not subject to that year's election. By October 1 each year, the Nominating Committee will prepare a ballot with nominees for all elected positions for that year, with a space for write-in and floor nominations for each office. Members of the Nominating Committee may not be candidates on the ballot although they may be nominated from the floor at election time. The chair of the Nominating Committee will present the ballot to HANA members at the fourth quarter general membership meeting.

6.4 The Audit Committee's function is to verify HANA's financial records for accuracy and clarity. The Audit Committee will consist of three (3) HANA members who are not directors and who are appointed by the president prior to the end of the fiscal year. The Audit Committee will report its findings at the second quarter general membership meeting of the next year.

6.5 The Funding and Special Events Committee's function is to provide research, planning, recommendations, and coordination for fund raising and special events for HANA's benefit, under the direction and approval of the board. The Funding and Special Events Committee will be appointed by the board and will consist of three (3) or more HANA members. The committee will report on its activities as directed by the board.

6.6 The Information Committee's function is to manage, produce, and edit all publications, press releases, websites and other news or information media under the direction and approval of the board. The Information Committee will be appointed by the board and will consist of at least two (2) HANA members. The committee will report on its activities and products at any special or regularly scheduled board meeting as directed by the board.

6.7 The Hospitality Committee's function is to obtain an inventory of food, beverages, tableware, and other items needed to provide refreshments at HANA events; to purchase, deliver, and serve the refreshments; to clean up after the event and store any reusable items. Expenses incurred by the Hospitality Committee will

be reimbursed within limits set by the board. The Hospitality Committee will be appointed by the board and will consist of three (3) HANA members. The committee will give an oral or written report on its present state of operations and activities at the board meeting preceding each quarterly general meeting or as directed otherwise by the board.

6.8 The Executive Committee's function is to make decisions about day-to-day operations and urgent matters between full board meetings. Its members are the president, vice president, secretary, and treasurer. The committee will report on its activities to the full board or general membership, as appropriate.

6.9 The president will serve as chair of the Executive Committee and will appoint one member of each of the other committees to serve as committee chair. The chair of each committee will be responsible for calling the meetings of the committee, maintaining order at the committee meetings, and communicating the committee's reports and recommendations to the board or general membership, as appropriate.

6.10 Standing committee members will serve a term of one (1) year, and may be appointed to successive terms without limit. Special committee members will serve for the duration of the committee. Vacancies in committee membership will be filled in the same manner as that used to fill the member's position originally.

## **ARTICLE VII**

### **Elections and Voting**

7.1 The right to vote on matters submitted to the general membership is reserved to natural persons who qualify as voting members under section 3.3 above and whose dues are current as of the record date for the vote.

7.2 The record date for determining eligibility to vote on any matter submitted to the general membership will be 15 minutes before the meeting is called to order.

7.3 Each voting member will be entitled to one vote on each matter submitted to the general membership.

7.4 The right to vote cannot be delegated by proxy.

7.5 Directors will be elected according to the schedule described in Section 4.3 at the fourth quarterly meeting of the general membership. A prepared ballot containing the recommendations of the Nominating Committee will be distributed only to members whose eligibility to vote has been verified by the secretary. Voting will be anonymous. The president will designate two HANA members to collect and tally the votes.

7.6 The president will call for additional nominations for each position individually and floor nominations will be accepted. If no additional nominations are received for any given position, the sole candidate for that position may be approved by acclamation. If two or more candidates are running for a single position, the candidate receiving the largest number of votes will be seated.

## **ARTICLE VIII**

### **Meetings and Quorums**

8.1 General Membership meetings will be held at least quarterly and are open to the public. The time and location of general membership meetings will be designated by the board. The president, with the concurrence of the board, may close a general membership meeting - or any portion of it - to the public.

8.2 Board of Directors meetings will be held at least quarterly. The time and location of directors meetings will be designated by the president and may be conducted by electronic means or conference call. Attendance at board meetings is open to all HANA members, but the president may close any portion of the meeting to any person(s) at any time at his/her discretion.

8.3 Special meetings of the general membership may be called by the board.

8.4 Special meetings of the directors may be called by any member of the board.

8.5 Meetings of special and standing committees will be called by the committee's respective chairs.

8.6 A quorum for a general membership meeting will consist of one (1) officer, one (1) director, and five (5) additional members of HANA.

8.7 A quorum for a board of directors meeting will consist of three (3) directors, at least one of whom is an officer.

8.8 A quorum for all standing committees will be a majority of that committee's members.

8.9 A quorum for all other committees will be determined by each committee's respective chair.

8.10 A simple majority vote will be sufficient to accept or reject any proposal at any meeting except for amendment(s) to these bylaws or the dissolution of HANA, which will require the affirmative vote of at least

two-thirds of those members present.

8.11 Notice of meetings will be given to all HANA members and may be oral or written, by phone, mail, email, or posted sign.

## **ARTICLE IX**

### **Fiscal Year, Dues, and General Operations**

9.1 HANA's fiscal and membership year will be from January 1 through December 31 inclusive. Membership dues are payable each year by the first quarterly general membership meeting.

9.2 Annual membership dues will be determined by the board and any change must be approved by members at the fourth quarter general membership meeting to become effective the next fiscal year.

9.3 HANA will maintain a United States post office box for the receipt of written communications. Received mail will be retrieved and processed as directed by the board.

9.4 The President, Vice President, Secretary and Treasurer will have check-signing authority for HANA. Any single expenditure totaling over Two Hundred and Fifty Dollars (\$250) must be approved by the board in advance. All checks issued for \$250 or more must be signed by two authorized signers.

9.5 No dividend, nor any part of HANA's income, will be distributed to HANA's members, directors or officers.

9.6 All books and records of HANA may be examined by any HANA member upon written request to the president. The relevant books and records will be made available within thirty (30) business days. Copying charges will be the responsibility of the requester.

## **ARTICLE X**

### **Bylaw Amendments and Revisions**

10.1 Any proposed amendment to these bylaws will be submitted first to the board. After consideration, the board will notify the general membership of the proposed amendment and its recommendations at least seven (7) days before the vote. Notice to the members will include the proposed language and will be given in writing by email, regular mail, fax, or hand delivery.

10.2 The proposed amendment(s) will be voted on by HANA members at the next general membership meeting which is at least thirty (30) days after the amendment was submitted to the board.

10.3 Voting on any amendment or revision will be by secret ballot. Ballots will be provided to each HANA member in attendance at the meeting for this purpose. The president will designate two (2) voting members to tally the votes and announce the results. Approval of any amendment to these bylaws will require the affirmative vote of two-thirds of the members present.

10.4 Adopted amendments will take effect immediately on approval.

## **ARTICLE XI**

### **Dissolution**

11.1 In the event the board considers dissolution of HANA, a two-thirds majority vote by a quorum of the directors is required to initiate dissolution proceedings.

11.2 If the majority vote favors dissolution, the board must call a special meeting of the general membership to discuss and vote on dissolution. A two-thirds majority vote of members present is required to approve dissolution.

11.3 If dissolution is approved, the board will take nominations from the floor for non-profit organizations as candidates to receive any remaining funds and/or assets of HANA after payment of all debts. A majority vote of members present will determine those recipient(s).

11.4 The board will comply with State of Texas rules or regulations required for dissolution of non-profit corporations.