

BYLAWS OF
CAMPBELL GREEN NEIGHBORHOOD ASSOCIATION (CGNA)
DALLAS, TEXAS

ARTICLE ONE

NAME

The name of this organization shall be Campbell Green Neighborhood Association. (hereinafter CGNA and/or the Association), previously known as Tioga/Preston Green Homeowners Association. This Association is a voluntary organization.

ARTICLE TWO

OFFICES

2.01 PRINCIPAL OFFICE. The principal office of the Association in the State of Texas shall be located in the City of Dallas, County of Dallas, Texas. The Association may have such offices, either within or without the State of Texas as the Board of Directors may determine or as the affairs of the Association may require from time to time. The Board of Directors includes the Principal Officers, Committee Chairs and Committee Co-Chairs.

2.02 REGISTERED OFFICE AND REGISTERED AGENT. The Association shall continuously maintain in the State of Texas a registered office and a registered agent, who shall be the current President of CGNA, whose office is identical with such registered office, as required by The Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Principal Officers. The office is listed as the home address of the current President of CGNA.

ARTICLE THREE

FISCAL YEAR

3.01 The fiscal year of the Association shall begin on the first day of January and end on the last day of December.

ARTICLE FOUR

MEMBERS

4.01 **CLASS OF MEMBERS.** The Association shall have two (2) classes of members. The designation of such classes and the qualifications and rights of the members of such class shall be as follows:

4.01.01 **Active** – Owners or renters of homes or other legal residents in Tioga East Addition phases I, II, III and Brentfield Court, excluding builders and mortgagers, who are currently in payment of annual dues.

4.01.02 **Inactive** – 1.) A previously active member who has failed to pay annual dues.

2.) Residents who have chosen not to join CGNA.

4.02 **VOTING RIGHTS** – Each dues-paying active household shall be entitled to one vote on each matter submitted to a vote of the members. Only one vote per property is allowed.

4.03 **TERMINATION OF MEMBERSHIP** – Failure to pay dues constitutes termination of membership and the designation is changed to inactive status. A member who has previously paid, but has not paid for the current year, may pay their annual dues at any point, but must pay prior to participating as a Board of Directors member or prior to a membership vote.

4.04 **RESIGNATION**– Any member may resign, but such resignation shall not relieve the member so resigning of the obligation to pay any dues.

4.05 **REINSTATEMENT** – Upon payment of annual dues, an inactive member will be reinstated to active status.

4.06 **TRANSFER OF MEMBERSHIP** – Membership in this Association is transferable or assignable from a property owner to a new owner or legal resident.

ARTICLE FIVE

MEETINGS OF THE MEMBERS

5.01 ANNUAL MEETING – An annual meeting electing the Principal Officers and appointing the Committee Chairs and Committee Co-chairs shall be held in the month of October. The meeting shall also transact any other business that may come before it. Prior to the annual meeting, the President must give the members thirty (30) days-notice of the time and place of the meeting by mail or email.

5.02 SPECIAL MEETINGS – Special meetings of the members may be called by the President, the other Principal Officers, the majority of the Committee Chairs and Committee Co-chairs, or not less than one tenth (1/10) of the active members. If a special meeting is called, then notice of the meeting must go to the members by either mail or email with at least three (3) days-notice.

5.03 PLACE OF MEETING – The Principal Officers may designate any place with a radius of five (5) miles from the Campbell Green Recreation Center, 16600 Park Hill Drive, Dallas, Texas or the actual Campbell Green Recreation Center as the meeting place for any annual meeting or special meeting.

5.04 NOTICE OF MEETING – A first notice written, printed, mailed or emailed stating the place, day and time of any unscheduled member meetings shall be delivered to each active member the first of the month with a reminder notice on the weekend before the meeting.

5.05 QUORUM

5.05.01 Annual Meeting – Five percent (5%) of active households shall constitute a quorum for casting votes.

5.05.02 Special Meeting – One tenth (1/10) of active households shall constitute a quorum for casting votes.

5.05.03 Monthly Board Meetings – Fifty-one percent (51%) of the Board of Directors shall constitute a quorum for casting votes. If a quorum is not present, no votes will be taken. The Board of Directors are the only members eligible to vote at monthly meetings. During these meetings, Directors will give monthly reports if deemed necessary.

5.06 PROXIES – At any meeting of the Board of Directors, a Director may vote by proxy in writing or email notification to the President.

5.07 VOTING BY MAIL OR EMAIL – Where Principal Officers are to be elected, such election may be conducted by mail or email, in such manner as the Board of Directors shall determine.

ARTICLE SIX

BOARD OF DIRECTORS

6.01 **GENERAL POWERS** – The affairs of the Association shall be managed by the Board of Directors of CGNA. Board Members must be active members of CGNA must reside in the CGNA neighborhood.

6.02 **NUMBER, TENURE AND QUALIFICATIONS** – The number of the Principal Officers shall not be less than four (4) and not more than five (5). Each Principal Officer shall hold office for one (1) year and until his/her successor shall have been duly qualified and elected. Committee Chairs and Co-chairs shall hold office for one (1) year and until his/her has been appointed. There shall be no term limits.

6.03 **VACANCIES** – Any vacancies occurring on the Board of Directors shall be filled by the remaining Board of Directors by appointing a person eligible to serve in the vacated position until the next election.

6.04 **COMPENSATION** – Board of Directors shall not receive any compensation for their services on behalf of the Association.

ARTICLE SEVEN

PRINCIPAL OFFICERS

7.01 **PRINCIPAL OFFICERS** – The Principal Officers of the Association shall be the (i.) President; (ii) one or more Vice Presidents (the number thereof to be determined by the President, Secretary and Treasurer); (iii.) Secretary; (iv.) Treasurer; and such other members of the Board of Directors as may be appointed by the Principal Officers as they deem necessary to serve as Principal Officers. No Principal officer may hold more than one (1) principal office at any given time.

7.02 **REMOVAL** – Any elected Principal Officer may be removed by two thirds (2/3) of the remaining Principal Officers whenever in their judgment, it is in the best interest of the Association.

7.03 **VACANCIES** - A vacancy in any Principal Officer position because of death, resignation, disqualification or otherwise, may or may not be filled at the discretion of the remaining Principal Officers for the remaining length of the term. The person appointed to fill a vacancy shall serve the unexpired term of his/her predecessor in office or the vacancy shall remain. The decision to fill said vacancy with a new Principal Officer at the time it occurs or to leave the vacancy until the next election shall be at the sole discretion of the majority of the Principal Officers.

7.04 **PRESIDENT** – The President shall be the principle executive officer of the Association and shall in general supervise and control all of the business and affair of the Association. He/she will preside at all meetings of the Board of Directors. He/she may sign with the Treasurer any bonds, contracts, or the instruments that the majority of the Board of Directors have authorized to be executed. In general, the President shall perform all duties and tasks to the office of President and such other duties as may be prescribed by the Principal Officers from time to time.

7.05 **VICE PRESIDENT** – In the absence of the President or in the event of his/her inability to act, the Vice President when so acting shall have all the powers of and be subject to all the restrictions of the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or the other Principal Officers. In the event there is more than one Vice President, the Vice President in order of their hierarchy shall perform the duties of the President.

7.06 TREASURER – The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever; and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provision of Article Seven of the bylaws. In general, the Treasurer shall perform all the duties and tasks to the office of Treasurer and such other duties as may be assigned to him/her by the President or the Principal Officers. The Treasurer shall also present an annual accounting of all financial accounts to the Board of Directors. The Treasurer shall present a final statement to the Board of Directors for approval at the last meeting of each fiscal year. Each incoming Board member, with assistance of the current Board member, shall submit a tentative budget at the final meeting of the fiscal year. The final budget will be submitted for approval upon completion of the membership drive.

7.07 SECRETARY – The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws; and be custodies of the corporate records. The Secretary shall keep a register of the addresses of the active members that shall be furnished to the Secretary by the Membership person. The Secretary shall procure, write and send appropriate greetings cards to the active members when needed. The Secretary shall perform all duties and tasks to the office of Secretary and such other duties as many be assigned to him/her by the Principal Officers.

7.08 ASSISTANT TREASURER AND ASSISTANT SECRETARY - The Assistant Treasurer and Assistant Secretary shall perform such duties as shall be assigned to them by the President, Secretary or Treasurer. The Assistant Treasurer and Assistant Secretary will be nominated and voted on by the Principal Officers, as needed.

ARTICLE EIGHT

COMMITTEES

8.01 COMMITTEE CHAIRS AND CO-CHAIRS – No such Committee Chairs or Co-chairs shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing the Principal Officers of the Association; adopting a plan of merger or adopting a plan of consolidation with another merger corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association. The Board of Directors may make changes to these bylaws as mentioned above and present the new bylaws for approval by a majority of the Board of Directors.

8.02 AUDIT COMMITTEE – An audit committee shall be formed when necessary during a meeting when a quorum is present with the responsibility to review CGNA 's financial records, processes and financial health for the preceding year. The audit committee shall provide the Treasurer a list of the records and back-up documentation that is needed to conduct the review. The review should be completed and presented to the Principal Officers prior to the end of the fiscal year. At the completion of the review, the committee should prepare a report of its findings for review by the Board of Directors. The audit committee shall be comprised of three CGNA current active Association members. At least two (2) of them will be Board members and the third will either be a Board member or an active CGNA member (if that CGNA member has certain skills or knowledge that will assist in the audit.) The President and the Treasurer will not be eligible to serve on the audit committee.

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8.03 OTHER COMMITTEES- Other committees may be appointed by the Board of Directors and removed from said Board should the committees, in the judgement of the Board of Directors, not be in the best interest of the Association. There will not be a limitation on the number of committees for the Association unless the Principal Officers shall decide otherwise. Committees may include Crime Watch, Landscape, Internal/External, Green Scene, Membership/Directory, Social (Adult and Family), Volunteers in Patrol, Welcome, Social Media and any other committee formed by a vote of the majority of the Board of Directors. Each committee shall have a committee chair or co-chairs to execute the duties of said committees.

8.04 TERM OF OFFICE – Each committee chair or co-chair shall continue as such until the next annual meeting of the members of the Association and until his/her successor is appointed by the Principal Officers.

8.05 VACANCIES – Vacancies in any committee chair or co-chair may be filled by appointments by the Principal Officers.

8.06 RULES – Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

8.07 INTEREST GROUPS – Special interest groups may be formed with the approval of a majority of the Board of Directors. Group facilitators or coordinators are not members of the Board of Directors. Groups may include, but not be limited to, Book Club, Stitchery Group, Lunch Bunch, and/or Bunco. Any interest group may be removed from the Association's activities if the Board of Directors so determine that the activity is not in the best interest of the Association.

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ARTICLE ELEVEN

DUES

11.01 **ANNUAL DUES** – The Board of Directors may determine from time to time the amount of annual dues payable to the Association by CGNA residents.

11.01.01 Current annual dues shall be determined annually by the Board of Directors and shall be payable per household when joining.

ARTICLE TWELVE

AMENDMENTS TO BYLAWS

13.01 These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Board of Directors present at any regular meeting or at any special meeting, if at least two (2) days written, printed or emailed notice is given of an intention to alter, amend or repeal these bylaws or to adopt new bylaws at such meeting.

CGNA Bylaws Revised and Approved

Susan Thompson

Susan Thompson, CGNA President

February 16, 2018

Date

CGNA BYLAWS HISTORY

Initially Adopted July 1975

Revised January 1984

Revised September 2002

Revised April 2009

Revised May 19, 2010

Revised January 19, 2011

Revised October 9, 2011

Revised July 2015

Revised February 2018