

**BYLAWS
OF
RICHARDSON COLLEGE PARK NEIGHBORHOOD ASSOCIATION, INC.**

A Non-Profit Corporation

Adopted February 28, 2023

PREAMBLE

The Bylaws are subject to, and governed by, the Texas Business Organizations Code (the “Code”) and the Certificate of Formation of the Association. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Code or the provisions of the Certificate of Formation of the Association, such provisions of the Code or the Certificate of Formation of the Association, as the case may be, will be controlling.

**ARTICLE I
NAME**

The name of this Texas entity shall be:
Richardson College Park Neighborhood Association, Inc. and referred to in this document as "the Association".

**ARTICLE II
PURPOSE and POWERS**

A non-profit corporation, having its purpose and mission, to contribute to the beautification, safety and stability of the College Park Subdivision of the City of Richardson; to promote social welfare, family safety, quality of life, sense of community, neighborliness, social interaction and community pride among its residents; and to form a base for representation in matters affecting the College Park neighborhood in the City of Richardson.

The Association is a non-profit corporation and shall have all of the powers, duties, authorization and responsibilities provided in the Code, including provisions and approval granted by the state Comptroller of Public Accounts for exempt status as it relates to state franchise or other sales taxes.

In accordance with the prior approval of the Texas Higher Education Coordinating Board (THECB) and relevant Rule 7.5 (19 Tex.Admin Code Sec 7.5) or Education Code Sect 61.316(c), this Association name is acceptable for an entity in the state of Texas, as long as the entity does not now or in the future offer postsecondary training or operate “a private institution of higher education” or “an educational or training establishment or program” in Texas. In the event this entity’s scope of business should expand to provide higher education or a postsecondary educational or training establishment in Texas, where the use of the

restricted term of “college” is used for such expansion of the entity’s purpose, this entity must apply for and obtain authorization by the THECB prior to these activities.

ARTICLE III MEMBERSHIP

Section 1. Category of Membership

A. The Association is a Membership organization and will consist of one type of Membership which is Active. A Member who is active and in good standing is a Member who has paid his / her annual Membership dues as set out annually by the Board of Directors of the Association.

B. Each resident household in the Subdivision is eligible to become a Member of this Association. The College Park Subdivision located on the east side of Richardson is bounded by Hillsdale Drive to the north; Centennial Boulevard to the south; Bowser Road to the west and Annapolis Drive to the east. Only one Membership is allowed per household.

Section 2. Membership Obligations

All Members shall assume the responsibilities and enjoy the privileges of being Members of the Association and as such may vote, hold office, serve on a committee, proffer financial support and volunteer for and assist in Association sponsored events and activities.

1. Service Obligations

Members are encouraged to forward the Purpose of the Association by volunteering for Association events, projects, or fund raising events and other activities enhancing and promoting the Purpose of the Association.

2. Financial Obligations

A. By majority vote the board of directors (the board) shall establish annual Membership fees which Members shall be obligated to pay to remain in good standing.

B. By an affirmative vote of a two-thirds (2/3) majority of the board (i) One Year Membership renewal fees may be waived for Members in good standing and (ii) Initial One Year Membership fees may be waived for applicants vetted and accepted for Membership in the Association.

Section 3. Association Representation

A. Every Member is encouraged to participate in programs sponsored by the Association.

B. The use (through electronic, written, verbal or any other media) of the Association name, its d/b/a name (“CPNA”), its Logo, its Member lists, addresses and personal information of Members outside the normal day-to-day functions of the Association, is prohibited without the written authorization of the board’s

Executive Committee and shall not be used for any reason outside the Purpose of the Association outlined in Article II.

Section 4. Admission to Membership

A. The Association is open for Membership to any and all applicants willing to embrace the Purpose and concepts stated in Article II, and in accordance with Article III, Section 2, Paras A and B.

B. All prospective Members shall apply and pay the applicable Membership fee. The Membership Committee and/or the Treasurer shall review and act on the application for Membership.

Section 5. Loss of Membership

A. Resignations. A Member in good standing may resign at any time.

B. Reinstatement. A Member who has voluntarily resigned may request to be reinstated consistent with the Association's rules of Membership and payment of the related fee as a Member, provided that the Membership record as determined by the board is in good standing.

C. Dismissal. Membership can be forfeited if a Member fails to satisfy the Membership obligations stated in Article III, or the comportment of the Member is detrimental to the Purpose of the Association.

D. The decision to dismiss a Member must be approved by a two-thirds (2/3) majority of the entire Board.

E. Dividends. No dividend shall be paid to, and no part of the income of the Association shall be distributed to any Member or the Members of the Association.

ARTICLE IV FISCAL YEAR AND ELECTIONS

Section 1. Fiscal Year

The Fiscal Year of the Association shall be such as the Board of Directors shall by resolution establish.

Section 2. General Membership

A. The board should call two (2) Membership Meetings per year; one in the Spring, and one in the Fall, (henceforth "Annual Spring Membership Meeting " and "Fall General Membership Meeting " respectively.) The board will set the respective date of the Meetings and should provide the Membership with a one (1) month prior written notice of the Meeting with a proposed Agenda.

B. At the Annual Spring Membership Meeting, the Members present shall, by majority vote, elect nominated Members, who are in good standing, to the board of directors for such number of seats that the board determines are vacant consistent with the then size of the board. The Members present also by majority vote should approve any major issue placed on the ballot by the board.

At this Annual Spring Membership Meeting, the board secretary or other designated board member, appointed by the President or Executive Committee, should present an Annual Report, in writing and as a handout for distribution at this meeting, describing the general state of the Association, the accomplishments achieved during the recent fiscal year and the progress status of pending actions or projects.

C At the Fall General Membership Meeting the board secretary or other designated board member appointed by the President or Executive Committee, should present a mid-year Report, in writing and as a handout for distribution at the Fall meeting, describing the strategic plan, and/or descriptions on planned Association activities or directions, the progress and accomplishments achieved thus far during the current fiscal year, and the general state of the Association.

D Any other pertinent information of interest to the Membership may be added to the Agenda of either Meeting.

E A Nominating Committee should consist of two (2) Association Members, and a President-appointed board Member who shall serve as the Chair of the Committee. This Committee shall prepare and submit a slate of nominees for approval by majority vote of the board and subsequent consideration by the Members present at the Annual Spring Membership Meeting and for election to the board of directors. Election to the board shall be by ballot. The list of nominees to the board should be distributed by the Nominating Committee for receipt by the Membership approximately ten (10) days before the election. The Nominating Committee may use the USPS, e-mail or other Board approved sources to distribute the list of nominees. Members must be in good standing at least six (6) months prior to Annual Spring Meeting to be eligible as a candidate for election to Board of Directors.

F. At the Annual Spring Membership Meeting, the Membership Committee and / or the Secretary of the Association shall collect the ballots executed by the Members present and compile the votes contained therein. The Nominating Committee Chair, in collaboration with the Treasurer, shall then certify the vote and the election to the board Secretary.

G. At the Annual Spring Membership Meeting, Members present shall receive one ballot per household and voting shall be as designated on the ballot. Members must be in good standing at least six (6) months prior to Annual Spring Meeting to be an eligible voting member. The Treasurer will certify to and confirm active membership status of all Members on the date of the Annual Spring Membership Meeting and certify to and confirm eligible voting members present during this meeting and who have cast voting ballots.

H. Wherein the Nominating Committee determines there is only one nominee or less per open vacancy then in which case the board shall forego the use of a ballot and choose to have the candidates recognized by the Members present with a voice vote acclamation.

Section 3. Emergency Meeting

- A. The board may call an emergency Meeting to address unanticipated circumstances.
- B. A call for an emergency Meeting must be approved by a two-thirds (2/3) majority of the entire Board.
- C. Members can call for an emergency Meeting by having a board Member put forth the request; or by presenting to the board Secretary a petition signed by twenty-five (25) Members in good standing.

Section 4. Quorum

The Members present at any Meeting shall constitute a quorum for the transaction of business, and all binding action of the Meeting shall be by either a majority vote or two-thirds (2/3) vote of the Members present as designated by these Bylaws.

ARTICLE V MANAGEMENT AND ORGANIZATION

Section 1. Board of Directors

- A. The board of directors of the Association shall consist of duly elected Members who are in good standing and at no time shall the board consist of fewer than five (5) Members and no more than thirteen (13) Members. Each board Member should be elected for a two (2) year term, and each may hold any required responsibility as determined or appointed by the President and Executive Board, or by a majority of the board, including but not limited to serving as chair or vice-chair of an Association Operational Committee. The term of a board Member including those newly elected should be measured by each fiscal year commencing on each June 1 and ending on the next May 31, or as extended by majority of Board vote.
- B. Each year, at the Annual Spring Membership Meeting, new board Members should be elected to replace the Members of the board who are completing their term.
- C. A board Member should not hold elective office more than six (6) consecutive full fiscal years. Wherein the Nominating Committee determines there are insufficient other candidates running for the board, the Nominating Committee may then submit a two (2) year extension of a board Member's tenure for approval and appointment by majority Executive Committee vote as acting directors, followed by majority vote of Board and confirmation by majority vote of the Members at the Annual Spring Meeting or next earliest Membership Meeting.
- D. The quorum for the board shall be two-thirds (2/3) of the board. In case of vacancies, replacements to fill the unexpired terms of the vacancies shall be appointed by majority Executive Committee vote as acting directors and confirmed by majority Member vote at the next earliest Membership Meeting.

E. Board Members shall attend board meetings. A board Member who misses two (2) quarterly meetings in a calendar year without reasonable cause as determined by the board President may result in a vacancy in that position.

Section 2. Board Meetings

A. The board should meet at least quarterly or more as needed per fiscal year. By majority decision, the board will determine the dates of such meetings, or the need to cancel a meeting, or to hold an emergency or special meeting.

B. In preparation and planning of the board's discussion at each upcoming board meeting, each board Member shall receive, at least three (3) days prior to the upcoming board meeting, the Minutes of the previously held board meeting and a formal proposed Agenda issued by the President, including supporting documentation, if any. The Secretary of the Association should provide these materials to each board Member at least three (3) days prior to each upcoming board meeting.

Section 3. Managing Organization

A. At the first board Member meeting of a new fiscal year, the newly elected board, by majority vote, will elect a President, Vice-President, Treasurer, and Secretary from amongst its Members to serve in those positions for a period of one (1) year or until successors are elected.

B. An Executive Committee shall consist of the President, the Vice-President, the Treasurer and the Secretary. The Executive Committee is authorized to address operational, business and policy issues for the Association when the board is not in session. Decisions made by the Executive Committee are subject to review and confirmation by a two-thirds (2/3) majority of the full board at the following board meeting. The President, assisted by the Executive Committee, shall oversee the functions of the Association.

C. The board may establish Operational Committees: for the purpose of advancing Association business or its Purpose. For example, the board may establish the following "Special Committees": Membership, Communications, (Newsletter), Website, Financial, Events, Yard of the Month, Welcome of New Residents, and, as applicable, Crime Watch and Audit. The board, in its discretion, may from time to time establish, abolish, or consolidate any such committees. Those committees collectively will be referred to as "Operational Committees." A board director or a Member in good standing will be chair and/or vice-chair of each Committee for such term, as appointed by the President or the Executive Committee.

D. The quorum for the Executive Committee shall be three (3) of its Members or two-thirds (2/3) of its current Members.

Section 4. Committee Chairs and Vice Chairs

A. The chair will supervise and initiate Committee functions and actions consistent with the directions of the Executive Committee and subsequent confirmation of the Board.

B. The chair, or vice-chair shall be responsible for preparing and obtaining Executive Board authorization for a Committee budget, managing the budget and obtaining authorization for non-budgeted expenditures, presenting receipts and justification to document all expenditures. The Board Treasurer should interact with the chair or vice-chair of the Committee to control and review expenditures, either of whom may make periodic reports to the board on Committee activities, and expenditures.

C. In case of a vacancy for a chair or vice-chair, the Executive Committee shall select a replacement from among the board Members, or from the Membership. The vacancy replacement shall be confirmed with the board at its next earliest scheduled meeting or via electronic communication means.

ARTICLE VI RESPONSIBILITIES OF MANAGING OFFICERS/CHAIRPERSONS

Section 1. The President

A. The President, with the board, shall be responsible for the long term continuity, good reputation, Membership growth and financial security of the Association.

B. The President shall be responsible for the orderly and organized direction of the Association; and for the adherence to these Bylaws; other official instruments promulgated by the Association and to any policy established by the board.

C. The President will as necessary, create and utilize “ad hoc” committees to formulate recommendations leading to improvements in the managing process as well as the installation of a committee for future review and amendment to these Bylaws.

D. The President or a Member of the Executive Committee designated by the President, shall preside at all Membership Meetings, all Board Meetings, and all functions relevant to the management of the Association.

E The President shall oversee all Executive Committee meetings and decisions.

F. The President and the Executive Committee directs, approves and/or oversees all communications, correspondence and/or financial expenditures and decisions relevant to the purpose, mission and/or management of the Association

G. The President shall act ex officio as the executive chair to the respective Special and Operational Committees, and in cooperation with the Treasurer, oversee Committee expenditures.

Section 2 The Vice-President

The Vice-President will preside and carry on the duties of the President in his or her absence and perform any other duties as may be assigned by the President in accordance with these Bylaws.

Section 3. The Treasurer

A. The Treasurer will receive, collect, and deposit all funds, and pay all bills less than five hundred dollars (\$500.00), according to generally accepted accounting practices (GAAP); and will report such transactions at the Board Meetings.

B. All checks, drafts, notes, and other instruments of payment of five hundred dollars (\$500.00) or more shall be signed by the Treasurer and counter signed by the President also according to generally accepted accounting practices (GAAP).

C. The Treasurer shall maintain a list of paid Members and a list of non-members. The listing of residents shall include emergency contact information for both Members and non-members, which lists shall be provided by the Treasurer to the Membership committee chair and to the designated and current CPNA Crime Watch coordinator, a Member also in good standing, with the City of Richardson, who is acting as a liaison coordinator for the city's crime watch program.

D. The Treasurer is authorized to rely on a financial committee in furthering his or her responsibilities.

E. In the absence of the Treasurer and President, as a matter of Board Policy, any of the above mentioned instruments less than five hundred dollars (\$500.00) may be signed by a Board designated board Member other than the Treasurer or President.

F. All manual, intellectual, or consultative work performed by any Member of the Association is intended to be voluntary and non-remunerative unless approved by the President and the board.

Section 4. The Secretary

The Secretary will record all business conducted at Board and Membership Meetings and will provide minutes for Board or Member approval at the next Board or Membership Meeting, as applicable. The Secretary shall be responsible for all necessary correspondence of the Association, as directed by the President and/or the Executive Committee.

Prior board meeting minutes should be provided before each upcoming board meeting to each board Member at least three (3) days prior to the scheduled board meeting.

Prior Member meeting minutes (fall and spring Membership meetings) should be provided within two weeks prior to scheduled Member meeting by publishing in the Association newsletter or via electronic means and/or providing the Member meeting minutes handout for distribution at the scheduled upcoming Member meeting.

ARTICLE VII
PARLIAMENTARY AUTHORITY

When a matter is not addressed or defined within the Bylaws of the Association, or it is determined that an aspect of the Bylaws conflicts with Texas law, or where Texas law does not address or define a matter, then the rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall prevail.

ARTICLE VIII
AMENDMENT OF BYLAWS

Section 1. Board Approval

The board may approve amendments to the Bylaws with a two-thirds (2/3) majority vote and then submit the changes to the vote of the Members.

Section 2. General Membership Approval

Board-proposed Bylaws amendments shall be published in the Association Newsletter to be received by the Members within two (2) weeks prior to the Membership Meeting and/or available at the upcoming scheduled Member meeting. The Members may confirm and/or approve the changes by a two-thirds (2/3) majority vote of the assembled Members.

Section 3 Temporary Suspension, Or Modification of By-Laws, and Policies and Rules of the Association

Wherein unusual circumstances beyond their control prevent the President and board of directors from adhering to the terms and conditions of Articles or Sub-Articles of these By-Laws, or particular rules and policies of the Association, the board and the President in their sole discretion, shall by a two-thirds (2/3) vote, suspend for a reasonable period of time, not to exceed twelve (12) months, those rules and policies of the Association, or Articles and Sub-Articles of these By-Laws impacted by such circumstances. This provision shall be reviewed for possible reinstatement prior to the expiration of such 12-month period of time suspension.

The temporary addition of the above provision shall be sent to Members via e-mail.

ARTICLE IX
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify and hold harmless each of its directors and officers, each Member of any committee appointed pursuant to the Bylaws of the Association, and the board, and declarant, against all contractual and other liabilities to others arising out of contracts made by or other act of such Directors, board, Officers, Committee Members or declarant, on behalf of the Association, or arising out of their status as Directors, Board, officers, Committee Members, unless any such contract or act is contrary to the

provisions of the laws of the state of Texas or these Bylaws or shall have been made fraudulently or with gross negligence or criminal intent. It is intended that the foregoing indemnification shall include indemnification against all costs and expenses (including, but not limited to, attorneys' fees, amounts of judgment paid and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether civil, criminal, administrative or other, in which any such Director, Officer, Board, Committee Member or declarant, may be involved by virtue of such persons being or having been such Directors, Officer, Board Member, Committee Member or declarant; provided, however, that such indemnity shall not be operative with respect to (a) any matter as to which such person shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or fraud in the performance of his or her duties as such Director, Officer, Board or Committee Member, or declarant, or (b) any matter settled or compromised, unless in the opinion of independent counsel selected by or in a manner determined by the Board, there is no reasonable ground for such persons being adjudged liable for gross negligence or fraud in the performance of his or her duties as such Director, Board, Officer Committee Member or declarant.

EXCEPT AS PROVIDED IN THIS SECTION ENTITLED 'INDEMNIFICATION', THE TOTAL CUMULATIVE LIABILITY FOR ANY AND ALL CLAIMS UNDER ANY THEORY OF LAW ARISING OUT OF OR IN CONNECTION WITH THIS AGREEMENT SHALL NOT EXCEED, IN THE AGGREGATE, THE SUM OF \$100.00, EXCEPT IN RELATION TO MATTERS AS TO WHICH GROSS NEGLIGENCE OR MISCONDUCT HAS BEEN DETERMINED AND FOUND AND IN WHICH INDEMNIFICATION IS SOUGHT OR FOR A CRIMINAL ACT.

ARTICLE X DISSOLUTION OF THE ASSOCIATION

In the event the Association is dissolved, all of its liabilities and obligations shall be paid, satisfied and discharged and all of its assets and property then remaining shall be distributed to such organizations which are organized and operated exclusively for charitable or educational purposes and which shall qualify as an exempt organization or organizations as the directors of the board of the Association shall select, and in such proportions as they shall determine and pursuant to a plan of distribution adopted by the Texas Non-Profit Corporation Act, to be used by such organizations for the purposes set forth above. The power conferred on the directors of the board of the Association by this dissolution Article may not be delegated to any committee or other entity or person.

A vote to dissolve the Association shall take place at a Meeting of the entire Membership called for by a two-thirds (2/3) majority vote of the board. A vote of two-thirds (2/3) of the Members who are present, and voting is required to dissolve the Association.

The undersigned being the duly elected and qualified President and duly elected and qualified Secretary of the Association, hereby

Certify that the foregoing Bylaws of the Richardson College Park Neighborhood Association, Inc. were duly adopted by the majority members of the Board of Directors at its meeting on February 28, 2023.

Andrea Wahl, Secretary
Richardson College Park Neighborhood Association, Inc.

Judy Jahrig, President
Richardson College Park Neighborhood Association, Inc.