

**BYLAWS OF THE EAST KESSLER
PARK NEIGHBORHOOD ASSOCIATION,
INC.**

ARTICLE ONE: NAME AND LOCATION Section 1.1. The name of this corporation is The East Kessler Park Neighborhood Association, Inc. (herein called the Corporation). Section 1.2. The registered address of the Corporation is P.O. Box 224962, Dallas, Texas 75260-9998. The Corporation may have, in addition to its registered P.O. Box, locations at such places within the State of Texas as the Board of Directors may from time to time determine or as the activities of the Corporation may require, such as rental storage.

ARTICLE TWO: PURPOSE Section 2.1. The purposes for which the Corporation is organized are to perform activities set forth in the Articles of Incorporation within the meaning of the Internal Revenue Code Section 501 (c) (3), and the Texas Tax Code Section 11.18 (c) 1. It is further the purpose of this Corporation to make funds available for worthwhile and beneficial purposes that reflect the tenets of the Corporation as determined by the Board of Directors. Section 2.2. The distribution of funds of the Corporation for beneficial purposes may be made

to qualifying institutions, organizations, entities or individual persons as authorized by the Board of Directors.

ARTICLE THREE: MEMBERSHIP Section 3.1.

MEMBERS. The voluntary dues paying member of the East Kessler Park Neighborhood Association, Inc. as from time to time constituted, shall be members of this Corporation, and shall comprise the entire membership for this Corporation. Membership shall be considered to be in good standing upon submittal of a completed membership application and payment of annual dues. The amount of annual dues shall be established by the Board and will not be pro-rated for application received throughout the membership year. The membership year shall run from September 1st through August 31st, or as may be otherwise designated by the board. Any person who ceases to pay dues shall cease to be a member of this Corporation. Membership in the East Kessler Park Neighborhood Association, Inc. shall be voluntary and open to all households and businesses within the Geographic Area (as defined elsewhere in this document). Each residential address shall be entitled to a single membership for the purpose of notification, however, such membership shall entitle each adult legally residing within said household to a

separate vote in the activities of the Corporation (i.e. multiple "members"). Businesses within the Geographic Area shall be entitled to a single membership per address with up to two voting members (representatives per business address). Owners of property within the Geographic Area, who do not reside within its limits, may participate in the Corporation with one paid membership and one vote per parcel owned. Residents of the Geographic Area who own additional parcels within its boundaries may hold one paid membership with one vote per parcel owned in addition to their residence. A parcel shall be defined as any assemblage of land receiving a separate tax bill from Dallas County.

Section 3.2. GEOGRAPHIC AREA. The Geographic Area for the East Kessler Park Neighborhood Association, Inc. shall be defined by the following boundaries: The South right-of-way line of the Interstate 30 eastbound frontage road; the East right-of-way line of Beckley Avenue; the South right-of-way line of Colorado Boulevard; and the West right-of-way line of Sylvan Avenue.

Section 3.3. VOTING. Each paid member shall be entitled to one vote of each matter submitted to a vote of the members. A member may vote in person or by any other means as authorized by the Board of Directors.

Section 3.4. ANNUAL MEETING. An annual meeting of the members shall be held each year either in person or via electronic communication at a date and time determined by the Board of Directors, for the purposes of electing officers and directors and for the transaction of such other business as may come before the meeting. Section 3.5. REGULAR MEETINGS.

General meetings of the members will be held annually. The general meeting will be in the fall and can serve as the Annual Meeting. Additional meetings of the members may be

scheduled periodically by the Board of Directors. The place and time for the Regular meetings and any additional meetings will be set by the Board of Directors. Section 3.6. SPECIAL GENERAL

NEIGHBORHOOD MEETINGS. Special meetings of the members may be called either by the Board of Directors or by written petition of 10% of the

members. Section 3.7. PLACE OF MEETING. The Board of Directors may from time to time designate any place as the place of meeting for any regular

special or meeting of members. Section 3.8. NOTICE OF MEETINGS. Notice stating the place, day and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting, not less than five (5) nor more than thirty (30) days before

the date of such meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. The notification may be via U.S. Mail, electronic email or the newsletter. 3.9. EMAIL. Members who register on the East Kessler Park Neighborhood Association website will receive global email notifications (i.e. meeting announcements, crime watch reports). Membership information will remain confidential.

ARTICLE FOUR: BOARD OF DIRECTORS Section 4.1. POWERS. The Board Members shall act only as a Board and an individual shall have no power as such. All powers of the Corporation shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors, subject, however, to such limitations as are imposed by law, the Articles of Incorporation, or the Bylaws, as to actions to be authorized or approved by the members. The Board of Directors may, by contract or otherwise, give general or limited or special power and authority to the officers and employees of the Corporation to transact the general business, or any special business, of the Corporation, and may give powers of

attorney to agents of the Corporation to transact any special business requiring such authorization. If it is found that one member of the board is or has acted individually as representing the board, a vote can be called to immediately remove that member from the board. Section 3.10 Quorum. QUORUM. The members present at any regular or special meeting shall constitute a quorum.

Section 4.2. NUMBER AND QUALIFICATIONS OF DIRECTORS. The Corporation will be governed by a Board of Directors comprised of not less than five (5), nor more than twelve (12) dues paying members of the Corporation. The Board shall consist of five elected Officers of the Corporation and up to seven additional Directors. The seven additional Directors shall be (1) Director of Park & Beautification, (2) Director of Heritage Oak Cliff, (3) Director of Neighborhood Issues, (4) Community liaison, (5) Director of Communications, (6) Director of Membership. (7) Ad hoc director. Section 4.3 Ad hoc committee. The board may from time to time designate directors and other members of the organization to constitute a special ad hoc committee that will have and may execute such powers that the board may determine. The director of the committee

will attend board meetings for such period of time determined necessary until resolution of the need that created the committee. The ad hoc committee director will not have voting rights of the board.

ARTICLE FIVE: OFFICERS Section 5.1. NUMBER AND TITLES. The officers of the Corporation shall be a President, a Vice- President, a Secretary, a Treasurer, and an Immediate Past President. One person may hold two or more offices, except the President cannot also be Treasurer. The remaining voting board members shall be designated "Directors". Section 5.2. ELECTION. The acting President shall appoint a Nomination Committee of three (3) members to select a slate of officers and Directors to be reported to the members prior to the Annual Meeting. The Officers and Directors of the Corporation shall be elected at the Annual Meeting by the members of the Corporation and each shall hold his/her office until they shall resign, shall be removed or otherwise disqualified to serve, or his/her successor shall be elected and qualified. Section 5.3. APPOINTMENT AND TERM OF OFFICE. The Board Members shall be elected for a two (2) year term by the members of the Corporation. There is no term limit imposed on any Director. Section 5.4.

VACANCIES. Vacancies in the Board of Directors between annual meetings shall be filled by a majority vote of the Board of Directors still in office. Section 5.5. REMOVAL OF Board Members. The entire Board of Directors or any individual Board Member may be removed from office with cause by a two-thirds vote of the members present at any regular or special meeting. Section 5.6. PLACE OF MEETINGS. All meetings of the Board of Directors shall be held at a place designated by the President or by consent of the members of the Board. Members may attend to speak on any issue with a suggested 24 hour notice to the President. Section 5.7. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held at the call of the President or by a majority of the Board of Directors. Section 5.8. QUORUM. A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business, this can include declarations of proxy, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present shall be regarded as the act of the Board of Directors unless a greater number be required by law or by the Articles of Incorporation. Section 5.9. Proxy Votes. A director may declare a proxy for not more than two meetings

per term year. The director must declare the member who has agreed to exercise the proxy prior to the meeting to the remainder of the board via electronic communication. The proxy must be a current EKPNA Board Member. Section 5.10. Each board member has one vote regardless of the number of titles or positions serving on the board. Section 5.11. BOARD ACTION WITHOUT A MEETING. Any action required by the Board of Directors may be taken without a meeting and with the same force and effect as a unanimous vote of Directors, if all members of the Board shall individually or collectively consent to such action. Section 5.12. ADJOURNMENT MEETING NOTICE. A quorum of the Board Members may adjourn any Board meeting to meet again at a stated day and hour. Notice of the time and place of holding an adjourned meeting shall be given to absent Board Members if the time and place is fixed at the meeting adjourned. In the absence of quorum, a majority of the Board Members present at any Board meeting, either regular or special, may adjourn from time to time until the time fixed for the next meeting of the Board. Section 5.13. CONDUCT OF MEETINGS. The President, or in his/her absence, the Vice-President, or in the absence of both, any Board Member selected by the Board Members present, shall preside

at meetings of the Board of Directors. The Secretary of the Corporation, or in his/her absence, any person appointed by the presiding officers, shall act as Secretary of the Board of Directors. Section 5.14.

COMPENSATION. Nothing contained in these bylaws shall preclude a Board Member from serving the Corporation in any other capacity and receiving compensation therefore; however, such Board Member shall be limited to expenses actually incurred and approved by the Board of Directors. Section 5.15.

INDEMNIFICATION OF DIRECTORS. The Corporation shall indemnify any and all persons who may serve or who have served at any time as Directors of the Corporation, and their respective heirs, administrators, successors and assigns, against all liabilities (including, but not limited to the amounts of judgments, settlements, fines, or penalties) and expenses necessarily incurred by any such persons in conjunction with the defense or settlement of any claim, action, suit or proceeding in which they, or any one of them, by reason of being or having been a Director of the Corporation. Further any Board Member shall not be liable to the Board Member's capacity as Board Member, except that indemnification and exemption from liability, as above referenced, does not eliminate or limit the liability of a

Board Member for: a. Breach of a Board Member's duty or loyalty to the Corporation or its members; b. An act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; A transaction from which a Board Member received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Board Member's office; or An act or omission for which the liability of a Board Member is expressly provided by statute.

Section 5.16. REMOVAL AND RESIGNATION. Any Board Member may be removed, with cause, by a majority of the members of the Board at any regular or special meeting of the Board, provided, that such removal shall not be without prejudice to the contract rights, if any, of the person removed. Any Officer or Director may resign at any time by giving written notice to the Board of Directors, President, or to the Secretary of the Corporation. Any such resignation shall take effect when accepted by the Board unless otherwise specified therein. Board members shall attend at least nine (9) monthly meetings. Should a board member not meet these attendance requirements, board members may vote to remove them effective immediately. Section 5.17.

VACANCIES. If the office of the President, Vice-President, Secretary, or Treasurer becomes vacant, the Board of Directors shall appoint a successor who shall hold office for the unexpired term or until a successor is elected. Section 5.18.

DUTIES OF OFFICERS. The duties of the officers shall be such as usually attached to such offices and in addition thereto, such further duties as may be designated from time to time by the members of the Corporation or by the Board of Directors.

Section 5.19. SALARIES. The salaries of employees, if any, shall be fixed from time to time by the Board of Directors, and no officer or director shall receive such salary. Section 5.20. BONDING OF TREASURER

AND OTHER OFFICERS. At the direction of the Board, the Treasurer and/or any other officer, agent, or employee of the Corporation may be bonded.

Section 5.21. CONFLICT OF INTEREST. No officer or Director shall have any financial interest, direct or indirect, in any contract with the East Kessler Park Neighborhood Association or be financially interested, directly or indirectly, in the sale of any materials, supplies, or services to the East Kessler Park Neighborhood Association. Any violation of this section shall be cause for forfeiture of office and removal from the Board.

ARTICLE SIX: FINANCE Section 6.1 The annual budget shall not exceed 85% of the combination of annual membership dues paid and charitable income in the previous year, as well any grants awarded for the coming year. 6.2 Any nonbudgeted expenditures must have prior approval of the Board of Directors. The president may approve expenditures up to \$100 without prior Board approval. 6.3 The Treasurer is authorized to sign checks less than \$350 without a co-signer. All checks over \$350 will be co-signed by the President, Vice-President or Secretary.

ARTICLE SEVEN: EXECUTION OF INSTRUMENTS Section 7.1. CONTRACTS. The Board of Directors may authorize any officer or officers, employee or employees, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. Section 7.2. CHECKS, DRAFTS, ETC.. All checks, drafts, or other orders for the payment or money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, employee

or employees, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.3. DEPOSITS. All funds of the Corporation shall be deposited to the credit of the Corporation in such depositories as the Board of Directors may select.

Section 7.4. GIFTS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.

ARTICLE EIGHT: RECORDS AND REPORTS

Section 8.1. All books and records provided for by statute shall be open to inspection of the members and posted on the Corporations website month end may. The Directors may examine such books and records at all reasonable times.

ARTICLE NINE: AMENDMENT OF BYLAWS BY

MEMBERS Section 9.1. These Bylaws may be amended at any Annual or Special meeting of the members of the Corporation by a two-thirds (2/3) vote of the members present and voting at such meeting at which the amendment is considered; provided, that notice of the proposed amendment shall be given at

least fifteen (15) days prior to such meeting.

ARTICLE TEN: PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS Section 10.1. No member, officer, Director, agent, employee or any other person connected with the Corporation, or any other private individual shall receive, at any time, any of the net earnings, pecuniary profits or assets of the Corporation. Provided, nothing herein shall prohibit or prevent payment of reasonable compensation or expenses for services rendered to the Corporation for effecting its purposes by entities providing appropriate goods and/or services. Section 10.2. No person or persons shall be entitled to share in the distribution of any of the corporate assets of the Corporation upon its dissolution. Any assets remaining after dissolution of the Corporation shall be distributed or determined by the members of the Corporation exclusively to charitable, religious, scientific, or educational organizations which have qualified under provision of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE ELEVEN: PROPERTY, INVESTMENTS AND TITLE Section 11.1. The Corporation shall have the right to retain all or any part of any real property

or personal property or securities acquired by it in any manner. Title to real property of the Corporation shall be made to "The Board of Directors - The East Kessler Park Neighborhood Association, Inc.", provided no action shall be taken by or on behalf of the Corporation which would be a prohibited transaction or would result in the denial of tax exemption under Section 501 of the Internal Revenue Code and its regulations as they now exist or as they may be amended.

ARTICLE TWELVE: EXEMPT ACTIVITIES Section 12.1. Notwithstanding any other provision of these Bylaws, no member, trustee, officer, Director, agent, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may be amended. SIGNATURES AND ATTESTATION

These Bylaws have been approved and adopted by the members of the Corporation and are effective this