



Park Forest Community

Stronger, Smarter and Safer Together

Summary

This document shall be known as the bylaws of the Park Forest Community. The bylaws are the rules of self government of the social organization. These bylaws are the set of rules by which the organization operates on a daily basis, votes and settles disputes that may arise from time to time. If the Bylaws are ever found to be inconsistent with State Law, then State Law will override.

Article One — Name and Office

Section 1 — Name

The name of this organization shall be “Park Forest Community,” an unincorporated non-profit association, hereinafter referred to as the “Association.”

Section 2 — Principal Office

The principal office of the Park Forest Community shall be located in the City of Dallas, Dallas County, Texas.

Article Two — Purpose

The specific purpose for which the Association is organized is to provide a social organization for the pleasure, recreation and other non-profitable purposes for members of the Association.

The general purposes for which the Association is organized are exclusively social within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, or of any superseding federal tax law (the “Code”). The Association will not carry on any activities not permitted to be carried on by an association exempt from federal income tax under Section 501(c)(7) of the Code.

Article Three — Membership

Section 1 — Qualifications

- a) Membership in the Association is voluntary and shall be open to all persons 18 and over.
- b) Membership shall be open to persons that reside within the Association’s boundaries (see Article Four regarding the boundaries).
- c) Membership shall be issued to individuals upon payment of annual dues (see also Section 4 regarding voting rights).

Section 2 — Dues

The membership in the Association is voluntary and shall require the annual payment of membership dues. The amount of the annual dues shall be as determined by the Board of



Park Forest Community

Stronger, Smarter and Safer Together

Directors and shall remain in effect until amended by the board. Annual dues shall be prorated monthly at the time of payment for new residents in the Association.

Section 3 — Donations

Donations to the Association shall be accepted at any time. Donations will not be applied to dues.

Section 4 — Voting Rights

Up to two members per household in good standing shall have the right to vote at the annual meeting of the members on those items specified in Section 5 (below), as well as to vote on such other issues as the Board may choose to bring before the members. Members must be present to vote. Non-members are encouraged to attend meetings, but may not vote.

Section 5 — Membership Meetings

- a) There shall be an annual meeting of the members upon such date, time and place as the Board shall determine. During the annual meeting, voting members shall have the right to vote on the following matters only: election of the Board of Directors and officers, approval of the annual budget proposed by the Board, approval of any amendments to the Bylaws that may be proposed by the Board, and any other matters deemed necessary by the board. Voting on all other matters is expressly reserved for the Board of Directors.
- b) Special meetings of the members may be called by the Chair of the Board or upon the request of 55 percent of the voting members. Members shall receive not less than 7 days prior written notice of special meetings. Notice shall be given in the manner specified in Article Eight, Section 2 of these bylaws, and the notice shall state the purpose(s) of the special meeting.

Section 6 — Quorum and Voting

Each voting member in good standing shall have one vote at any meeting of the members.

A quorum shall consist of the members present, which must include at least two board members.

A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

A quorum shall be necessary for the transaction of Association business.

Section 7 — Removal

Any member may be removed from membership by a two-thirds vote of the members only for cause, which is defined as failure to pay dues, and any other act considered by the Board and/or members in direct conflict with the Association. Residents that move out of the Association will be removed from membership immediately and automatically, without a vote, and no outstanding balance of dues received will be returned or refunded.



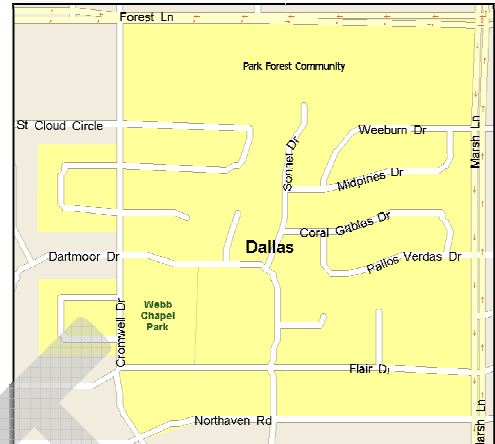
Park Forest Community

Stronger, Smarter and Safer Together

Article Four — Boundaries

The boundaries of the Association include the following:

- The South side of Forest Lane
- The West side of Marsh Lane
- The East side of Cromwell Drive
- The North side Northaven Road
- Cromwell Circle
- Cromwell Court



Article Five — Board of Directors

Section 1 — Powers

There shall be a Board of Directors of the Association, which shall supervise and control the business, property, and affairs of the Association, except as otherwise expressly provided by law, or these Bylaws.

Section 2 — Number and Qualifications

The initial Board of Directors members of the Association shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Association shall be composed of no less than 3 and no more than 5 individuals. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 3 — Election and Term of Office

The members of the Board of Directors shall be elected by the voting members at the annual meeting of the members. Directors on the Board of Directors shall serve for a term of one year.

Section 4 — Resignation

Any director may resign at any time by giving written notice to the President of the Association. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Association.

Section 5 — Removal

Any director may be removed from such office, with or without cause, by a two-thirds vote of the voting members at any regular or special meeting of the members which was called expressly for that purpose.

Section 6 — Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 7 — Regular Meetings

At a minimum, a regular annual meeting of the Board of Directors of the Association shall be held each year, at such time, day, and place as shall be designated by the Board of Directors.



Park Forest Community

Stronger, Smarter and Safer Together

Section 8 — Special Meetings

Special meetings of the Board of Directors may be called at the direction of the Chair or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 9 — Notice

Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least 7 days prior to the meeting and in the manner set forth in Article Eight, Section 2. The purpose for which a special meeting is called shall be stated in the notice.

Section 10 — Quorum

A simple majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11 — Manner of Acting

Except as otherwise expressly required by law, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 12 — Unanimous Written Consent In Lieu of a Meeting

The Board may take action without a meeting if written consent to the action is signed by all of the directors.

Section 13 — Telephone Meeting

Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 14 — Conflicts of Interest

- a) In the event that any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate non-confidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Association in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Association.
- b) No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Association. Any director who believes he or she may have such a conflict



Park Forest Community

Stronger, Smarter and Safer Together

of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the disqualification of the interested director.

Article Six — Officers

Section 1 — Officers

The officers of the Association shall consist of a President, a Secretary, and a Treasurer. The Association shall have such other assistant officers as the Board of Directors may deem necessary and such officers shall have the authority prescribed by the Board. One person may hold more than one office, other than the offices of President and Secretary.

Section 2 — Election of Officers

The officers of the Association shall be elected by the voting members at the annual meeting of the members.

Section 3 — Term of Office

The officers of the Association shall be installed at the annual meeting at which they are elected and shall hold office for one year until the next annual meeting or until their respective successors have been duly elected.

Section 4 — Resignation

Any officer may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5 — Removal

Any officer may be removed from such office, with or without cause, by a two-thirds vote of the voting members at any regular or special meeting of the members expressly for that purpose.

Section 6 — Vacancies

A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7 — President

The President shall give active direction and have control of the business and affairs of the Association. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of Chair as may be prescribed by the Board of Directors.

Section 8 — Secretary

The Secretary shall keep the minutes of all meetings; see that all notices are duly given in accordance with the provisions of these Bylaws, ensure officers keep corporate records, and in



Park Forest Community

Stronger, Smarter and Safer Together

general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or Board of Directors.

Section 9 — Treasurer

The Treasurer shall be responsible for and oversee all financial administration of the Association. The Treasurer shall ensure officers properly receive and give receipts for moneys due and payable to the Association and deposit all such moneys in the name of the Association in appropriate banks, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

Section 10 — Bonding

If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Association shall furnish, at the expense of the Association, a fidelity bond, approved by the Board of Directors.

Article Seven — Committees

Section 1 — Committees of Directors

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which shall have and exercise the authority of the Board of Directors in the governance of the Association. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Association.

Section 2 — Executive Committee

Between meetings of the Board of Directors, the day-to-day affairs of the Association may be conducted by an Executive Committee, the membership of which shall be as set forth in a resolution of the Board.

Section 3 — Other Committees and Task Forces

The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 4 — Term of Office

Each member of a committee shall serve for one year or until the next annual meeting of the Board of Directors. They shall remain in office until a successor is appointed, unless the committee is dissolved.



Park Forest Community

Stronger, Smarter and Safer Together

Section 5 — Vacancies

Vacancies in the membership of committees may be filled by the Chair of the Board.

Section 6 — Rules

Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

Article Eight — Miscellaneous Provisions

Section 1 — Fiscal Year

The fiscal year of the Association shall be January 1st through December 31st.

Section 2 — Notice

Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Association. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received.

Article Nine — Indemnification

Unless otherwise prohibited by law, the Association may indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Association for damages arising out of his or her own gross negligence in the performance of a duty to the Association.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Association may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Association would have the power to indemnify the person against that liability under law.



Park Forest Community

Stronger, Smarter and Safer Together

Article Ten — Expenditures

All expenditures must be approved via Purchase Order and co-signed by two Board members, one of which should preferably be the Treasurer. The board has the authority to spend up to \$500 per month without prior approval from the general membership. However, the Board is accountable to the General Membership for expenditures during any quarter. Any single expenditure exceeding \$500 must be voted on and approved by majority of the membership present at a general meeting.

Article Eleven — Amendments to Bylaws

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of at least 55 percent of the voting members at any regular or special meeting of the members. The notice of the meeting shall set forth a summary of the proposed amendments.

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