

**[PROPOSED]**

**AMENDED BYLAWS**

**OF**

**FOREST HILLS ASSOCIATION**

**ARTICLE I**

**Association and Membership**

Section 1. **Association:** The Forest Hills Association (the “Association”) is a voluntary association of residents of Forest Hills in the City of Dallas, Texas. The boundaries of Forest Hills are Garland Road on the West, Lakeland Avenue on the North, the Santa Fe Railroad right-of-way on the East, and Highland Avenue/San Rafael Avenue on the South.

Section 2. **Membership:** Every person, age eighteen (18) or older, who maintains his or her permanent residence or owns property within the boundaries of Forest Hills shall be entitled to become a Member of the Association by paying the Annual Member Dues as set by the Board under Article V of these Bylaws and providing the information required by the Board.. At any time, a Member may also request that his or her name be withdrawn from the Membership roll to be maintained by the Secretary.

Section 3. **Purpose:** The purpose of the Association is to promote social welfare of the community of Dallas; to provide communication within the community; to provide a forum for residents to express their views on matters of concern to the neighborhood; to promote awareness of public safety and reduce crime; to define and address problems as they relate to the Forest Hills community and the community of Dallas; and to provide a vehicle for action favorable to the interests of Forest Hills residents and the citizens of Dallas.

Section 4. **Non-Discrimination.** The FHNA shall not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, age, disability, national origin, income, or political affiliation in any of its policies, recommendations or actions.

Section 5. **Powers:** The Association is, or will be, a non-profit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, the Association shall neither have

nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in section 501(c) (4) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law (hereinafter referred to as the “Code”).

## ARTICLE II

### Meetings of the Association

Section 1. **Semi-Annual Meetings:** Semi-Annual Meetings shall be held in September and February of each year. Such Meetings shall be at a place in the County of Dallas, City of Dallas, and at a date and time, as shall be determined by the Board of the Association. Written notice of each Meeting shall be given to all Members entitled to vote at the time such notice is given. Such notice shall state the date and time when, and the place where the Meeting is to be held, and shall set forth any proposed action, notice of which is specifically required elsewhere in these by-laws; and the Secretary shall cause a copy thereof to be delivered either personally or by U.S. mail or by email, or some combination thereof, to each Member, not less than ten nor more than fifty days before the Meeting.

Section 2. **Special Meetings:** Special Meetings of Members may be called at any time and may be held at any place where a Semi-Annual Meeting could be held, by the President and Secretary or by a majority of the Board of the Association. It shall also be the duty of the Secretary to call such Meetings whenever requested in writing to do so by at least twenty-five percent (25%) of the Members. The Secretary shall cause a notice of such Special Meeting to be issued stating the date and time when, the place where, the purpose or purposes thereof, and the Officer or other person or persons by whom the Meeting is called. The notice shall be delivered either personally or by U.S. mail or email, or a combination thereof, to each Member entitled to vote at such Meeting, not less than ten nor more than fifty days before such Meeting. No business other than that stated in such notice shall be transacted at such Special Meeting.

Section 3. **Notice and Waiver of Notices:** Any notice given by U.S. mail or email shall be directed to each such Member at his or her postal or email address as it appears on the Member’s record book, unless he or she shall have filed with the Secretary of the Association a written request that notices be mailed to some other address, in which case it shall be mailed to the address designated in such request. Mailing a notice to a Member’s last known postal or email address not less than ten days nor more than fifty days before the Meeting shall constitute notice sufficient to satisfy the

requirements of Sections 1 and 2 above. Failure of the postal service or the member's internet service provider to deliver said notice, or failure of a resident to receive said notice, shall not invalidate any Meeting of the Association for lack of notice. The notice provided for in the two foregoing sections is not indispensable and any Members' Meeting shall be deemed validly called for all purposes if all the Members of the Association are represented in person, or if a quorum is present and waivers of notice of the time, place and purpose of such Meeting shall be duly executed in writing either before or after said Meeting by those Members not present and not given such notice. The attendance of any Member at a Meeting without protesting at the commencement of the Meeting the lack of notice of such Meeting, shall constitute a waiver of notice.

Section 4. **Quorum:** Two tests must be independently satisfied to establish a quorum at Meetings of the Association. First, at each Meeting of Members, except where otherwise provided by law, thirty-five (35) Association members, including Board Members, shall be present in person. Second, a majority of the Association Board shall be present in person. In case a quorum shall not be present at any Meeting, however, a majority of those present may adjourn the Meeting to some future time and place.

Section 5. **Voting:** If a quorum is present, the affirmative vote of a majority of the Members at the Meeting shall be the act of the Members, unless the act of a greater number is required by law, or elsewhere in these bylaws, except as provided in Section 2 of Article III of these bylaws. At each Meeting of Members, each Member present in person shall be entitled to one vote. Voting by Members shall be via voice, or by show of hands, unless any Member present at the Meeting demands a vote by written ballot, in which case the voting shall be by ballot, and each ballot shall state the name of the Member voting.

Section 6. **Consent of Members:** Whenever the Members are required or permitted to take any action by vote, such action may be taken without a Meeting on written consent setting forth the action so taken and signed by a majority of all the Members entitled to vote thereon.

Section 7. **Order of Business:** At each Meeting of Members, the President, or in his absence the Vice President, or in his absence the Treasurer, shall act as Chairman of the Meeting. The Secretary, or in his absence such person as may be appointed by the Chairman, shall act as Secretary of the Meeting. So far as is consistent with the purpose of the Meeting, the order of business shall be as follows:

- (a) Call to Order.
- (b) Presentation of Proofs of due calling of the Meeting.

- (c) Roll Call
- (d) Reading of Minutes of Previous Meeting or Meetings.
- (e) Reports of Officers and Committees.
- (f) If the Fall Semi-Annual Meeting, the Appointment of Inspectors of Election, if any.
- (g) If the Fall Semi-Annual Meeting, the Election of Officers and Board Members.
- (h) Unfinished Business.
- (i) New Business.
- (j) Adjournment.

### **ARTICLE III**

#### **Association Board, Committees and Liaisons**

Section 1. **Number:** The maximum number of Board Members of the Association is hereby fixed at thirteen (13). The elected Officers and the chairmen of the Standing Committees elected by the Members at the Fall Semi-Annual Meeting shall constitute the Board of the Association (the “Board”). The number of Board Members may be changed only upon the affirmative vote of two-thirds of the total number of Board Members, and upon the approval by a majority of the Members present at any Semi-Annual or Special Meeting, provided that the notice of such Meeting shall state that a resolution will be considered to change the number of Board Members and shall set forth the number to be proposed in such a resolution. Any such resolution shall specify the manner in which the selection of Board Members shall be accomplished, or shall state that a decrease in the number of Board Members shall not shorten the term of any incumbent Board Member, as the case may be. The number of Board Members so determined shall be the number of Board Members of the Association until changed by further action of the Members in accordance with the foregoing.

Section 2. **Qualification, Election, and Term of Office:** Board Members, who shall be at least eighteen (18) years of age and Members of the Association, shall be elected at the Fall Semi-Annual Meeting of Members by a plurality of votes cast at such Meeting. The term of office of each Board Member shall be until the next Fall Semi-Annual Meeting of Members at which their successor is elected. Any Board Member may be elected to serve consecutive terms.

Section 3. **Vacancies:** Vacancies in the Board resulting from death, resignation or removal may be filled without notice to any of the Members by a vote of a majority of

the remaining Board Members at the Meeting at which such election is held even though a quorum is not present, which election may be held at any regular Meeting of the Board, or any Special Meeting thereof called for such purpose. All vacancies shall be filled. For example, if no Member of the Association volunteers to run for Chairman of a Standing Committee, the Board shall elect a Member to serve. The purpose of this provision is to maintain continuity in projects and to prevent the loss of initiative which may arise when extended Board vacancies occur. Vacancies in the Board resulting from an increase of the number of Board Members by resolution as set forth in Section 1 of this Article III shall be filled in the manner provided in said resolution. A Board Member elected to fill a newly created Board Membership shall serve until the next Fall Semi-Annual Meeting of the Members.

Section 4. **Management of the Association:** The business affairs of the Association shall be managed by the Board which may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by these by-laws directed or required to be done by the Members.

Section 5. **Meetings and Notice of Meetings:** The first Meeting of each newly elected Board shall be held immediately after the Semi-Annual Meeting of the Members and no notice of such Meeting shall be necessary to the newly elected Board Members in order to legally constitute the Meeting, provided a quorum shall be present, or it may convene at such other place and time as shall be fixed by the consent in writing of all the newly elected Board Members. Regular Meetings of the Board shall be held as needed but not less than twice a year and may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the Board. The Secretary shall provide the type of notice as specified by the Board. Special Meetings of the Board may be called by the President on two days notice to each Board Member, either personally, by mail, by email, or by telephone. Special Meetings shall be called by the President or Secretary in like manner and on like notice on the written request of a majority of the number of Board Members fixed by Section 1 of this Article III, except in the case of a Special Meeting called to fill vacancies in the Board, in which case a majority of the then active Board Members shall suffice. Notice of a Meeting need not be given to any Board Member who submits a signed waiver of notice whether before or after the Meeting, or who attends the Meeting without protesting the lack of notice prior to or at the commencement of the Meeting. Neither the business to be transacted at, nor the purpose of, any Regular or Special Meeting of the Board need be specified in the notice or waiver of notice of such Meeting, except where otherwise required by law or by these by-laws. A majority of the number of Board Members fixed by Section 1 of this Article III shall constitute a quorum for the transaction of business unless a greater or lesser number is required by law or elsewhere by these by-laws. The act of a majority of

the Board Members present at any Meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by law or elsewhere in these bylaws. If a quorum shall not be present at any Meeting of the Board, the Board Members present may adjourn the Meeting from time to time, without notice other than announcement at the Meeting, until a quorum shall be present. At all Meetings of the Board, each Board Member shall be entitled to one vote for each position held by the Board Member which is entitled to vote.

Section 6. **Proxies:** A Board member may vote by proxy executed in writing by such member. No proxy shall be valid after three (3) months from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for more than three (3) months. Directors present by proxy shall not be counted in determining whether a quorum is present at any meeting of the board.

Section 7. **Electronic Voting Procedure:** As the need arises between regular meetings, the Board of Directors may vote on motions and issues by electronic e-mail sent to the President or Secretary in the manner set out in the electronic voting procedures published on the Association's website, or by teleconference procedures also provided on the Association's website.

Section 8. **Resignation and Removal:** Any Board Member may resign at any time by written notice delivered or sent to the President or Secretary of the Association. Such resignation shall take effect at the time specified therein and, unless specifically requested, acceptance of such resignation shall not be necessary to make it effective. Any Board Member may be removed from office with or without cause by the Members of the Association at a Meeting duly called for that purpose. If any Board Member who was a Member of the Association at the time of this selection as a Board Member ceases to be a Member, he shall be deemed to have resigned as a Board Member.

In order to effectively perform their respective duties, Officers and Committee Members need to attend Board Meetings, Special Meetings and Meetings of the Members of the Association. Therefore, any Board Member absent from three (3) consecutive Meetings or absent from six (6) Meetings during an operating year (October 1 – September 30) shall be deemed to have resigned as a Board Member.

Section 9. **Compensation:** No salary or other compensation for services shall be paid to any Board Member of the Association for services rendered as such Board Member. But this shall not preclude any Board Member from performing any other services for the Association and receiving compensation therefor; provided, however, that

any contract, transaction, or action taken on behalf of the Association involving a matter in which an Officer or Board Member is personally interested shall be at arm's length and not violative of the proscriptions in this Articles of Incorporation which prohibit the Association's use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the Association if such contract, transaction, or act would result in denial of the Association's exemption from federal income taxation under the Code and its regulations, as they now exist or as they may hereafter be amended.

Section 10. **Standing Committees:** The following standing committees shall be established:

- (a) Beautification
- (b) Communications
- (c) Crime Watch
- (d) Service League
- (e) Planning & Zoning
- (f) Children's Network
- (g) Block Captain
- (h) Animal Alert
- (k) Membership & Newcomers

The Members of the Association can increase or diminish the number of Standing Committees established to carry out the purposes of the Association. The Members shall elect the Committee Chairmen, who shall be Members of the Board of the Association, in accordance with this Article III. Each Committee Chairman shall select the Members of the respective Committee from among the Members who volunteer for participation. Any Officer or Board Member may also serve as a Committee Member; however, an Officer may not simultaneously serve as a Committee Chairman.

Section 11. **Duties of Standing Committee Chairmen:**

- (a) Duties of the Beautification Committee Chairman shall include the planning and promotion of neighborhood beautification and restoration projects for boulevards, medians, public parks inside and outside the neighborhood, and common areas which may be used and enjoyed by Members of the general public. The Chairman is responsible, along with the Service League Chairman, for helping identify suitable fund raising projects, and organizing and implementing said fund raising projects to collect funds to be used for beautification projects. To the greatest extent possible, these projects shall beautify and preserve public property

in cooperation with the local government. These projects shall be communicated to the Chairman of the Communications Committee for inclusion in the Association newsletter or website, as appropriate.

(b) Duties of the Communications Committee Chairman shall include publishing and distributing Association newsletters no less than twice each year. Ideally, said newsletter shall be distributed at least four times each year. These newsletters shall provide notice of the Semi-Annual Fall and Spring Meetings of Members. Such notices shall comply with the requirements set forth in Article II of these Bylaws. The Association newsletter shall attempt to include information relating to the activities of all Standing Committees of the neighborhood, as well as Special Committees, and other news of interest to the neighborhood. The Chairman of the Communications Committee, with the webmaster, is also responsible for keeping the Association website current. The Chairman of the Communications Committee shall also undertake to update and publish the Forest Hills Association directory once every two years. This directory may be sold to Forest Hills Association Members at cost, plus an additional fee as approved by the Board. All proceeds shall be the funds of the Association.

(c) Duties of the Crime Watch Committee Chairman shall include recruiting block captains to represent each block in the neighborhood for purposes of Crime Watch program. The Crime Watch Chairman shall maintain contact with the Dallas Police Department representative for Precincts 1172 and 1173 (or their successor precincts should they be renumbered), to monitor crime statistics relating to the Forest Hills area. The Chairman shall also cause the block watch captains to prepare crime watch grids for each block, and distribute said grids to every household in the neighborhood. The Crime Watch Chairman, from time to time, shall institute new initiatives to promote awareness of crime, methods of reducing crime, and communicate the latest police programs through the block watch captains, and through Semi-Annual Association Meetings. The Crime Watch Chairman shall communicate crime statistics and other important security information on a timely basis to the Chairman of the Communications Committee for inclusion in the Association newsletter or website, as appropriate.

(d) Duties of the Service League Chairman shall include planning and executing fundraising activities to support Association goals, and provide planning, staffing and financial resources for the activities of other Committees. All activities of the Service league shall be communicated to the Chairman of the Communications Committee for inclusion in the Association newsletter or website, as appropriate.

- (e) Duties of the Planning & Zoning Committee Chairman shall include monitoring all projects and proposals of the city, county and state which in any manner affect the streets surrounding or traversing the neighborhood, or which may impact the existing zoning of property within the neighborhood or surrounding areas. Information concerning such developments shall be communicated by the Chairman to the Board as quickly as possible. Other duties include monitoring construction activities within the neighborhood for potential zoning violations and fielding Member questions related to zoning and City codes. In addition, information concerning such developments must be communicated to the Chairman of the Communications Committee for inclusion in the Association newsletter or website, as appropriate.
- (f) Duties of the Children's Network Committee Chairman shall include maintaining a database of contact information to be used to facilitate the interaction of neighborhood families with children; provide potentially useful information for such families; and conduct annual functions primarily for neighborhood children. In addition, information concerning such activities must be communicated to the Chairman of the Communications Committee for inclusion in the Association newsletter or website, as appropriate.
- (g) Duties of the Block Captain Chairman shall include maintaining a network of Block Captains for every neighborhood block and coordinating their activities when it is needed to support Association efforts such as delivering newsletters.
- (h) Duties of the Animal Alert Committee Chairman shall include creating, promoting and maintaining procedures having as their purpose the re-uniting of lost pets with their Forest Hills owners. Information concerning such activities must be communicated to the Chairman of the Communications Committee for inclusion in the Association newsletter or website, as appropriate.
- (i) Duties of the Membership & Newcomers Committee Chairman shall include providing new Forest Hills residents with information about Forest Hills and the Association with the goal of encouraging new and existing residents to become members of the Association and to volunteer in aid of Association activities.

Section 12. **Special Committees:** The Board may establish Special Committees for such limited purposes as are specified by the Board. The Board shall appoint Special Committee Chairmen and the Special Committee Chairmen shall select the Members of the Special Committee from among the Members of the Association who volunteer. Any Officer or Standing Committee Chairman may also be appointed a Special Committee Chairman. Special Committee Chairmen are not Members of the Board of the Association and shall not have a vote at Meetings of the Board.

Section 13. **Nominating Committee:**

(a) There shall be a Nominating Committee composed of five (5) Members and one (1) alternate who shall be appointed by the Board at least one month prior to the Election of Officers. Two (2) Members of the Nominating Committee shall be non-Board members. The Committee shall elect its own Chairperson.

(b) The Nominating committee shall nominate an eligible person for each Office and Committee Chairmanship to be filled and report its nominees at the Fall Semi-Annual Meeting of Members at which time additional nominations may be made from the floor.

(c) Only those who have signified their consent to serve, if elected, shall be nominated for or elected to such Office or Chairmanship.

Section 14. **Auditing Committee:** There shall be an Auditing Committee composed of two Members who shall be appointed by the Board within ten days after the election of a new Treasurer and at the end of each fiscal year. At least one Member of the Auditing Committee shall be a non-Board member. The Committee shall audit the books of the Association.

Section 15. **Budget Committee:** This Committee shall be composed of the Treasurer, the Chairman of each of the Standing Committees and Members appointed by the President. The Treasurer shall be the chairperson of this Committee. Promptly after the Fall Semi-Annual Meeting of Members, this Committee shall compile a budget for the upcoming fiscal year. The Treasurer shall present the budget to the Board for approval at the December Board Meeting and to the Association at the Spring Semi-Annual Meeting of Members. This Committee plans ways and secures means for financing the Organization's work.

Section 16. **Liaisons:** From time to time, the Board may direct individuals to

serve as its Liaison with outside organizations having interests in common with those of the Association. Although an Officer or Committee Chairman may also serve in a Liaison capacity, Liaisons who are not also Officers or Standing Committee Chairmen of the Association are not Members of the Board of the Association and shall not have a vote at Meetings of the Board. A Liaison's term of service is dependent on the needs and desires of the Board.

## ARTICLE IV

### Officers

Section 1. **Number and Election:** The Officers of the Association shall be a President, a Vice-President, , a Secretary and a Treasurer. Such Officers shall be elected at the first Meeting of the Members after these bylaws become effective, and thereafter at the regular Meetings of the Association, and shall serve until the next Fall Semi-Annual Meeting of Members and until their successors shall have been elected and qualify. There shall be elected a President, a Vice-President, a Secretary and a Treasurer. If the office of President shall become vacant, the Vice-President shall succeed to such office. No Member shall serve in the same office for more than two consecutive terms. A Member who has served more than one-half of a term shall be credited with having served that term. A Member shall not be eligible to serve as an officer for more than four consecutive terms. After one year of not having served as an officer, a Member shall be eligible for re-election as an officer for four consecutive terms. A term consists of one year coinciding with the fiscal year of the Association. Notwithstanding the above, if no Member eligible to serve in an Officer position is willing to accept such position, such position may be held by any Member of the association.

Section 2. **Assistants:** The Board of the Association may at any time or from time to time appoint one or more assistant secretaries or assistant treasurers to hold office at the pleasure of the Board. Such assistants, if any, in order of their seniority or in any other order determined by the Board of the Association shall, in the absence or disability of the Secretary or Treasurer, as the case may be, perform the duties and exercise the powers of the Secretary or Treasurer, as the case may be, and shall perform such other duties as the Board or the Secretary or Treasurer, as the case may be, shall prescribe.

Section 3. **Qualifications; Removal and Vacancies:** One person may hold two offices at the same time, except that the same person may not hold both the office of President and Secretary at the same time. Any Officer appointed by the Board pursuant to the provisions of Sections 1 and 2 of this Article IV may be removed by the Board at any

time, with or without cause. Vacancies occurring in any office may be filled by the Board at any time. If any Officer who was a Member of the Association ceases to be a Member of the Association, he shall be deemed to have resigned as an Officer.

Section 4. **Duties of President and Vice President:**

(a) **Duties of President:** The President shall preside at all Meetings of the Members and of the Board of the Association. The President, subject to the control of the Board, shall have general management of the affairs of the Association and perform all the duties incidental to the office. The President is the spokesperson for the Association and is an ex officio member of all committees.

(b) **Duties of Vice-President:** If the President is absent from the City of Dallas or is unable to act, the Vice-President shall have the powers and perform the duties of the President. The Vice-President shall also undertake any specific program assigned to the Vice-President by the President. Finally, the Vice-President shall advise the President, or the Board or Association when necessary, on matters of parliamentary procedure.

Section 5. **Duties of Treasurer:** The Treasurer shall have the care and custody of all funds of the Association, and shall deposit such funds in the name of the Association in such bank or trust companies as the Board may determine. The Treasurer shall receive, retain, and give receipts for all monies due and payable to the Association, and all expenses incurred by the Association. He or she shall submit complete Financial Reports at the Semi-Annual Meetings of Members and shall perform all other duties incidental to his Office. Approval of the Board shall be required on all checks of the Association over \$250.00. The Treasurer, the President and one (1) other Board Member appointed by the Board shall be authorized signatories on all checks of the Association. The Treasurer shall submit books to the auditing committee as requested, and not less frequently than each fiscal year. If the President and Vice-President are absent from the City of Dallas or unable to act, the Treasurer shall have the powers and perform the duties of the President.

Section 6. **Duties of Secretary:** The Secretary shall keep the minutes of the Meetings of the Board and of the Meetings of the members. Copies of said minutes shall be distributed by the Secretary to all Board Members within ten (10) days of each Meeting. The Secretary shall provide notice of Board Meetings to all Board Members consistent with the requirements of Article III, Section 5 of these Bylaws. When possible, said notice shall be provided to Board Members at least seven (7) days prior to the scheduled Meeting. The Secretary shall also assist the Chairman of the Communications Committee in mailing notices of Association Meetings, and in providing any other

Association notices. He or she shall also perform all other duties incidental to the office. The Secretary shall be the custodian of the corporate records and of the Seal of the Corporation. When the Association becomes incorporated, the Secretary will affix the Seal of the Corporation to all documents that may be executed on behalf of the Association under its Seal as duly authorized by the provisions of these Bylaws. Notwithstanding the foregoing, the Corporate Seal shall not be required to create a valid and binding obligation of or against the corporation, unless otherwise prescribed by law. The Secretary shall cause to be kept a Members record book containing the names, alphabetically arranged, and addresses and telephone numbers of all Members, and the dates when they respectively become Members. The Secretary shall maintain records of all those residing in Forest Hills who are eligible for Membership.

Section 7. **Compensation:** No salary or other compensation for services shall be paid to any officer of the Association for Services rendered as such officer. But this shall not preclude an officer of the Association from performing any other service for the Association and receiving compensation therefore; provided, however, that any contract, transaction, or action taken on behalf of the Association involving a matter in which an Officer or Board Member is personally interested shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation which prohibit the use or application of Association funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the Association if such contract, transaction, or act would result in denial of the Association's exemption from federal income taxation under the Code and its regulations, as they now exist or as they may hereafter be amended.

## **ARTICLE V**

### **Dues, Advertising, and Underwriting**

Section 1. **Dues:** In order that the Association may carry out its purposes and to enable it to meet certain obligations, annual dues may be solicited. The level of such Association dues will be set by the Board prior to each September 30. Additional contributions for special projects may be solicited after approval by either the Board or by the Members of the Association in a Meeting. Notices advising Members of annual dues requirements will be distributed to Members on or before October 1 of each year. Dues will be paid by Members for a calendar year, January 1 through December 31. Notices of special dues requirements will be distributed in accordance with the resolution approving such dues.

Section 2. **Advertising and Underwriting:** In addition to the solicitation of

Association Dues and special contributions, both as provided for within these Bylaws, the Association may solicit and accept advertising and underwriting revenues for its events and publications from sources including but not limited to area businesses, individuals, civic groups and Association Members in order to enhance project fund raising and to further defray the Association's costs of conducting its designated affairs. Advertising rates, suitability of ad copy and size, and underwriting levels shall be determined by and left to the discretion of the Board, but shall at all times favorably reflect the specified purposes of this Association.

## **ARTICLE VI**

### **Miscellaneous**

Section 1. **Calendar Year:** The fiscal year of the Association shall be January 1 through December 31.

Section 2. **Exempt Activities:** Notwithstanding any other provision of these Bylaws, no Officer, Board Member or representative of the Association shall take any action or carry on any activity by or on behalf of the Association which is not permitted to be taken or carried on by an organization exempt from federal income taxation under Section 501(c)(4) of the Code, and its regulations, as they now exist or as they may hereafter be amended.

## **ARTICLE VII**

### **Amendments**

Section 1. The Bylaws may be amended in any one of the following methods, which method shall be prescribed by the Board of Directors for a particular proposed amendment or amendments:

(a) At any Semi-Annual Meeting of the Members, by the favorable vote of a majority of the Members present at such Meeting, provided that the notice of any Semi-Annual Meeting shall set forth the substance of the proposed amendment or amendments; or

(b) At any Special Meeting of the Members, by a favorable vote of the majority of the Members present at such Meeting, provided that the notice of such Meeting shall set out the text of the proposed amendment or amendments; or

(c) By the affirmative vote of two-thirds of the Members of the Association Board fixed by Section 1 of Article III of these Bylaws. A notice of a Meeting of the Board at which such an amendment is to be proposed for vote shall be delivered to all Members of the Association consistent with the requirements of Article II, Section 2. Said notice shall set out the full text of the proposed amendment or amendments. Any Member of the Association wishing to attend the Meeting of the Board at which an amendment to the Bylaws shall be considered, shall be permitted to attend said Meeting.

Section 2. No proposed amendment or amendments may be submitted to the Members unless and until such proposed amendment or amendments shall have been approved by a majority of the Board of Directors.