

BY-LAWS

RUSTIC WOODS NEIGHBORHOOD ASSOCIATION

AS AMENDED, JANUARY 20, 1994

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ARTICLE I. NAME

- 1.1 The name of this association shall be the Rustic Woods Neighborhood Association, henceforth designated in these By-laws by the full title, by the acronym RWNA or simply as the "Association."

ARTICLE II. PURPOSE

- 2.1 The purposes of the Rustic Woods Neighborhood Association are to promote good fellowship, neighborliness, civic cooperation, safety from crime and better living in Rustic Woods, a subdivision located in the city of Bedford, Texas.
- 2.2 RWNA is a cooperative association in which the households of Rustic Woods are invited to participate and receive all benefits of its services and activities.
- 2.3 When necessary RWNA shall endeavor to uphold the deed restrictions to the best of its ability.
- 2.4 It shall not be the purpose of the Association to intervene in any political campaign on behalf of any candidate for public office or political party, but it shall be one of the purposes to encourage civic participation as a strictly non-partisan entity.

ARTICLE III. NON-PROFIT STATUS

- 3.1 The RWNA is to be a non-profit organization. No part of its earnings shall be used for the benefit of any member, officer, director or private individual; nor shall it ever declare or make to any such persons any dividend or other distribution.

ARTICLE IV. NAME AND LOGO

- 4.1 The use of the Rustic Woods Neighborhood Association emblem or name in any form of personal or business advertising by any member or group of members is prohibited, except by the Association itself. Furthermore, the use of the emblem or name of the Association is prohibited by any community business or association without the express written consent of the board.

ARTICLE V. MEMBERSHIP

5.1 Membership in the Association is voluntary, except for Rustic Woods Phase IV, which is mandatory.

5.2 Any individual or couple that hold legal title to residential property in Rustic Woods is eligible for household membership.

5.3 In the case of rental property, any individual or couple renting residential property in which they are living in Rustic Woods is eligible for full voting membership providing that the owner of the property is not a voting member. In such a case where the owner chooses to be a voting member of the Association, and to pay the annual dues, the tenant will be allowed to be an associate member in good standing, including the participation in all Association activities, without the right to vote on Association business.

5.4 The fiscal year shall run from January 1 to December 31. Annual membership dues shall be as established by the Board.

5.5 No later than the first week of December, the Treasurer shall send to all residents a statement of dues owed for the ensuing year, which shall be payable on or before the first day of January of each year. Residents may join the RWNA anytime on a prorated basis for the year of joinder.

5.6 Each residence shall be allowed two votes; No residence shall vote unless that residence's dues have been paid. In no case may a person be entitled to vote or hold Association Office Whose dues are unpaid.

ARTICLE VI. MEETINGS

6.1 An annual meeting of the general membership shall be held in January of each year at a place, date and hour designated by the Board of Directors. Notice shall be posted by the Secretary at least fourteen (14) days prior to the date of the meeting. At this meeting, the election of Board members will be held, and other business of the Association which comes before the general membership shall be addressed and voted upon.

6.2 A special meeting of the general membership can be called at any time throughout the year by the President or by a majority vote of the members of the Board. Notice of the meeting shall be posted by the Secretary at least fourteen (14) days prior to the date of the meeting.

6.3 The Board shall meet a minimum of six (6) times per year, at a place, date and hour designated by the President. Special meetings of the Board, called by the President or the Board shall be held at such times and places as are designated by a majority vote of the entire Board. Notice of the Board meetings shall be given by the Secretary at least seven (7) days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board. All regular business of the Board is to be conducted at regular meetings of the Board.

6.4 Should a situation arise in which the By-Laws do not clearly provide a resolution; the Vice President shall resort to Robert's Rules of Order (latest edition).

ARTICLE VII. BOARD MEMBERS AND ELECTED OFFICIALS

7.1 The Rustic Woods Neighborhood Association Board shall be comprised of the President, Vice President, Secretary, Treasurer, Chairpersons of Standing Committees and two (2) Block Captains at Large. All members of the Board and elected officers must be members in good standing of the Association.

7.2 All Board members will be elected to serve a term of two (2) years. No Board member may hold more than one (1) office at the same time. Block Captains shall be elected to serve a term of one (1) year.

7.3 All Board members of the Rustic Woods Neighborhood Association must remain members in good standing during their term of office. They shall act in the best interest of the Association and shall represent the majority interests and desires of the membership in accordance With these By-Laws. Each Board member shall safeguard the objectives of the RWNA and shall not represent his/her personal opinions as those of the Association. Should any Board member's political, commercial or other interests conflict with the interests of the Association, the Board member shall make the conflict known to the Association and abstain from voting on that issue. The Board shall maintain a current roster of all Association members, including addresses and telephone numbers.

7.4 The PRESIDENT shall preside at all meetings of the RWNA and the Board, and shall have the duties and powers normally associated with the office of President in addition to those particularly specified by these By-Laws. The PRESIDENT shall direct the conduct of any meetings in as informal or formal a manner as deemed necessary for the most expeditious handling of the Association's affairs. The PRESIDENT shall have the authority to represent the RWNA in its relations with other persons and organizations and shall serve as an ex officio member of all committees.

- 7.5 The VICE PRESIDENT shall have the duties and execute the powers of the President in case of the President's death, absence or incapacity, or during any time the President may be desirous of being relieved of the need to preside in order that s/he may enter debate or in order to present matters of tedious or lengthy wording. At the President's direction, the VICE PRESIDENT may preside over meetings of the Board and s/he may chair Ad Hoc Committees as directed by the President or the Board.
- 7.6 The SECRETARY shall keep a permanent record of all meetings of the general membership of the Rustic Woods Neighborhood Association and of the Board. S/he shall further keep records of: all elections of officers, all votes taken and all matters of which a record shall be ordered by the RWNA. A copy of the minutes of each Board meeting shall be distributed to, and approved by, the Board at the next meeting of the Board. Minutes of the last general meeting shall be distributed to the membership through the newsletter or special notice Within thirty (30) days after the general meeting. The SECRETARY shall maintain copies of all official RWNA correspondence and notices of annual, regular and special meetings of the Association membership and Board. The SECRETARY shall notify new officers of their election to office, and shall notify the general membership of the special office holders within thirty (30) days following the Annual Meeting. The SECRETARY shall also carry out any other duties specified to the SECRETARY elsewhere in these By-Laws, and in the event of the incapacity of both the President and the Vice President, the SECRETARY shall preside over any regular or special meeting of the Association or the Board.
- 7.7 The TREASURER shall collect and receive all monies due or belonging to the RWNA and shall deposit the same in an interest-bearing account, where possible, in a bank approved by the Board, in the name of the RWNA. The TREASURER shall discharge all financial obligations of the Association as expeditiously as possible. It shall be his/her duty to ask- the Board for a ruling on the legality of any obligation which s/he believes to have been improperly contracted. The books shall, at all times, be open to the inspection of the Board and reports shall be made at every meeting on the condition of the Association's finances and every item of receipt or payment not before reported. The TREASURER will be responsible for administration of any budget or system of fiscal management determined by the Board before each fiscal year. An annual accounting of all monies received and expended during the previous year shall be presented to the Board for review/revision no later than seven (7) days prior to the Annual Meeting. No later than the first week of December, the TREASURER shall send to each resident a statement of dues owed for the upcoming year.
- 7.8 The COMMITTEE CHAIRPERSONS of the standing committees shall also be elected to the Board at the Annual Meeting. These CHAIRPERSONS shall have specific duties as listed in Article 8, below, and shall also serve as members of the Board with the above listed officers

to direct the general business of the Association. In case an elected CHAIRPERSON cannot attend a Board meeting, s/he is directed to advise another member of the Board. CHAIRPERSONS are to submit brief reports of their committee's activities at the Board meetings.

7.9 The two (2) BLOCK CAPTAINS AT LARGE will assume specific duties as determined by the Board. These duties shall include, but not be limited to, chairing Ad Hoc Committees. The BLOCK CAPTAIN AT LARGE will participate in all regular and special Board meetings with the specific emphasis of representing the ideas and needs of the general membership.

7.10 No member of the Board shall obligate, contract or otherwise bind RWNA for the payment of any monies Without the express consent of the Board.

7.11 If any office holder resigns or is otherwise unable to serve a full term in office, a successor shall be selected by the Board to serve until the next regular election. If the vacancy occurs in the office of President, this office Will be automatically filled by the Vice President and the resulting vacancy in the office of Vice President shall be filled by a successor selected by the Board.

7.12 Any office holder may be removed from office for cause. Removal for cause shall include, but not be limited to, failure to fulfill the duties of the office, conduct detrimental to the best interests of the RWNA, and acts or omissions giving rise to a cause of action at law or in equity against the Association. Said removal must follow these procedures:

A. A petition for removal must be presented to the Board. Such petition shall set forth the charges and should be signed by either two-thirds (2/3) of the Board members or by thirty percent (30%) of the Association's members in good standing;

B. The Secretary shall notify each Association member in writing of the filing of the petition at least three (3) weeks before the question shall be placed upon the meeting agenda of a regular meeting or a special meeting of the general membership;

C. The office holder so charged shall be given immediate written notice of the charges at the time that they are filed;

D. The petitioner(s) shall present their charges first; the office holder shall present his defense second; and the vote shall be taken third. Two thirds (2/3) of the voting Association members in attendance shall be necessary to remove the office holder from office. Should

the office holder charged be the Secretary, the Treasurer shall receive and distribute the Petition. Should the office holder be the President, the Vice President shall preside over the removal proceeding. No removal proceedings shall be brought more than once on the same charges.

7.13 The Officers, Committee Members, Block Captains at Large and Block Captains will be held harmless by the Association for any and all decisions implemented within the scope of their authority.

7.14 The Board shall divide the neighborhood into equal blocks to assure equal representation of all RWNA members. Each designated block shall elect its own Block Captain. Block Captain elections shall take place every two years at the Annual Meeting. The Block Captains at Large Will be elected by the Block Captains.

ARTICLE VIII. COMMITTEES

8.1 Standing committee membership requirements are as follows:

The Chairperson is elected by the general membership to serve both as chairperson of the specific committee and as a member of the Board.

8.2 Members can be appointed by any one (1) Board member or by the Board as a Whole from the membership-at-large on a yearly basis, or by the elected committee chairperson.

8.3 Officers and Block Captains at Large and Chairpersons may be on as many committees as deemed desirable by the Board.

8.4 Any Ad Hoc Committees can be established as needed by the Board to address specific issues or tasks that are not usually directed to one or more of the standing committees. Membership of such committees will be time-limited to the task and will be appointed by the President, or the Board, as needed. The chairpersons of Ad Hoc Committees will usually be selected from the general membership in good standing.

8.5 Standing committees with chairperson representation on the Board will be: a Community Safety Committee, a Social Affairs/Membership Committee, a Beautification Committee, and a Legal Affairs Committee. The tasks of each committee are as follows:

A. Community Safety:

The RWNA Community Safety Committee shall oversee the establishment and operation of the Block Watch system of crime prevention. The committee shall keep the association apprised of any possible dangers or hazards to the citizens of the neighborhood, remain in contact with the Bedford Police and Fire Departments and sponsor safety education programs in the neighborhoods. Other tasks reflecting community safety concerns may be assigned to this committee by the Board.

B. Social Affairs/Membership:

This committee shall have the duty of sustaining an environment of welcome and friendliness in the neighborhoods. It shall accomplish this by planning and sponsoring various social functions throughout the year, greeting new people in the neighborhood and introducing them to the area, and other activities that make people feel welcome and at home in the neighborhood. The Social Affairs Committee is charged with the tasks of inviting all residents of Rustic Woods to become members of the Association, recruiting new members from newcomers, keeping lists of members up to date (with the assistance of the Secretary), disseminating information throughout the neighborhood by means of a regularly published newsletter and through and bulletins as needed. They also Will assist the Treasurer in distributing dues notices, and the Secretary in distributing meeting notices. Other tasks that relate to developing membership or to disseminating information to the members shall be assigned as they arise to this committee by the Board.

C. Beautification:

The duties of this committee Will include but not be limited to promoting beautification and future development of the neighborhood, overseeing the maintenance of the common areas not already managed by the City of Bedford, and alerting the City of Bedford to any problem which may arise that would be the maintenance responsibility of the City of Bedford.

D. Legal Affairs:

This committee will have responsibility for maintaining contact with other neighborhood associations in the area, with the city officials of Bedford and with the officials of Tarrant County. They shall be particularly alert to plans, laws or other civil activities that will affect the quality of life of the neighborhood. This committee will also have responsibility to remind members of voting dates and places. The Board may deem other tasks relevant to this committee as they arise. This committee will deal with issues concerning covenants and deeds of the neighborhood. It shall be the duty of this committee to compose the original by-laws of the association. Further duties include, but are not limited to, overseeing the process for amending the by-laws, and responding to any resolutions brought to the floor of general meetings by directing them to the appropriate body for consideration. This committee, under the direction of the Secretary, will oversee the elections process.

ARTICLE IX. VOTING

- 9.1 Voting will be limited to those members who are in good standing at the time of an official vote. "Good standing" means the Treasurer has received annual dues prior to the vote. Absentee voting will be allowed for those members who are unable to be present at the meeting. Ballots, however, must be turned in to the Secretary no fewer than three (3) days prior to the election.
- 9.2 Voting may be done by written ballot, roll call or voice vote according to the determination of the President as needed. All matters voted upon shall be decided by simple majority of those voting, present or absentee, except those matters specifically designated elsewhere in these by-laws to be decided by 2/3 or 3/4 majority.
- 9.3 The Secretary will provide absentee ballot forms up to fourteen days prior to any general meeting where votes will be taken. It will be the responsibility of the voter to secure these forms and return them to the Secretary in time.

ARTICLE X. NOMINATIONS

- 10.1 A nominating Committee of three persons will be selected by the President in November of each year. This Ad Hoc Committee will be chaired by an appointed chairperson who does not currently serve on the Board. It shall be the task of this committee to secure a slate of willing candidates to serve on the Board in those positions up for election.
- 10.2 The nominating committee shall nominate at least one (1) person for each available office.
- 10.3 After securing the consent of each person so nominated, the committee shall immediately report their nominations to the Secretary in writing by December 15. In turn, the Secretary shall inform each current Board member of those members nominated.
- 10.4 No member of the nominating committee may be on the nominated slate of officers.
- 10.5 The names of the nominees so selected shall be published and disseminated to the membership no later than fourteen (14) days before the General Meeting for elections.
- 10.6 Additional candidates may be nominated by any member of the RWNA from the floor of the Annual Meeting provided that the person so nominated does not decline when his/her name

is proposed, and provided further, that if the proposed candidate is not in attendance at this meeting, the person nominating that person shall present to the Secretary a written statement from the proposed candidate of his/her willingness to serve. The additional nominations which are provided for herein may be made only among those members who have not accepted a nomination of the nominating committee.

ARTICLE XI. ELECTIONS

11.1 Elections for offices on the Board will be held each year at the Annual Meeting in January. To secure continuity of service from year to year, five (5) new members will be elected each year.

ARTICLE XII. USE OF FUNDS

12.1 The distribution of funds from dues, advertising revenue or other income sources designated by the Board, will be for the accomplishment of the tasks of the Standing Committees and for the general benefit of the total Association membership. Disbursement of funds will be by check signed by any two of the following four officers: The President, Vice President, Secretary, or Treasurer, for bills presented in writing to the Board and accepted by the Board pursuant to prior approval by the Board as within budgetary or fiscal guidelines set by the Board.

ARTICLE XIII. DISSOLUTION

13 .1 Dissolution proceedings will occur at such time as the membership drops to fewer than 25% of Rustic Woods residences.

13.2 The RWNA may be dissolved at any time by the written consent of not less than three fourths purpose. In the event of the dissolution of the RWNA, whether voluntary or involuntary or by operation of law, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association. After payment of debts of the Association, its property and assets shall be given to a charitable 501-C-3 organization selected by the Board.

ARTICLE XIV. AMENDMENTS

14.1 Amendments to these By-Laws may be proposed by any member or group of members in good standing. To accomplish such amendment, the procedures detailed below are to be

followed.

- A. Proposed amendments may be presented at any time in basic form as a written motion to the chairperson of the Legal Affairs Committee.
- B. Upon receipt of the proposed amendment, the Legal Affairs Committee will review it and determine whether it is consistent with the rest of the By-Laws which are not being amended, if necessary presenting an alternative form of amendment which could also be considered.
- C. The Legal Affairs Committee will then present the amendment and/or its alternative form to the Board for review. The Board shall then determine whether the amendment will be brought to the floor of a General Meeting, or if a Special Meeting of the Membership should be called for the purpose of acting on the amendment(s).
- D. The proposed amendment(s) shall be published two (2) weeks prior to the Annual or Special General Meeting.
- E. A two-thirds ($\frac{2}{3}$) majority vote for the amendment is required for passage.