

**THE FORT WORTH LEAGUE
OF
NEIGHBORHOOD ASSOCIATIONS**

BY-LAWS

**As amended by the membership
December 2011**

**P.O. BOX 3088
FORT WORTH, TEXAS
76113**

**THE FORT WORTH LEAGUE
OF NEIGHBORHOOD ASSOCIATIONS, INC.
BYLAWS**

ARTICLE I

Name

The name of this organization shall be the **FORT WORTH LEAGUE OF NEIGHBORHOOD ASSOCIATIONS, INC.** (also referred to as “Fort Worth League of Neighborhoods” for marketing purposes).

- (a) In these bylaws, this organization shall hereinafter be referred to as “The League.”
- (b) Subject to the criteria defined in the bylaws, The League may accept into its membership any willing neighborhood association which is wholly or partially within the legal boundaries of the City of Fort Worth, Texas, or its extra-territorial jurisdictions.
- (c) A permanent mailing address shall be established and maintained by The League within the boundaries defined above.
- (d) In these bylaws a Neighborhood Association, (NA), Home Owner Association (HOA), or Property Owner Association, (POA) shall hereinafter be referred to as a “N.A.”
- (e) A N.A. shall be defined as a group of individuals within specific geographical boundaries who are governed by a set of bylaws governing a neighborhood organization and who are served by elected officials who live and/or own residential property within those boundaries.
- (f) The geographic boundaries of a member N.A. shall not overlap into another N.A.’s boundaries. Current members with overlapping boundaries as of January 16, 1997 shall be grandfathered. Should a member N.A. with overlapping boundaries withdraw or fail to pay dues, a condition of readmission shall be that their boundaries do not overlap another member N.A.’s boundaries.

ARTICLE II

Purpose

The purpose of The Fort Worth League of Neighborhood Associations is to protect and enhance the neighborhood concept within the civic structure and to encourage, communicate, educate, advocate, share information, and exchange ideas to promote a better quality of life for those who reside within the City of Fort Worth, Texas.

ARTICLE III
Membership

SECTION 1. There shall be three (3) types of membership: Neighborhood Association membership, Associate membership, and Sustaining Membership.

- (a) Neighborhood Association membership shall be open to any N.A. as established in Article I. Acceptance of a N.A. into The League shall be subject to approval by the Member Neighborhoods of The League. The payment of current dues is mandatory to maintain membership, remain in good standing, and maintain voting status.
- (b) An Associate Membership includes Neighborhood Associations who have been voted into membership and are non-voting members. The payment of dues is not mandatory to sustain Associate Membership status.
- (c) A Sustaining Membership is honorary and is accorded to a meritorious individual, commercial or private entity that performs special or lengthy service to advance the purpose of The League. No dues shall be required from Sustaining Members, who are non-voting members.
- (d) The membership of a N.A. shall be terminated at any time by the Member Neighborhoods at a General Membership Meeting upon recommendation of the Board of Directors on a finding that actions of the N.A. are not in harmony with the purposes of The League. The representative of a member N.A. shall be terminated at any time by the Member Neighborhoods upon recommendation of the Board of Directors if the actions of the representative constitutes a disruptive force detrimental to The League; the Board of Directors shall notify the N.A. of such actions which will not affect the N.A.'s membership or dues.

SECTION 2. Dues:

- (a) Annual dues shall be effective January 1, 2009. Annual dues shall be effective at the beginning of the calendar year. If dues are paid after September 1, the dues will be one-half the annual dues for neighborhood associations joining the League for the first time.
- (b) Annual dues shall be set by a majority vote of The League's Member Neighborhoods by those present at the General Membership Meeting based on recommendations from the Board of Directors. No annual dues shall be refunded in

the event of withdrawal from participation in The League or upon dissolution of any N.A.

SECTION 3. Effective January 1, 2010, the League's fiscal year shall be a calendar year.

ARTICLE IV General Membership Meetings

SECTION 1. General Membership Meetings of the Member Neighborhoods of The League shall be convened quarterly, at a time and place determined by the Board of Directors. Written notification, including date, time, place, and program shall be communicated to all member N.A.'s not less than fourteen (14) days prior to the meeting. Additional meetings may be called at the discretion of the Board of Directors by a majority vote of the Board of Directors.

SECTION 2. All meetings of the League of Neighborhoods shall be open to any member N.A. A member N.A. which wishes to address the Member Neighborhoods shall call or write the President giving ten (10) days notice that they wish to be on the agenda and what they would like to present or discuss at the meeting. The 10 day notice may be waived at the discretion of the President.

SECTION 3. Special Meetings of the members of The League shall be called by the Board of Directors and must be called by the President upon the request of three different publicly identified Member Neighborhoods. Notice of a Special Meeting shall be given as soon as possible and must specify the place, date, time and the agenda of the meeting.

Article V Voting

Each member N.A. in good standing shall be entitled to one (1) vote on each matter submitted. Decisions shall be determined by a majority of the votes cast. Representatives or Alternates shall vote in person and not by written proxy. An alternate shall only vote if the representative is absent.

Article VI Member Neighborhoods

SECTION 1. The Membership shall be comprised of one representative and one alternate designated by each member N.A.

SECTION 2. A quorum shall be determined by the number of voting Neighborhood Associations present at a meeting.

SECTION 3. The League's Members, its officers, and other members of the Board of Directors shall not be personally liable for the debts, liabilities, or obligations of the League.

SECTION 4. The League shall indemnify and hold harmless any Director, Officer, agent or employee to the fullest extent authorized by law or statute (specifically Article 1396-2.22A, Texas Non-Profit Corporation Act) who is, was, or is threatened to be made a named Defendant or Respondent in a proceeding because such person is or was serving in such capacity. Permissive language in the above referenced statute shall in all cases be deemed mandatory and is hereby made mandatory for The League to perform, to protect its Directors, Officers, agents and employees in all instances cited therein.

ARTICLE VII **Board of Directors**

SECTION 1. The Board of Directors shall be comprised of a minimum of 10 and a maximum of 14 officers from The League's General Membership as defined in Article VI, Section 1. The Board of Directors shall conduct business on behalf of the Membership as delineated in these bylaws. The Board shall report to the membership.

SECTION 2. The President of The League shall conduct all meetings of The League according to The Rules of Procedure and Parliamentary Procedure as approved by these bylaws. The President shall act only with the advice and approval of the Board of Directors.

SECTION 3. Regular meetings of the Board of Directors shall be scheduled not less than once per month with the date, time, place and agenda of the meeting to be determined by the Board of Directors. Special meetings of the Board of Directors shall be on the call of the President or upon written request to the President by two (2) members of the Board of Directors. Notice of Special Meetings of the Board of Directors shall be given not less than five (5) days prior to the meeting and shall include the agenda for the meeting.

SECTION 4. All regular meetings of the Board of Directors shall be open to any member N.A. A member N.A., which wishes to address the Board of Directors, shall call or write the President giving five (5) days notice that they wish to be on the agenda and shall provide the Board with what they would like to discuss or present.

SECTION 5. A quorum for transaction of business by the Board of Directors shall be a majority of the members of the Board.

SECTION 6. Attendance at Board of Director and General Membership meetings shall be required. Any Director who fails to attend three (3) Board of Director meetings in a one (1) year period, may be removed by a 2/3 majority vote of the board with notice given at the meeting immediately preceding the vote at which such action is to be taken. In the event that a board member is no longer a resident, homeowner, or residential property owner in a member neighborhood, they shall no longer be eligible to serve on the Board. The Board of Directors shall appoint a replacement to serve the unexpired term.

SECTION 7. All Officers shall be responsible for submitting a report to the President / Secretary at each Board meeting.

SECTION 8. All officers shall prepare a year-end report which includes all activities of the officer during the year sending a copy to the President, a copy to the Secretary, and a copy to the incoming officer.

SECTION 9. A written Annual Report by the President, including the reports of Board of Directors, shall be provided to the members at the first regular meeting of the fiscal year. This report shall include the activities of the year and recommendations to pursue and/or complete ongoing concerns and issues of The League.

SECTION 10. Members of the Board of Directors shall represent The League at City Hall or other forums where neighborhood interests and concerns are at issue such representative to be designated by the Board of Directors.

ARTICLE VIII

Officers

SECTION 1. The officers of The League shall be: President; Vice-President; Secretary; Treasurer; and may also include Parliamentarian; Historian; Director of Development; Director of Programs and Social Activities; Director of Municipal Affairs; Director of City Boards and Commissions; Director of County and State Governmental Affairs; Director of School Affairs; Director of Membership; Director of Public Relations; Director of Communications; Director of Environmental Affairs; Director of Public Safety.

2. The Board of Directors shall have the power to revise the Directorships and their duties as deemed necessary to fulfill the needs of The League.

SECTION 2. Nominations:

- (a) A Nominating Committee comprised of three (3) members, two (2) from the Board of Directors and one (1) past League board member from a current voting member neighborhood, shall be elected annually by the Board of Directors in September. The committee shall select its own chair person. The members of the Nominating Committee shall serve one term and shall not succeed themselves. This Committee shall present a slate of nominees to the Board of Directors at the board meeting in November for discussion. Following this, the committee shall present a slate of nominees to the membership at the December General Meeting. The immediate past chairman of the Nominating Committee shall be an ex-officio Member of the Nominating Committee, and is in addition to the constituency defined above, but as a non-voting member. Nominations from the floor will only be accepted at the general membership meeting prior to the general membership meeting when officers are elected. Nominations from the floor shall include the written consent of the proposed nominee, if such nominee is not present.
- (b) Notification of the proposed Slate of Officers shall be included in the written notification to the general membership and will be provided to each member N.A. not less than fourteen (14) days in advance of the December General Membership Meeting.

SECTION 3. Election:

These officers shall be elected by the voting member neighborhood associations at the last General Membership Meeting of the fiscal year. A majority vote of the voting member

neighborhoods present shall constitute an election. The election shall be by a show of hands by representatives or their alternates if it is for uncontested positions; otherwise, it shall be by ballot.

SECTION 4. Term:

- (a) An officer shall serve for one year or until a successor is elected and the term shall begin at the close of the meeting at which the officer is elected.
- (b) An officer shall not serve more than three consecutive terms in the same office, shall not hold more than one office at a time and shall not serve more than a total of six (6) consecutive years on the Board.

SECTION 5. Conditions:

- (a) An officer shall be a member of a League member NA in good standing. A NA may have no more than one (1) member on the board of directors.
- (b) The President of The League shall not serve concurrently as the President or Chairman of a N.A.
- (c) An officer of The League shall not hold a paid or elected government office or be employed by any elected governmental official. The same prohibitions apply to immediate family members residing in the same household.

SECTION 6. Vacancy:

In the event of a vacancy in any office except the Presidency, the vacancy shall be filled by an appointee of the Board of Directors. Such appointee shall serve until the next regular election. A vacancy in the office of the President shall be filled by a Special Election of the membership to be held not more than sixty (60) days after such vacancy occurs.

The President shall also present possible Board member appointees to fill such vacancies upon the recommendation of any Board member. Nominations for Board positions shall be presented at one Board meeting and voted on at the next monthly Board meeting.

SECTION 7. Removal:

An officer may be removed from office for cause by a 2/3 vote of the entire Board of Directors.

ARTICLE IX Duties of Officers

SECTION 1. The **President** shall be the Chief Executive Officer of The League and shall preside at all meetings of the Board of Directors and the Members; shall administer the affairs of The League subject to the advice of the Board of Directors; shall appoint Standing and Special Committee Chairmen and shall be an ex-officio member of all committees

except the Nominating Committee; shall co-sign all checks of The League; shall maintain a permanent file of the important procedures, correspondence and other records pertinent to the office of the President.

SECTION 2. The **Vice President** shall act as President in the absence of the President, shall perform duties as directed by the President and aid the President in all related Presidential activities and duties as directed by the President, shall assist the Director of Membership in actively engaging neighborhood associations and to recruit neighborhood association membership and involvement.

SECTION 3. The **Secretary** shall keep minutes of all meetings of the Board of Directors as well as General Membership Meetings and shall produce correspondence for The League. The Secretary shall maintain and monitor attendance of scheduled League meetings and events. The Secretary is the custodian of the non-financial records of The League and shall have the minutes available for review by all members. The Secretary shall co-sign all checks for the League.

SECTION 4. The **Treasurer** shall receive the membership dues as collected from the Director of Membership and keep records of all payments; shall maintain custody of all financial records of The League; shall prepare a proposed budget for the year; shall compare the budget with the monthly reports and report any imbalance to the Board of Directors; shall deposit all League funds in such bank as approved by the Member N. A.; shall submit a written financial report at each meeting of the Board of Directors and the Member N.A.'s with a copy to the Secretary; shall prepare a written year-end report to the Member N.A.; shall submit the books for the year-end audit to the Audit Committee **60 days** prior to the first regular Member N. A. meeting of the fiscal year; shall prepare all checks only upon receipt of a bill. All checks must be signed by the Secretary and the President, with the approval of the Board of Directors. If the President or Secretary is unavailable to sign due to illness, travel, or other unforeseen circumstance, the Vice President shall have the authority to sign during the period of such unavailability.

SECTION 5. The **Parliamentarian** shall have a working knowledge and thorough understanding of the Bylaws of The League; shall advise on all points of parliamentary procedure; shall review the Bylaws annually and shall make recommendations to the Board of Directors for any change deemed necessary.

SECTION 6. The **Historian** shall maintain a history of The League; this may be in the form of scrapbooks including pictures, newspaper articles and other written articles concerning The League and/or its members; shall maintain a list indicating the location of all records of The League. The Historian shall act as the official League photographer.

SECTION 7. The **Director of Development** shall develop and implement fundraising plans for the year, which will include soliciting donations as well as grants to meet budget goals, and shall provide direction and guidance for all fundraising projects.

SECTION 8. The **Director of Programs and Social Activities**; shall arrange the programs and locations for the General Membership meetings; shall plan any social activities at the direction of the Board of Directors; shall be the Chairman of the Program and Social Activities Committee.

SECTION 9. The **Director of Municipal Affairs** shall monitor City Council, City Council Committees, the City Manager, and City Departments on issues that pertain to N.A.s; shall

report to the Board of Directors and the member N.A.s; shall be the Chairman of the Municipal Affairs Committee.

SECTION 10. The **Director of City Boards and Commissions** shall monitor City Boards and Commissions (planning, zoning, parks, the Board of Adjustment, Community Development Block Grants, etc.) on issues that pertain to N.A.s; shall report to the Board of Directors and the member N.A.s; shall be the Chairman of the City Boards and Commissions Committee.

SECTION 11. The **Director of County and State Governmental Affairs** shall monitor the County Commissioners and State Legislation on issues that pertain to N.A.s; shall report to the Board of Directors and the member N.A.s; shall be Chairman of the Governmental Affairs Committee. .

SECTION 12. The **Director of School Affairs** shall monitor the School Districts on issues that pertain to N.A.s; shall report to the Board of Directors and the member N.A.s; shall be Chairman of the School Affairs Committee.

SECTION 13. The **Director of Membership** shall maintain a current list of member N.A.s, their President, Delegate and Alternates with their addresses and phone numbers; shall collect membership checks and monies and process them in a timely manner to be given to the Treasurer; shall maintain regular contact with all member N.A.s; shall publish The League Directory with the approval of the Board of Directors; shall promote growth of The League through new memberships; shall receive and review new applications for membership, including the required bylaws, boundaries and elected neighborhood association officers, shall present them to the Board of Directors for initial approval and shall present these N.A.s to the Member N.A.'s for final approval; shall be Chairman of the Membership Committee.

SECTION 14. The **Director of Public Relations** shall plan a yearly public relations and media campaign that promotes the mission of The League to internal and external audiences; shall promote the overall understanding and good will toward the League and its programs, projects and public positions; shall create and develop promotional materials including press releases, videos, posters, flyers, etc., and shall be Chairman of the Public Relations Committee.

SECTION 15. The **Director of Communications** shall oversee the preparation, printing and distribution of a newsletter at the direction of the Board of Directors and with contents approved by the Board of Directors; shall verify the submitted text with the author of the article prior to publication; shall be responsible for obtaining advertising for the newsletter; shall provide current information for any League internet site; shall be Chairman of the Communications Committee.

SECTION 16. The **Director of Environmental Affairs** shall be an active liaison between the League and city and civic departments such as Code Compliance, Environmental Management, Code Rangers, and Public Health; shall monitor issues within the city and even to state and federal levels, where such affects the city and shall review ongoing plans and make reports and recommendations to the League.

SECTION 17. The **Director of Public Safety** shall be an active liaison between the League and city and civic departments such as the Fire Department, Police Department, Citizens on Patrol, Homeland Security and the National Weather service; shall report to the League

regarding the operations, news, and events of the above listed departments, and shall make reports and recommendations to the League.

ARTICLE X
Committees

SECTION 1. The President may appoint an Advisory Committee which shall be comprised of two (2) past officers, an Attorney and a certified and/or registered Parliamentarian.

SECTION 2. An Audit Committee shall be appointed by the President and shall audit the Treasurer's financial records beginning no later than 60 days prior to the first regular Member N.A. meeting of the year and shall present a written report to the Member N.A. at this meeting. The Audit Committee shall be comprised of three (3) separate Member N.A.'s that are not currently serving on the Board of Directors and the Treasurer who will be a non-voting member of the audit committee so questions can be answered.

SECTION 3. Such other committees, standing or special, not provided for under Duties of Officers, may be appointed by the President, with the approval of the Board of Directors, as may from time-to-time be deemed necessary to carry on the work of The League.

ARTICLE XI
Procedural Authority

Procedures at all meetings shall be conducted with due regard to parliamentary practice with Robert's Rules of Order Newly Revised, most current edition, serving as the authority on all points not covered specifically by these Bylaws. Except as provided by the preceding, the Board of Directors may from time to time adopt Rules of Procedure to effectuate and implement these bylaws.

ARTICLE XII
Dissolution

All liabilities and obligations of the League must be paid, satisfied, and discharged. Assets held by the corporation upon conditions of return must be returned in accordance with such conditions upon dissolution of the League. The remaining assets may be distributed to such societies, organizations, or nonprofit corporations engaged in activities in Fort Worth, Texas which are substantially similar to those of the League.

ARTICLE XIII
Amendments

Amendments to these bylaws shall be made at any regular or special meeting called for that purpose by a two-thirds vote of all voting member neighborhoods provided that the notice of such meeting contains the proposed amendment or amendments. If three-fifths of all voting members are not present at the called meeting, then a subsequent meeting may be called with at least 30 days notice of the rescheduled bylaws meeting.

At the subsequent meeting, bylaws changes will require a quorum of 50% of the voting membership, and a bylaws change will require approval by 75% of those present voting members.

Revised and adopted:

December 1990
March 1993
January 1996
January 1997
September 2001
November 2003
July 2005
March 2007
December 2009
December 2011