

**BYLAWS**  
**OF**  
**WPHA DALLAS ENP, INC.**

**ARTICLE I**

**Name, Purposes, Organization, and Offices**

**Section 1.1 Name.** The name of the corporation is WPHA DALLAS ENP, INC., a Texas nonprofit corporation (herein called the "Corporation"). Subject to the approval of the Board of Directors of the Corporation, the Corporation may operate under one or more assumed names, provided that the assumed name is not inconsistent with the purposes of the Corporation, and provided further that the appropriate assumed name certificate and any other required documentation regarding any such assumed name is filed in accordance with applicable law.

**Section 1.2 Purposes.** The primary purposes of the Corporation are to promote the common good and general welfare of the residents of the community in and around the Windsor Park residential neighborhood of Dallas, Texas by providing crime prevention and public safety services; to disseminate information regarding crime in the community; to contract with professionally trained security personnel and/or off-duty Dallas Police Officers to provide security patrols; and to work with the City of Dallas and the Dallas Police Department to obtain more effective street lighting and increased police patrols in the community.

The general purposes and powers of the Corporation are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Texas, or that may hereafter be conferred; provided, however, that the Corporation shall not, except to any insubstantial degree (as described in the next paragraph), engage in any activities or exercise any powers that are not in furtherance of its primary purposes.

The Corporation may undertake activities not directly related to crime prevention, provided that such activities relate to (a) the promotion of the common good and general welfare of the residents in and around the Windsor Park residential neighborhood of Dallas, Texas, (b) the dissemination of information of interest to such community, (c) the enhancement of the membership in the Corporation, and (d) the conduct of community development activities which are consistent with the laws and regulations for neighborhood associations.

Notwithstanding any of these provisions, the Corporation shall not engage, participate, or intervene in or carry on or conduct any activity or transaction that is proscribed for organizations exempt from taxation under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "Code"). Furthermore, the Corporation shall not engage, participate, or intervene in or carry on or conduct any activity or transaction that would result in the loss of the Corporation's tax-exempt status as provided for in Sections 501(a) and 501(c)(4) of the Code, and the use, directly or indirectly, of any part of the Corporation's assets in connection with any such activity or transaction is hereby expressly prohibited.

**Section 1.3 Organization.** The Corporation shall operate under a charter as a Texas nonprofit corporation.

**Section 1.4 Offices.** The Corporation may have, in addition to its registered office, offices at such places, both within and without the State of Texas, as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

## ARTICLE II

### Members

**Section 2.1 One Class of Members.** The Corporation shall have one class of members. The class shall consist of members who timely pay annual membership dues in an amount set by the Board of Directors. Members of the class shall be entitled to vote on all matters put before the membership.

**Section 2.2 Eligibility for Membership.** Natural persons over the age of 18, residing within an area bounded by Walnut Hill Lane to the north, Park Lane to the south, Hillcrest Road to the west and Boedeker Street to the east, known as the Windsor Park neighborhood of Dallas, TX, shall be eligible for membership in the Corporation, not to exceed one members per residence.

**Section 2.3 Admission of Members and Renewal of Membership.** Eligible residents shall be admitted as members of the Association upon timely payment of annual membership dues. A member may renew membership by paying all required fees and dues.

**Section 2.4 Membership Fees and Dues.** The Board of Directors shall set the amount of an initiation fee, if any, and the annual dues payable to the Corporation by its members. The Board of Directors shall also determine the payment schedule for annual dues of the Corporation. One initiation fee and one annual dues shall be collected from a household, regardless of the number of members residing in such household.

Except as otherwise provided herein, the full amount of an initiation fee, if any, and annual dues shall be due and payable by a new member in such member's first year of membership, regardless of when such member joins the Corporation. In the case of a resident joining the Corporation upon moving into the neighborhood, the Board of Directors may elect, in its discretion, to prorate such new member's initiation fee and first annual dues.

**Section 2.5 Voting Rights.** Each member of the Corporation shall be entitled to one vote on each matter submitted to a vote of the members.

**Section 2.6 Sanction, Suspension, or Termination of Members.** The Board of Directors may impose reasonable sanctions on a member, or suspend or expel a member from the Corporation, for good cause. Good causes includes the default of an obligation to the Corporation to pay fees or dues for a period of 90 days following delivery of notice of default, or a material and serious violation of the Corporation's articles of incorporation, bylaws, or rules, or

of law. The Board of Directors may impose sanctions, suspend a member, or expel a member by vote of a majority of directors who are present and voting, and such action shall not entitle the member to a refund of previously paid dues, fees and assessments.

**Section 2.7 Resignation.** Any member may resign from the Corporation by submitting a written resignation to the secretary. The resignation need not be accepted by the Corporation to be effective. A member's resignation shall not relieve the member of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid prior to the effective date of the resignation and shall not entitle the member to a refund of previously paid dues, fees and assessments.

**Section 2.8 Reinstatement.** A former member may submit a written request for reinstatement of membership. The Board of Directors may reinstate membership on any reasonable terms that the Board of Directors deems appropriate.

**Section 2.9 Transfer of Membership.** Membership in the Corporation is transferable or assignable only by virtue of the sale or lease of a member's residence. Membership is not automatically transferred upon sale or lease of such property, but must be done so by contract between a member and the buyer or lessee of the residence. Membership terminates on the dissolution of the Corporation or the death of a member. Membership in the Corporation is not a property right that may be transferred after a member's death.

**Section 2.10 Waiver of Interest in Corporation Property.** All real and personal property, including all improvements located on the property, acquired by the Corporation shall be owned by the Corporation. A member shall have no interest in specific property of the Corporation. Each member hereby expressly waives the right to require partition of all or part of the Corporation's property.

### ARTICLE III

#### Meetings of Members

**Section 3.1 Annual Meeting.** Beginning in 2017, the Board of Directors shall hold an annual meeting of the members of the Corporation each year at a time that the Board of Directors designates. At the annual meeting, the members shall elect officers and transact any other business that may come before the meeting.

**Section 3.2 Special Meetings.** Special meetings of the members may be called by the President, the Board of Directors, or not less than 1/4 of the voting members of the Corporation.

**Section 3.3 Place of Meeting.** The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting. If the Board of Directors does not designate the place of meeting, the meeting shall be held at the registered office of the Corporation in Texas.

**Section 3.4 Notice of Meetings.** Written or printed notice of any meeting of members, including the annual meeting, shall be delivered to each member entitled to vote at the

meeting not less than seven (7) nor more than sixty (60) days before the date of the meeting. Notice shall be deemed given if made by email, postal mail, posted fliers or signs adequately displayed on a block-by-block basis. The notice shall state the place, day, and time of the meeting, who called the meeting, and the general purpose or purposes for which the meeting is called.

**Section 3.5 Quorum.** The members holding 5% of the votes that may be cast at a meeting who attend the meeting in person shall constitute a quorum at that meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the members present may adjourn and reconvene the meeting one time without further notice.

**Section 3.6 Actions of Membership.** The membership shall try to act by consensus. However, the vote of a majority of voting members in good standing, present and entitled to vote at a meeting at which a quorum is present, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law or these Bylaws. A member in good standing is one who has paid all required dues, fees and assessments, and is not suspended as of the date of the meeting. Voting shall be by ballot or voice, except that any election of directors shall be by ballot if demanded by any voting member at the meeting before the voting begins.

## ARTICLE IV

### Board of Directors

**Section 4.1 General Powers; Delegation.** The activities, property, and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers and do all such lawful acts and things as are permitted by statute or by the Certificate of Formation or by these Bylaws.

**Section 4.2 Number and Composition.** The Board of Directors shall consist of not less than three (3) nor more than six (6) directors as determined from time to time by the Board of Directors, which number may be increased or decreased from time to time by amendment to these Bylaws; provided that no decrease shall have the effect of shortening the term of any incumbent director. The Board of Directors shall consist of the officers of the Corporation elected by the members as provided in Section 5.2.

**Section 4.3 Vacancies.** A vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of members of the Board of Directors shall be filled by the affirmative vote of a majority of the members of the Board of Directors then serving.

**Section 4.4 Meetings.** The Board of Directors shall meet at least two times each calendar year and, at other times, at the call of the President of the Corporation or by two (2) directors on one day's notice.

**Section 4.5 Quorum and Manner of Acting.** At all meetings of the Board of Directors, the presence of a majority of directors shall be necessary and sufficient to constitute a quorum for the transaction of business except as otherwise provided by statute or the Certificate of Formation. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, the Certificate of Formation, or these Bylaws, in which case the act of such greater number shall be required to constitute the act of the Board. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time until a quorum shall be present. At any such adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally convened.

**Section 4.6 Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all members of the Board of Directors. Any such signed consent, or a copy thereof, shall be placed in the minute book of the Corporation.

**Section 4.7 Telephone Meetings.** Directors may participate in and hold a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

**Section 4.8 Procedure and Records.** The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book, which may be electronic, of the Corporation.

**Section 4.9 Annual Review.** No less frequently than once each calendar year, the Board of Directors shall review the status of all governmental filings required of the Corporation including, without limitation, those required by the Internal Revenue Service and the State of Texas.

## ARTICLE V

### Officers

**Section 5.1 Officers and Term of Office.** The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other officers and assistant officers as the Board of Directors may from time to time deem necessary or desirable. Officers shall serve for one fiscal year and thereafter until their successors are elected and qualified. Officers of the Corporation must be members of the Corporation in good standing. Any two or more offices may be held by the same person.

**Section 5.2 Election and Appointment of Officers.** The President, the Vice Presidents, the Secretary and the Treasurer of the Corporation shall be elected by the members of the Corporation. Any additional officers shall be appointed by the Board of Directors of the Corporation. A nominating committee consisting of the officers selected by the Board of Directors shall prepare a slate of officers to be voted on at the annual meeting. Additional nominees may be made from the floor. The nominees receiving the largest number of votes of the Corporation's members shall be declared duly elected. All officers shall be eligible for reelection or reappointment.

**Section 5.3 President.** The powers and duties of the President shall be as follows:

- (a) To act in all matters as the Chief Executive Officer of the Corporation;
- (b) To preside at meetings of the Board of Directors and the general meetings of the Corporation and to be an ex-officio member of all standing committees;
- (c) To call special meetings of the Board of Directors in accordance with these Bylaws at such time and place as the President deems proper;
- (d) To execute for and in the name of the Corporation such written instruments and documents as may be necessary or desirable;
- (e) To sign checks on behalf of the Corporation in absence of the treasurer;  
and
- (f) Generally, to do and perform all such duties as pertain to the office of Chief Executive Officer or as may be required by the Board of Directors; and
- (g) To supervise the business and affairs of the Corporation and to report annually on the general activities of the Corporation for the previous year.

**Section 5.5 Vice Presidents.** The Vice Presidents, in order of rank established by the Board of Directors, shall assume the duties and powers of the President during his absence or disability. They also shall assume such other powers and duties as may be delegated to them from time to time by the Board of Directors or the President.

**Section 5.6 Secretary.** The powers and duties of the Secretary shall be as follows:

- (a) To keep full and complete records of the meetings of the Directors and various committees;
- (b) To give or cause to be given all notices that may be necessary or proper;
- (c) To conduct the official correspondence of the Corporation;

(d) To join the President or other authorized officers in the execution and delivery of deeds, contracts, and other instruments and to affix the corporate seal where appropriate;

(e) To keep and preserve the minute book and all other books and records of the Corporation and the corporate seal; and

(f) Generally to do and perform all other duties as customarily pertain to the office of secretary of a corporation or as may be required by the Board of Directors, or the President.

**Section 5.7 Treasurer.** The powers and duties of the Treasurer shall be as follows:

(a) To be responsible for the receipt, safekeeping, and disbursement of the funds of the Corporation;

(b) To maintain a list of the members of the Corporation who have paid dues for the current year;

(c) To file required State and Federal tax returns.

(d) To assist the President in the preparation of the budget, and to make a recommendation to the Board of Directors regarding annual dues; and

(e) To prepare financial reports for the membership and Board of Directors.

**Section 5.8 Resignation, Removal and Replacement.** Any officer may resign by giving written notice to the President or the Secretary. Any officer may be removed from office by the vote of at least two-thirds of the directors then serving. The Board of Directors shall replace any removed or resigned officer by the vote of the majority of the directors then serving.

## ARTICLE VI

### Standing Committees

**Section 6.1 Standing Committees.** The standing committees of the Corporation may be established by the Board of Directors from time to time.

**Section 6.2 Appointment.** Unless otherwise provided for in these Bylaws, the standing committee chairmen shall be appointed by the Board of Directors.

**Section 6.3 Eligibility.** The Standing Committee Chairmen must be members of the Corporation. Standing Committee Chairmen can serve the Corporation in other capacities within the organization of the Corporation, such as officers or directors. However, unless specified by these Bylaws, designation as a Standing Committee Chairman does not constitute appointment as an officer or director of the Corporation.

## ARTICLE VII

### Block Captains

**Section 7.1 Designation.** The Board of Directors may divide the neighborhood area into one or more block areas, as s/he deems necessary, and shall appoint Block Captains to represent each such block or block areas.

**Section 7.2 Duties.** The Block Captains shall be in charge of disseminating information to their blocks regarding meetings, criminal activity and other activities of the Corporation.

**Section 7.3 Eligibility and Authority.** The Block Captains must be members of the Corporation. Block Captains can serve the Corporation in other capacities within the organization of the Corporation, such as officers, directors or chairmen of standing committees. However, Block Captains are appointed for communication purposes only. Designation as a Block Captain does not constitute appointment as an officer of the Corporation.

## ARTICLE VIII

### Dissolution and Pledge of Assets

The Corporation does hereby pledge all of its assets for use solely in accomplishing the purposes stated in Article I. Upon discontinuance of the Corporation by dissolution or otherwise, the assets shall be applied first to pay all liabilities and obligations of the Corporation and any remaining assets shall be transferred to and become the property of an organization that is qualified as a Code Section 501(c)(4) social welfare organization or as a Code Section 501(c)(3) charitable organization.

## ARTICLE IX

### Indemnification

**Section 9.1 Indemnification by the Corporation.** The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (a) is or was a director or officer of the Corporation or (b) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another domestic or foreign corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may grant indemnification to a person serving in such capacity under the Texas Non-Profit Corporation Act, as the same exists or may hereafter be amended.

**Section 9.2 Expenses; Procedure.** Such right shall be a contract right and shall include the right to be paid by the Corporation for all expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas Non-Profit Corporation Act, as the same exists or may hereafter be amended. If a claim for



indemnification or advancement of expenses hereunder is not paid in full by the Corporation within 90 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the Texas Non-Profit Corporation Act, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or any committee thereof, special legal counsel, or officers) to have made its determination of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its Board of Directors or any committee thereto, special legal counsel, or officers) that such indemnification or advancement is not permissible, shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible.

**Section 9.3 Additional Indemnification.** The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such other extent as is permitted by law and may indemnify any other such person to the fullest extent permitted by law.

**Section 9.4 Definition.** As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

## ARTICLE X

### Miscellaneous

**Section 10.1 Fiscal Year.** The fiscal year of the Corporation shall begin on January 1 of each year and shall end on December 31 of that year.

**Section 10.2 Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Certificate of Formation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons stated therein shall be deemed equivalent to the giving of such notice.

**Section 10.3 Books and Records.** The Corporation shall keep correct and complete books and records of account.

**Section 10.4 Seal.** The Corporation may have a seal, which shall be in such form as shall be adopted and approved from time to time by the Board of Directors. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted, or in any manner reproduced.

**Section 10.5 Joint Signature.** The signature of two officers of the Corporation shall be required on any deed or contract of the Corporation.

**Section 10.6 Construction.** If any portion of these Bylaws shall be invalid or inoperative, then, so far as reasonable and possible:

(a) The remainder of these Bylaws shall be considered valid and operative;  
and

(b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

**ARTICLE XI**

**Amendments**

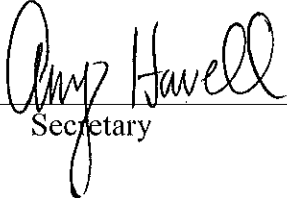
These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by a two-thirds vote of the members present at a general or special meeting at which a quorum is present.

The founding officers of the Corporation are:

PRESIDENT	Igor Jekauc
VICE PRESIDENT	Charles W. Kight
TREASURER	Craig A. Sutton
SECRETARY:	Amy Howell

Approved by the Board of Directors on 27 October, 2016,

WPHA DALLAS ENP, Inc.

By:  \_\_\_\_\_  
Secretary