

BYLAWS
OF
FOREST HILLS NEIGHBORHOOD ASSOCIATION

ARTICLE I

Association and Membership

Section 1. **Association:** The Forest Hills Neighborhood Association (the "Association") is a voluntary association of residents and homeowners 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 At any time, a Member may also request that his or her name be withdrawn from the Membership roll to be maintained by the Secretary.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 herein after referred to as the "Code").

ARTICLE II

Meetings of the Association

Section 1. **Semi-Annual Meetings:** Semi-Annual Meetings shall be conducted. 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 Chair of the Meeting. The Secretary, or in his absence such person as may be appointed by the Chair, 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 Chairs 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 for two years beginning in January of the next calendar year through the end of December of the second calendar year. Board Officer elections and terms are staggered so that the entire Board does not refresh all at once. Any Board Member may be elected to serve no more than two 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 Chair 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:** Regular Meetings of the Board shall be held not less than four times a year, with a recommendation of monthly, and may be held with or without notice, to be determined by the Board. The Secretary shall

provide the type of notice as specified by the Board. Each newly elected Board member shall make an attempt to attend the next Board meeting held by the current board to begin the transition process. 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 Meetings 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) Fundraising
- (d) Membership & Newcomers
- (e) Newsletter
- (f) Planning & Zoning
- (g) Social Events

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 Chairs, who shall be Members of the Board of the Association, in accordance with this Article III.

Each Committee Chair shall select the Members of the respective Committee from among the Members who volunteer for participation. Committee Chairs are not expected to execute all outlined duties alone, rather to solicit active participation of other Members as needed.

Any Officer or Board Member may also serve as a Committee Member; however, an Officer may not simultaneously serve as a Committee Chair. Committees may choose to name a Vice- or Co-Chair who may vote at FHNA Board meetings when the Committee Chair is absent.

Section 11. **Board Members at Large:** Up to three Board Members-At-Large shall be elected at the Fall Semi-Annual Meeting. This will allow interested members to become familiar with all aspects of FHNA. They will be asked to attend Board Meetings as non-voting members. They may offer advice to the Board and should participate and assist with committees.

Section 12. **Duties of Standing Committee Chairs:**

(a) **Duties of the Beautification Committee** 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 Chair is responsible, along with the Fundraising Chair, for helping identify suitable fundraising 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 Chairs of the Communications and Newsletter Committees for inclusion in the Association newsletter, website, and social media as appropriate.

(b) **Duties of the Communications Committee** shall include communicating to the members via group emails, Facebook and other social media. The Chair, with the webmaster, is responsible for keeping the Association website current. They will coordinate with the Newsletter Committee Chair to ensure that information important to the Neighborhood is shared.

(c) **Duties of the Newsletter Committee** shall include publishing and distributing Association newsletters, ideally, six 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. Advertising by local businesses should be sought to offset some, or all of the Newsletter production costs. Duties also include maintaining a network of Block Captains for every neighborhood block and coordinating their activities when it is needed to deliver newsletters or other printed materials.

(d) **Duties of the Social Events Committee** shall include organizing neighborhood social events and activities, to enhance community well-being, including the Fall and Spring Semi-Annual Members Meetings. Some, but not necessarily all, other events should be of interest to children as well as adults. Examples of events are: Spring Picnic, Easter Egg Hunt, 4th of July Parade and Picnic, National Night Out, Chili Cook Off, and the Annual Holiday Tree Lighting. Ideally, there should be at least four neighborhood events per year. Planned activities should be communicated to the Communications and Newsletter Chairs for publication.

(e) Duties of the Membership & Newcomers Committee 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. The Committee shall also undertake to update and publish the Forest Hills Neighborhood Association directory once every two years. This directory may be sold to Forest Hills Neighborhood Association Members at cost, plus an additional fee as approved by the Board. All proceeds shall be the funds of the Association.

(f) Duties of the Planning & Zoning Committee 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 Chair 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 Chairs of the Communications and Newsletter Committees for inclusion in the Association newsletter or website, as appropriate.

(g) Duties of the Fundraising Committee 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 Fundraising Committee shall be communicated to the Chairs of the Communications and Newsletter Committees for inclusion in the Association newsletter, website, and elsewhere as appropriate.

Section 13. **Special Committees:** The Board may establish Special Committees for such limited purposes as are specified by the Board. The Board shall appoint Special Committee Chairs and the Special Committee Chairs shall select the Members of the Special Committee from among the Members of the Association who volunteer. Any Officer or Standing Committee Chair may also be appointed a Special Committee Chair. Special Committee Chairs are not Members of the Board of the Association and shall not have a vote at Meetings of the Board.

Section 14. **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 Chair.

(b) The Nominating committee shall nominate an eligible person for each Office and Committee Chairs 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 Chair.

Section 15. **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 16. **Budget Committee:** This Committee shall be composed of the Treasurer, the Chair of each of the Standing Committees and Members appointed by the President. The Treasurer shall be the Chair 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 17. **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 Chair may also serve in a Liaison capacity, Liaisons who are not also Officers or Standing Committee Chairs 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 Fall Meeting of the Association on a rotating bi-annual basis. Officers shall serve through the end of two consecutive calendar years which includes a three-month transition period with their newly elected successors. This transition period is for current board members to work with their successors in knowledge sharing to provide a smooth transition and ensure continuity and efficiency for the Board. The transition period will be October through December of current calendar year. Newly elected members should make an attempt to attend at least one of the three Board meetings prior to the commencement of their term. There shall be elected a President,

a Vice President, a Secretary and a Treasurer. The election of the office of the President and Treasurer will be held in a staggered cycle from the Vice President and Secretary thus ensuring that the entire Board does not refresh all at once. If the office of President becomes 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 two consecutive terms. After one year of not having served as an officer, a Member shall be eligible for re-election as an officer for two consecutive terms. A term consists of two years coinciding with the calendar 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 Chair 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.