

# **BYLAWS OF THE CRESTWOOD ASSOCIATION, A TEXAS NONPROFIT CORPORATION**

Adopted by the Board of Directors January 8, 2024

## **ARTICLE I: OVERVIEW**

- 1.1. **Name.** The name of the organization shall be The Crestwood Association, also referred to herein as The Association. The Association may also be known as The Crestwood Neighborhood Association or the CNA.
- 1.2. **Purpose.** The primary purpose of this Association is to promote harmony among the residents of the Crestwood neighborhood, promote vigilance against crime, and work cooperatively with City, County, and other local government officials for the general welfare of the neighborhood and its residents.
- 1.3. **Boundaries.** The Association serves the residents of the Crestwood Addition, having the following boundaries:  
  
To the South: White Settlement Rd.  
To the West: Rockwood Park Dr. West  
To the North: Rockwood Park Dr. West  
To the East: Greenwood Memorial Park and Cemetery
- 1.4. **Office.** The principal office of the Association shall be the residence of the President of the Association.
- 1.5. **Tax Status.** The Association is a Texas nonprofit corporation classified for federal tax purposes as a social welfare organization pursuant to Section 501(c)(4) of the Internal Revenue Code. The following pertain to maintaining this status.
  - 1.5.1. No asset of the Association shall inure to the benefit of any officer or member.
  - 1.5.2. The Association shall not directly or indirectly take part or intervene in political campaigns on behalf of or in opposition to any candidate for public office and shall not engage in partisan politics. The Association may sponsor or co-sponsor candidate forums and may invite elected public officials and staff to speak at Association meetings about issues of interest to the neighborhood.
  - 1.5.3. In addition to and in lieu of the methods specified in other provisions of these Bylaws for giving notices, notices of regular and special meetings of the Association, its Board of Directors, and its committees may be given or waived in any manner permitted under the provisions of the Texas Business Organizations Code applicable to Nonprofit Corporations.
  - 1.5.4. These Bylaws and the Standing Rules adopted by the Board of Directors pursuant to these Bylaws shall be construed and applied to comply with the requirements set forth in the Association's Articles of Incorporation, Texas laws governing nonprofit corporations, federal laws and regulations applicable to organizations exempt from taxation under Section 501(c)(4)

of the Internal Revenue Code, and all other applicable federal, state and local laws as those laws may be amended from time to time.

- 1.6. **Parliamentary Authority.** The President or other officer presiding at any meeting of the Members or the Board of Directors may conduct meetings informally but shall, at their discretion or at the request of any member, conduct the meeting in accordance with the edition of Robert's Rules of Order specified in the Standing Rules.
- 1.7. **Voting.** Unless otherwise specified in these Bylaws, a motion is approved by majority (more than 50%) vote of the members present at the meeting. Voting by proxy is not allowed. Each member may cast only one vote.
- 1.8. **Standing Rules.** Standing Rules may be proposed by the Association's Members, Board of Directors, or Committees to facilitate operation of these entities within the Bylaws, but must be approved by the Board.

## **ARTICLE II. MEMBERSHIP AND DUES**

- 2.1. **Eligibility for Membership.** All adults residing within the boundaries of the Crestwood neighborhood are eligible to join the Association as members, except that a maximum of two members per residence are allowed. Individuals are considered to reside in the Crestwood neighborhood if they:
  - 2.1.1. Own and occupy as their principal place of residence a single-family dwelling located within the neighborhood boundaries or occupy that dwelling as a member of the owner's family.
  - 2.1.2. Lease and occupy as their principal place of residence a single-family dwelling or apartment unit located within the neighborhood boundaries as an individual, as a member of a family of related persons, or as a member of a group of individuals living together as a single housekeeping unit as defined in the City of Fort Worth's zoning ordinance.
- 2.2. **Dues.** Membership dues of the Association shall be fixed by majority vote of the members.
  - 2.2.1. Dues shall be set for the calendar year beginning on January 1 and ending on December 31.
  - 2.2.2. Dues shall be charged on a per-residence rather than a per-person basis.
  - 2.2.3. To be eligible to vote at any Association meeting, an adult meeting the eligibility requirements of Section 2.1 must reside at a residence for which the current year's dues have been paid. Dues may be paid at any membership meeting up to the time a vote is called.

## **ARTICLE III. OFFICERS**

- 3.1. **Officers.** The officers of the Crestwood Association shall be President, Vice President, Recording Secretary, Membership Secretary, and Treasurer. All officers serve on the Board of Directors.
- 3.2. **Terms of Office.** Officers are elected for one-year terms that begin after being elected at the Annual Meeting of the Members. The President may serve no more than two consecutive terms. There are no limits for other officers.

- 3.3. **Nomination and Election of Officers.** Candidates for officer positions must be current members of the Association at the time nomination is accepted. Candidates may run for only one office in any election. Officer elections shall be held during the January Membership Meeting. No nominations will be taken from the floor.
  - 3.3.1. **Nominating Committee.** A Nominating Committee shall be selected each year at the 4<sup>th</sup> quarter Membership Meeting. The committee shall be responsible for seeking out qualified candidates to serve as officers of the Association for the following year. The Nominating Committee shall propose a slate of officers to be announced at least 30 days before the January Membership Meeting.
  - 3.3.2. **Other Candidates.** After the Nominating Committee has announced the proposed slate of officers for the coming year, any other member of the Association wishing to run for office may notify the Recording Secretary at least 2 weeks before the January Membership Meeting is to be held.
- 3.4. **President.** The President shall be the Association's Chief Executive officer. The president presides at all meetings of the Members and the Board of Directors and shall conduct them in accordance with these Bylaws and any applicable Standing Rules. The President serves as the registered agent and/or representative of the Association for legal filings with federal, state, and local government agencies.
- 3.5. **Vice President.** The Vice President shall assume the duties of the President should that office become vacant; presides at Membership and Board of Director meetings in the absence or disability of the President; and performs other duties as prescribed by the President. Additionally, the Vice President shall ensure that logistical needs for Membership and Board meetings are met and, if needed, facilitate recruitment and selection of Block Representatives.
- 3.6. **Recording Secretary.** The duties of the Recording Secretary are to:
  - 3.6.1. Determine if a quorum is present at Membership and Board meetings.
  - 3.6.2. Keep minutes at meetings of the Members and Board of Directors. Present minutes for approval.
  - 3.6.3. Manage all official correspondence, reports, and records of the Association.
- 3.7. **Membership Secretary.** The duties of the Membership Secretary are to:
  - 3.7.1. Maintain a current roster of members, officers, and Committee Chairs.
  - 3.7.2. Manage the Association's annual membership drive.
  - 3.7.3. Act as election judge and determine voting eligibility at Membership meetings.
  - 3.7.4. Verify eligibility of members nominated or designated to serve as an officer or Committee Chair.
- 3.8. **Treasurer.** The Treasurer shall act as the Association's chief financial officer, with the following duties:
  - 3.8.1. Prepare an annual budget for consideration and adoption by the Board of Directors.
  - 3.8.2. Maintain the financial records of the Association, including complete and accurate accounts of receipts and disbursements.

- 3.8.3. Deposit all funds payable to the Association into the depository account(s) designated by the Board of Directors.
- 3.8.4. Disburse funds from the Association's accounts as designated in the budget or as authorized by the Board of Directors.
- 3.8.5. Prepare and present an annual financial report at the January Membership Meeting.

## **ARTICLE IV. MEMBERSHIP MEETINGS**

- 4.1. **Open Meetings.** Membership meetings are open to all residents of Crestwood and other interested parties, but only members may vote.
- 4.2. **Quorum.** The quorum for Membership Meetings is 15 members, including at least half of the members of the Board.
- 4.3. **Notice.** Members shall receive at least two weeks' notice of meetings.
- 4.4. **Regular Meetings.** Two membership meetings per year are required – one in January and one in 4<sup>th</sup> quarter.
  - 4.4.1. *January Membership Meeting.* The agenda of the January Membership Meeting shall include election of officers, officer reports (including annual financial report), committee reports, and such other items of business as may be presented for consideration at the meeting.
  - 4.4.2. *4th Quarter Membership Meeting.* The agenda of the 4<sup>th</sup> quarter Meeting shall include selection of a nominating committee, setting dues for the following year, officer reports, committee reports, and such other items of business as may be presented for consideration at the meeting.
- 4.5. **Special Meetings.** A special meeting of the Members may be called at any time by the President, by majority vote of the Board of Directors, or at the written request of 15 or more members of the Association. The call for a special meeting shall specify the purpose for which the special meeting is being called. The agenda of any Special Meeting shall be limited to business relevant to the purposes specified in the call; no other business shall be transacted at a special meeting.

## **ARTICLE V. BOARD OF DIRECTORS**

- 5.1. **Authority.** The Board of Directors (also referred to as "the Board") is the governing body of the Association. Subject to directives made by the members at Membership meetings and these Bylaws, the Board of Directors shall have authority over the activities and assets of the Association.
- 5.2. **Composition.** The Board of Directors shall consist of the elected officers and up to seven Chairs of the Standing Committees, as determined by the officers.
- 5.3. **Terms of Office.** Terms for officers are defined in Article III. Service terms for Committee Chairs begin as soon as they are recognized by the Board and continue until they resign or are removed. There are no term limits for Committee Chairs.

- 5.4. **Removal of Directors.** Board Directors may be removed (with or without cause) at a Board meeting by majority vote of the members present. The Director proposed for removal is not eligible to vote.
- 5.5. **Vacancies.** In the event an office other than the President becomes vacant, the President shall appoint an interim successor to serve out the remainder of the term. If the President's office becomes vacant, and the Vice President is unable or unwilling to complete the President's term, the Board of Directors shall fill the vacancy by a majority vote. Replacements for Committee Chairs are approved by majority vote of the Board.
- 5.6. **Meetings.**
- 5.6.1. **Open Meetings.** Meetings of the Board of Directors are open to all residents of the Crestwood neighborhood. Non-members of the Board may not vote and may speak during Board meetings only as authorized by the presiding officer. The President or presiding officer at any meeting of the Board may, at their discretion, invite non-members of the Board to attend Board meetings and address the Board on such terms and conditions as the President or other presiding officer may deem appropriate.
- 5.6.2. **Notice.** Board members shall be given at least 2 days' notice of meetings.
- 5.6.3. **Quorum.** A quorum of the Board of Directors shall be more than 50% of the Board members, and include the President (or Vice President in the President's absence) plus any two other officers.
- 5.6.4. **Regular Meetings.** The Board shall meet at least once each calendar year, no more than 30 days after the January Membership Meeting. The agenda shall include approving a budget and calendar for the year.
- 5.6.5. **Special Meetings.** Special meetings of the Board may be held on the call of the President or any three Board members.

## **ARTICLE VI. COMMITTEES AND KEY ROLES**

- 6.1. **Committees and Key Roles.** Various Standing or Special Committees may be authorized by the Board; examples are noted below. The Standing Committees specified in this Article shall have the duties set forth below, subject to the directives of the Board of Directors. The President may combined or divide Committees during the President's term of office based on current organizational needs. Additionally, various Key Roles may be authorized by the Board to provide specific expertise services; examples are noted below.
- 6.2. **Committee Composition.** Committees are comprised of members of the Association. Each Committee shall designate a Chair who provides reports to the Board of Directors upon request. Chairs shall be approved by the Executive Committee.
- 6.3. **Budgets.** Committees shall be subject to the annual budget and are not authorized to exceed their budgets without approval of the Board of Directors.
- 6.4. **Standing Committees.** Examples of Standing Committees are noted below; these may vary from time to time based on current organizational needs.

- 6.4.1. *Block Representatives*. Acts as a representative of their block to collect or distribute materials and information.
- 6.4.2. *Citizens on Patrol* (also known as Crime Patrol)/Security. Operates a citizen-volunteer organization, in alignment with the Fort Worth Citizens on Patrol program, to enhance neighborhood security. Members of the Citizens on Patrol shall maintain their own Rules of Procedure, Qualifications for Membership, and budget and submit to the Association's Treasurer a report of income and expenditures for the previous year at the January Membership meeting. Serve as the Association's liaison with the City of Fort Worth Police Department and Crestwood Citizens on Patrol. The Committee shall recommend steps residents may take to reduce crime within the neighborhood and steps residents may take to report criminal and suspicious activity to the appropriate authorities.
- 6.4.3. *City/County Engagement*. Monitors the agendas of the City Council and County Commissioners to identify upcoming decisions, projects, and other activities that may have an impact on the Crestwood neighborhood. Monitors activities before the Zoning Commission, the City Council, the Board of Adjustment, and City Planning Commission that may impact the use of land within or in the general vicinity of the Crestwood Neighborhood and makes recommendations to the Board concerning responses to any notices sent to the Association in cases pending before any of those bodies. The Committee also monitors neighborhood construction for compliance with Zoning Regulations and permitting requirements. Relevant issues should be reported to the Board of Directors. Recommendations may be made to the Board concerning situations in which noncompliance is detected.
- 6.4.4. *Communications*. Manages communications for the Association via mechanisms authorized by the Board, such as e-mail, website, and social media.
- 6.4.5. *Events*. Organizes neighborhood social events as approved by the Board. A separate Subcommittee Chair may be appointed for each event.
- 6.4.6. *Pet Registry Committee*. Maintains a voluntary registry of dogs and cats living in the Crestwood neighborhood for the purpose of reuniting lost, found, and wandering pets with their owners.
- 6.4.7. *Welcoming*. Greets and welcomes new residents to the Crestwood neighborhood, and introduces them to the Association and its activities.
- 6.5. *Key Roles*. Examples of Key Roles for the Association include the following.
  - 6.5.1. *Archives*. Responsible for preserving historical records of the Association not required to be maintained by the Recording Secretary or Treasurer for current operations.
  - 6.5.2. *Bylaws*. Reviews and proposes amendments to the Bylaws and Standing Rules and addresses any questions regarding the Bylaws, Standing Rules, or standard procedures upon request.
  - 6.5.3. *Financial Review*. Conducts an annual review of the internal financial operations of the Association and any state and federal financial reports made by the Association.
  - 6.5.4. *Historian*. Maintains a current knowledge of the history of the Association for use as directed by the Board.
  - 6.5.5. *Legal Contingency*. If the Board of Directors determines that it is necessary to retain legal counsel, assist the Board in selecting legal counsel, review the terms and conditions of representation, and review billing to be paid by the Association from funds maintained in the Association's Legal Contingency account.

## ARTICLE VII. MEETINGS BY REMOTE COMMUNICATIONS TECHNOLOGY

- 7.1. **Electronic Meetings.** Meetings of the Membership, Board of Directors, and any Committee of the Association may be held by means of a remote electronic communications system (including but not limited to teleconferencing, videoconferencing, or Internet conferencing technology) provided that the following criteria are met.
- 7.1.1. Each person entitled to participate in the meeting consents to the meeting being held by means of that system.
  - 7.1.2. The system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.
- 7.2. **Consent.** By joining the Association, members are deemed to consent to participation in any Membership Meeting of the Association. By accepting an elected or appointed position as an Association officer, Committee Chair a person is deemed to consent to participation in any meeting of the Board held by means of a remote electronic communications system, provided that adequate notice and instructions for participation are provided for each such meeting.

## ARTICLE VIII. FINANCIAL PROVISIONS

- 8.1. **Fiscal Year.** The records and accounts of the Association shall be maintained on a calendar year basis.
- 8.2. **Accounts and Investments:** Funds of the Association shall be promptly deposited at a financial institution or institutions approved by resolution of the Board. Funds not needed for current operations shall be deposited in investment accounts or certificates as authorized by the Board.
- 8.3. **Electronic Payment Systems.** Dues payments received via any electronic payments system shall be transferred to a bank or other approved depository account on a regular basis.
- 8.4. **No Compensation.** Board Members shall not be compensated for their time and effort.
- 8.5. **Reimbursement.** The Board may authorize Association members, including Board members, to be reimbursed for actual and necessary expenses incurred on behalf of the Association. Such expenses must be either authorized in the annual budget or approved by the Board.

## ARTICLE IX. AMENDMENTS AND REVISIONS

- 9.1. **Amendment.** Bylaws may be amended or revised by a 2/3 vote of the members present at any Membership Meeting.

- 9.2. **Notice of Proposed Changes.** A summary of proposed changes to these Bylaws shall be made available to members at least 30 days before the date of the Membership Meeting at which they will be submitted for adoption.

## **ARTICLE X. DISSOLUTION**

- 10.1. **Recommendation by Board.** The Board, by a 2/3 vote at any meeting of the Board, may adopt a resolution recommending that the Association be dissolved and that the question of such dissolution be submitted to a vote at a subsequent Membership meeting.
- 10.2. **Notice.** Notice of the Membership meeting at which a proposal to dissolve the Association is to be considered shall highlight and explain the proposal to dissolve. Such notice shall include a summary of the proponents' stated reasons for proposing dissolution and a statement summarizing opponents' stated reasons for opposing dissolution.
- 10.3. **Approval of Dissolution.** At a Membership meeting at which a proposal to dissolve the Association is to be considered, a 2/3 vote shall be required to approve a resolution of dissolution. The resolution shall direct the Board to prepare a dissolution plan for approval by the members. Dissolution of the Association shall not be final until the members have approved the dissolution plan by a majority vote, either at a meeting or by a binding mail vote.

*Version adopted on January 8, 2024. Supersedes previous version of Bylaws as amended December 4, 2017.*