

OLD OAK CLIFF CONSERVATION LEAGUE

By-Laws

Article I Name & Registered Office

The name of the organization shall be the Old Oak Cliff Conservation League, hereafter referred to as the League. It is a nonprofit civic organization incorporated under the laws of the State of Texas.

The registered office of the League shall be P.O. Box 4027, Dallas, TX 75208.

Article II Purpose/Mission

The League's purpose and mission shall be:

To preserve and enhance the architectural, historic, cultural heritage and natural resources of Oak Cliff through direct action and public education.

To support the neighborhoods of the League with assistance, grants, training, and to serve as an umbrella organization unifying the neighborhoods.

To promote communication and cooperation between organizations and community groups to increase their effectiveness in addressing issues concerning Oak Cliff.

To promote Oak Cliff to the wider community as an exceptional place to live.

Article III Organizational Policies

The League shall be nonsectarian and nonpartisan.

Neither support nor opposition shall be given by the League to any political party or candidate. Any individual member's endorsement, in any form, shall be made without reference to the Old Oak Cliff Conservation League.

The League may take positions on neighborhood and/or community issues by a majority vote of the Board of Directors.

The fiscal year of the League shall be January 1 to December 31.

Article IV Representation

The President shall only make position statements on specific issues that have been fully discussed and agreed to by a majority of the Board of Directors. In case of emergency actions, a poll of the Board members either by email or phone shall be made prior to any action.

Only the President or those designated by the Board shall speak for the League.

Article V Balanced Consideration

The League shall always support neighborhoods' self-determination. In the case of conflicts among affected neighborhoods, the League shall remain neutral on the issue. If a neighborhood seeks League support for a particular position, such request must be made in writing by email to the President. The president will forward the request to the Executive Committee for their review.

Article VI Membership Categories

1. Individual and business

Membership shall be open to all persons and businesses that support the purposes of the League.

A member is defined as any person or business who has paid membership dues at the levels and categories set in the standing rules.

Paid memberships shall be for a 12-month period and be renewable annually.

2. Neighborhood members

The League consists of member neighborhood associations representing a specific geographically defined area whose purposes are consistent with those presented in the League bylaws.

Each member neighborhood will appoint a representative and one or more alternates at their discretion.

Neighborhood associations do not pay annual dues.

3. Honorary Members

Local elected officials who represent League member neighborhoods may be granted honorary membership to the League for the length of their time in office.

Article VII Neighborhood Associations Membership in the League

1. New/Prospective Neighborhood Memberships

Neighborhood associations seeking admission to the League shall present

- a completed application
- association by-laws
- a roster of officers
- minutes of at least two neighborhood association meetings
- neighborhood association boundaries

These shall be presented at a regularly scheduled monthly Board meeting of the League. The Board shall vote to accept or reject the application at the next regularly scheduled meeting.

2. Transitional / Provisional Neighborhood Memberships

Neighborhoods in transition are those that have not yet met the above requirements, but are actively seeking to organize. They may be accepted as a non-voting member neighborhood association on a provisional basis for up to 12 months to encourage their continued efforts to organize and support their involvement in League activities.

2. Inactive Neighborhood Memberships

Neighborhoods whose representative(s) have not been to a Board meeting for six consecutive months shall be deemed inactive. This will result in the neighborhood association being A) Ineligible to apply for League neighborhood grants, and B) The neighborhood association's removal from League member listings and map. The neighborhood association will be contacted by the VP of Neighborhoods in writing prior to the execution of these steps.

Article VIII Voting

Membership Meetings: All members (with current memberships) shall have voting rights. Each member shall be entitled to one vote at any regularly scheduled General Membership Meeting.

Board Meetings: At-Large Board members and the designated member neighborhood association representative (or the alternate if the representative is absent) (except for representatives from Provisional Neighborhoods) shall have one vote at any regularly scheduled Board Meeting.

Only League members can be elected as an At-Large Board Member or serve as a neighborhood representative or alternate.

If an electronic vote becomes necessary, then the president shall contact the executive committee for a motion. Then the secretary shall submit the motion to the Board for a vote, stating the time frame allowed for the vote and the projected time for the outcome to be emailed to the board.

Article IX Board of Directors

The Board of Directors is made up of the fifteen At-Large Members and the designated representative from each member neighborhood association. Each neighborhood association can have a designated representative in addition to any At-Large Board member serving on the Executive Committee.

Article X League Officers

The officers of the League shall be the president, executive vice president, vice president of neighborhoods, vice president of membership, vice president of communications, treasurer, secretary and past-president. The duties of each officer are:

President

Serves as principal executive officer who shall preside over all Executive Committee, Board, and Membership meetings. In the President's absence, the next highest ranking officer available shall preside over such meetings.

Responsible for setting the agenda for all meetings.

Represents and promotes the League in all settings.

May appoint Committee Chairs, to be approved by the Board at their next meeting

May appoint a Parliamentarian from the Board Members.

Serves as official spokesperson for the League.

Executive Vice President

Acts as the representative of the President, if necessary, and fills in for the President when absent or if the President is unable to fulfill his or her term of office.

Acts as liaison to and assists the other Vice Presidents and Committee Chairs.

Oversees special projects at the direction of the President, Executive Committee or Board.

Vice President of Neighborhoods

Serves as the liaison between the Board and Oak Cliff neighborhoods.

Seeks out existing non-member neighborhoods to expand the League's membership by promoting the League's purposes and objectives to Oak Cliff neighborhoods.

Assists emerging neighborhood associations to organize with the goal of increasing the League's membership and geographic coverage.

Monitors attendance and membership status of neighborhood representatives or alternates.

Notifies neighborhood associations if they are not being regularly represented at League meetings.

Organize and handle the grants process or appoints a Chair (subject to Board approval) to:

- Handle outreach for grant application process
- Act as a liaison for all grant related communication
- Recruit members to the Grants Committee
- Run the grant process and chair the grants committee
- Follow up on awarded grants and document status at least annually

Vice President of Membership

Recruits new membership.

Maintains the League's membership roster including their membership levels and renewal dates.

Responsible for the renewal process with existing members.

Ensures that all general members are notified about General Membership Meetings and League events.

Responsible for registration/membership table at general membership meetings and League events.

Vice President of Communications

Creates and distributes the League newsletters

Writes and distributes press releases and other communications.

Maintains the website and or/ coordinates with the Webmaster and the Executive Committee.

Generates and solicits content for the website.

Maintains the League's contact list.

Treasurer

Handles the money of the League, including collecting and depositing all funds received by and for the League.

Supervises all expenditures and disburses funds with proper documentation as authorized.

Furnishes a written financial summary report at each Board meeting.

Delivers an annual financial report each year at the February Board meeting.

Arranges liability insurance for the Officers, Board of Directors, and the League.

Files all necessary financial reports with governmental agencies.

Monitors the League's post office box.

Makes financial accounts available subject to annual auditing either by a qualified accountant or by an audit committee of members.

Secretary

Records all proceedings of the Board, Executive Committee, and Membership meetings.

Transcribes and submits the minutes of all meetings.

Provides sign-in sheets for each meeting and maintains a record of attendance.

Maintains a roster of the Board members to include contact information and coordinates with the Neighborhoods Chair to ensure information is updated as necessary.

Provides timely meeting notifications, agendas and minutes for Board and general membership meetings.

Past President

Leads the nominating committee.

Article XI Nominating Process

The Nominating Committee consists of the current Past President acting as Chair, the President, and at least three other League Members. The committee will be formed in July.

In July, a notice will be sent to the membership asking for nominations to the At-Large Board positions and to the slate of Executive Officers

At the October Board meeting, the Nominating Committee presents the slate of At-Large Board candidates and Executive Officer candidates. Nominations for At-Large or Executive Officer candidates may also be accepted from the floor at that time.

Article XII Elections

At the November Membership Meeting, the slate of At-Large Board Member candidates will be presented and voted on. Once the at-large positions are filled, a President, Executive Vice President, Vice President of Neighborhoods, Vice President of Membership, Vice President of Communications, Treasurer and Secretary shall be elected by ballot from the At-Large Board Members, for a term of one year.

No Officer shall serve more than two consecutive one-year terms in the same office.

At-large members have a three-year term and can be immediately reelected to another three-year term. At large board members are limited to six consecutive years.

Time served on the Executive Committee will be limited to six consecutive years.

All terms for Officers and At-Large Board Members will begin in January. Committee Chairs will begin in January or as soon as possible upon appointment.

Article XIII Executive Committee and Duties

The Executive Committee consists of the eight elected League Officers--President, Executive Vice President, Vice President of Neighborhoods, Vice President of Membership, Vice President of Communications, Treasurer, Secretary, and Past President. In addition, the Board President may request Committee Chairs to attend Executive Committee meetings as needed.

The Executive Committee shall:

- Handle the routine business matters of the League.

- Have the power to act for the Board of Directors in the interim between Board meetings, and shall report any action taken to the Board at its next meeting.

- Assist the President in setting the agenda for the Board meetings.

- Make recommendations to the Board on policy matters.

- May appoint Standing or Ad Hoc Committees and Committee Chairs to be approved by the Board at their next meeting.

Article XIV Vacancies

If the position of President should be vacated due to death, removal, resignation, or incapacity, then that position shall be filled by the Executive Vice President for the unexpired remainder of the term. If the Executive Vice President is unable or unwilling to fill the President's position, then the Board shall elect a successor to fill the unexpired term.

Other Executive Committee vacancies shall be filled by appointment by the Executive Committee, with the Board's approval for the unexpired remainder of the term.

Any Board member may resign his or her position by written notice delivered to the President, or in the case of the resignation of the President, delivered to any other Officer.

Any At-Large Board Member or Officer may by a three-fourths vote of the Board, be removed for cause after being given full opportunity to be heard in defense of his or her actions. A vote to

remove an At-Large Board Member or Officer for cause shall be by secret ballot, and the individual who is the subject of the removal vote shall not cast a vote.

Article XV Meetings

The Executive Committee shall meet monthly.

The Board shall meet monthly.

The Membership will be invited to four meetings or events each year.

Notification for all meetings, with the exception of emergency meetings, will go out at least five days prior to the meeting.

The Annual Meeting will be held for all voting membership of the League in November of each year for the purpose of electing At-Large Members and Officers and for any other business deemed necessary.

Emergency meetings may be called by the President at any time with every attempt being made to provide ample notice to members.

Member neighborhood associations must be represented at League meetings by a representative [and/or alternate] designated by each neighborhood association. Each neighborhood representative and alternate must be current individual members of the League. Both the representative and alternate can attend Board meetings; however, only one can vote and speak on the neighborhood association's behalf. Repeated absences of a neighborhood representative will be reviewed by the Executive Committee for possible replacement.

Article XVI Quorum

The members present at any properly notified Membership meeting shall constitute a quorum.

One-third of the voting membership of the Board shall constitute a quorum at Board Meetings.

A majority of the members of the Executive Committee shall constitute a quorum at Executive Committee meetings.

Article XVII Committees

The Board of Directors, Executive Committee or President may designate standing or ad hoc committees and appoint committee chairs as it deems necessary to carry out the business of the League, such as Government Liaisons, Home Tour, Archivist, Historic Preservation, Neighborhood Safety, etc. If appointed by the President or Executive Committee, the appointments should be ratified at the next Board meeting

Committee Chairs may recruit committee members from the membership of the League to serve on ad hoc or standing committees.

Article XVIII Parliamentary Authority

The rules of parliamentary procedure contained in the latest edition of Robert's Rules of Order shall govern all proceedings of the League, the Board, and the Executive Committee, subject to such special rules as have been or may be adopted.

Article XIX Amendments

The bylaws may be amended or revised at any regular meeting of the general membership of the League by a two-thirds vote of those present. Amendments to these bylaws may be proposed by the Board of Directors, the Executive Committee, or the By-Laws Committee, not less than 60 days before the next General Meeting. The proposed amendments shall be appended to the notice for the General Meeting and delivered to the membership via email.

Article XX Dissolution

Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501© 3 of the Internal Revenue Code, or to the federal government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this organization.

STANDING RULES:

Section 1 Dues

General Membership:	\$20.00 (includes all household members)
Senior Membership--60 yrs+:	\$15.00 (includes all household members)
Business Membership:	\$150.00

Dues shall be for a 12-month period from date of payment.

Section 2 Business procedures

1. Contracts: All contracts or loans in the name of the League, must be authorized in writing by the Board of Directors, and entered into the minutes.
2. Checks: All checks in the name of the League must be signed by the Treasurer. Checks over \$500 require the signature of an additional officer.
3. At the changeover of officers, signature rights must be updated on all accounts.
4. Expenditures:
Authorized expenditures are:
 - a) Pre-authorized expenditures approved by the Board.
 - b) Budgeted expenditures approved by the Board.
 - c) Expenditures, other than listed above, that are \$1000 or less, can be authorized by a majority of the Executive Committee.
 - d) An unbudgeted expenditure of \$200 or less can be paid by the Treasurer against a valid receipt.
 - e) Expenditures over \$1000 must be approved by a majority of the Board Members present and recorded in the minutes.

Section 3 Standing Committees

The President will appoint Committee Chairs to be effective in January. Committee Chairs may include but are not limited to:

1. Home Tour: Shall be responsible for all activities relating to the conduct of the annual Fall Home Tour. Duties include the selection of homes, tour dates and time, volunteers, publicity, solicitation and fees for sponsors and advertisers, and for ticket prices. The chairperson shall set up all associated committees.
2. Neighborhoods: Chaired by the Vice President of Neighborhoods, shall be responsible for serving as the Liaison between the League and Neighborhood Associations, for developing a program of service to those associations, and for assisting in the organization of new neighborhood associations.
3. Grants: Chaired by the Vice President of Neighborhoods, shall be responsible for developing grant guidelines, planning and conducting outreach and an information session on the grant application and the grant review process and monitoring grant recipients expenditures of grant money.
4. Membership: Chaired by the Vice President of Membership, shall be responsible for developing an annual program to attract and retain current League members and maintain the membership database.
5. Communication: Chaired by the Vice President of Communications, this committee shall be responsible for creating and editing all League media: newsletters, web site, social media, etc. This committee is responsible for press and public relations.

6. Finance: Chaired by the Treasurer, is responsible for developing the League's annual financial plan, including the preparation of the budget. It shall also assist the Home Tour Committee in preparation of its annual budget.
7. By-Laws: Shall be responsible for revising and/or reviewing the League's By-Laws every five years and for proposing any amendments as needed. .
8. Archival: Chaired by the appointed Archivist, maintains all important documents, and history of the League. Provides perspective and advice as needed to facilitate organization and transition from year to year as League Officers change.
9. Governmental Liaison: Monitors proposed changes in zoning, code, budget bond issues, and other governmental action pertaining to quality of life in Oak Cliff. Alerts the Board of same, and provides background information as needed.

Section 4 League Information

The Board roster and League membership list(s) are the private property of the League and are not to be used for anything but League business. For the protection of the privacy of our members, this contact information is not to be shared or distributed without specific written permission from the Executive Officers.

Section 5 Amendments to Standing Rules

Amendments to the Standing Rules of the League may be proposed by the By-Laws Committee, the Board of Directors, or the Executive Committee. Such amendments may be presented at any Board meeting of the League, if the proposed change is appended to the meeting notification. Approval is by a simple majority vote of those board members present