

# **Panther Heights Neighborhood Association By-Laws**

## **Article I - Name**

The name of the organization shall be the Panther Heights Neighborhood Association (PHNA), hereafter referred to as "the Association".

## **Article II - Office**

The Association's principal office and address shall be the residence of the Association's President. The Executive Board may designate another location at its discretion.

## **Article III - Boundaries**

The boundaries of the Association are designated as the Panther Heights addition, bordered on the east by West Cleburne Rd and includes Phase I, II, and III. Residences on the following streets are included within the boundaries: Rancho Verde Parkway, East Rancho Diego, West Rancho Diego, Azul Ln, Niguel Ct, Rancho Viejo Way, Fogata Dr, Posada Dr, and Cavanna Dr.

## **Article IV - Purpose**

The purpose of the Association is to provide an organized framework to promote, preserve and enhance the quality of life and values in the Panther Heights Neighborhood by:

- A. Extending opportunities to residents, landowners and other interested parties through education about the neighborhood and community affairs and local topics of immediate interest.
- B. Elevating and promoting the image of the neighborhood.
- C. Encouraging a sense of pride and identity among the Association members.
- D. Establishing a direct line of communication with members of the City Council, City Manager's offices, Code Enforcement and Neighborhood Police Officers.
- E. Familiarizing residents, landowners, and other interested parties about the Association and its purposes.

## **Article V - Policies**

*Section 1* - The Association shall be a non-partisan organization and shall not support candidates for public office. The Association may take positions on issues that directly affect the neighborhood. All action(s) to make known or sustain an approved Association position must be authorized by the Executive Board before the President or the President's representative may so act.

*Section 2* - the Association shall never be operated for the primary purpose of profit and no part of its earnings or membership fees shall be used to the benefit of private individuals.

*Section 3* - The Association may enter strategic alliances with other related organizations to the benefit of the Association. Decisions to join other organizations or enter into strategic alliances will be at the discretion of the Executive Board.

*Section 4* - The Association may not initiate any legal actions against any party. No Association monies may be used in support of a lawsuit.

## **Article VI - Membership**

*Section 1* - Membership in the Association is voluntary.

*Section 2* - There shall be one category of membership in the Association: Regular Member.

*Section 3* - A Regular Member of the Association shall be any person, or family residing and/or owning residential property within the Associations boundaries. Each Household shall have one vote in the Association.

## **Article VII - Dues**

*Section 1* - Annual dues for membership shall be recommended by the Executive Board and approved by a majority vote of the members in attendance at the meeting in which a dues change is considered. Dues shall be paid by the first (1st) of January for the following calendar year. Members shall be considered in arrears (not in good standing) if their dues are not paid by the first (1st) of February.

*Section 2* -The annual dues for the Association will be set as zero dollars (\$0.00) per year for Regular Member.

*Section 3* – Dues shall cover operating expenses to include, but not limited to, neighborhood events, neighborhood entrance maintenance, yearly website and domain fees, printing fees for signage and newsletters and other neighborhood sponsored activities.

*Section 4* – All households within the boundaries of the Association are eligible to receive complimentary email notifications from the Association without being a Regular Member as long as their email address is provided to receive such updates.

*Section 5* - If a member decides to remove themselves from membership in the Association, they will not be entitled to any refund of their dues paid.

## **Article VIII - Meetings**

*Section 1* - Regular meetings of the Association shall be held at least twice a year, one of which would occur in October and be considered the Annual meeting. Additional meetings may be held more often as determined by the Executive Board, but no Association meeting may be called or held without the express permission of the President or the Association Executive Board. Notification of ALL meetings shall be provided to all members a minimum of fourteen (14) days in advance and shall include an agenda for the meeting as well as the text of any proposals requiring a vote of the membership in order to facilitate the submission of proxies when necessary.

*Section 2* - The presence at any meeting of one tenth (1/10th) of the regular association members in good standing, represented in person or by proxy, shall constitute a quorum as long as the number of members represented is nine (9) or more. Proxies must be received by an officer before the start of the meeting to be valid. Specific to the Annual meeting, if a quorum is not present, the members present, though less than a quorum, may adjourn the meeting to a later date and give notice of the new date to all Members as provided in Section 1 of this Article VIII, and at the second meeting whatever members are present shall constitute a quorum

*Section 3* - The Executive Board shall meet as required to manage the needs of the association, including the planning of the regular (and additional) membership meetings. These meetings shall be open to interested members of the Association, and notification shall be made to the membership as to the location and time of said meetings.

## **Article IX - Executive Board**

*Section 1* - The Executive Board shall consist of the four (4) officers.

*Section 2* - The Executive Board shall supervise affairs of the Association in accordance with its stated purposes and policies, set the agendas for the regular meetings; transact any business between meetings for the Association and report said business at the next meeting; represent the Association in other organizations and strategic alliances; and make recommendations to the general membership on matters before the Association.

## **Article X - Officers**

*Section 1* - The officers of the Association shall be the President, Vice President, Secretary, and Treasurer.

*Section 2* - Officers shall assume their duties in January and shall serve for one full year until their successors are duly elected. There will be a limit of two (2) consecutive terms for individuals to hold an office. In the case that an office does not receive an accepted nomination for the upcoming year, the incumbent may continue as an officer with the approval of the quorum of the membership.

*Section 3* - Only regular members of the Association in good standing are eligible for election to any office.

*Section 4* - Officers shall be elected at the annual meeting by a simple majority vote of the members present, as long as the quorum requirements have been met.

*Section 5* - The Executive Board will solicit officer nominations for the upcoming year before the annual meeting, and present said nominees for vote during the annual meeting. Additional nominations from the floor will be allowed during the annual meeting as well.

*Section 6* - Vacancies in office shall be handled as follows:

- A. In the event the President is unable to complete his/her term the Vice President shall become the President of the un-expired portion of the term.
- B. Vacancies in offices other than the President shall be filled for the un-expired portion of the term by the Executive Board.
- C. Unexcused meeting absences of an officer as determined by the Executive Board shall constitute a vacancy of office.

*Section 7* – Officers are considered regular members are allowed a normal vote as other regular members.

## **Article XI - Duties of Officers**

*Section 1* - The President shall be the principle officer of the Association and shall:

- A. Preside at all meetings of the Association.
- B. Be the sole spokesperson for the Association. The Executive Board may designate another member to serve in this capacity as necessary.
- C. Sign with the Treasurer or any other officer of the Association authorized by the Executive Board, all checks, contracts and other legal documents.
- D. Appoint committee chairpersons with the approval of the Executive Board.

*Section 2* -The Vice President shall:

- A. Serve and assume all responsibilities in the absence of the President.
- B. Act as a special assistant to the President and represent the President whenever so designated.
- C. Perform all such duties as requested by the President or Executive Board.
- D. Be responsible for preparing and distributing the Association's communications, and keep a copy for the Association's files.
- E. Conduct the correspondence of the Association to include email communication and website maintenance.
- F. Be empowered to sign any documents as authorized by the Executive Board and the President in the absence of the President or in the event of an emergency.

*Section 3* - The Secretary shall:

- A. Keep minutes of the proceedings of all meetings of the Association
- B. Act as special assistant to the President and represent the President whenever so designated.

- C. Maintain a current roster of membership indicating the name, address, telephone number and email address (when available) of each member, as well as his or her classification and status of membership.
- D. Preserve in file all records of value to the Association.
- E. Count, vote and record any proxies received by the Association.
- F. Perform such duties as requested by the President or Executive Board

*Section 4 -The Treasurer shall:*

- A. Collect membership dues and keep records of paid members.
- B. Maintain custody of all financial records of the Association and manage all such funds in a manner approved by the Executive Board.
- C. Pay all bills and distribute funds by check only upon receipt of a bill. The Treasurer and the President with the approval of the Executive Board must sign all checks.
- D. Submit a written financial report at each meeting and give a copy to the secretary.
- E. Obtain Executive Board approval for expenses exceeding one hundred dollars (\$100.00). Said approval must be provided by three (3) of the current Executive Board members.
- F. Perform such other duties as requested by the President or Executive Board.

*Section 5 – Committee Chairs*

- A. Serve as chairs of their current fiscal year committee as appointed by the President or Executive Board.
- B. Conduct the business of the committee.
- C. Communicate committee activities and findings to the board.
- D. Perform such other duties as requested by the President or the Executive Board

*Section 7 - Upon retirement (or removal) from office, each officer shall deliver to the successor, all records, papers and other property belonging to the Association within fifteen (15) days.*

**Article XII - Committees**

The Executive Board maintains the ability to create/absolve committees to support the execution of association business.

**Article XIII - Parliamentary Authority**

Procedures at all meetings shall be conducted with due regard to parliamentary practices with Robert's Rules of Order Newly Revised serving as the authority on all points not covered specifically by these Bylaws.

#### **Article XIV - Amendments**

Amendments to these Bylaws shall be made at any regular or special meeting by a quorum of the association membership. Such amendments shall be effective as of the date of enactment.

#### **Article XV - Dissolution**

The Panther Heights Neighborhood Association may be dissolved with the majority vote of the Executive Board provided that the disbursement of all monies and properties is acted upon prior to dissolution, and all liabilities and obligations of the association must be paid, satisfied and discharged. Any funds remaining after the liabilities and obligations are discharged shall be donated to a non-profit organization chosen by the majority of the membership in good standing.

**Adopted by a majority vote of the membership at the association formation meeting held on the twentieth (20<sup>th</sup>) day of November, 2019.**