

## **Article I**

### **Name of and Purposes of the Association**

The name of this organization is The Swiss Avenue Historic District Association, a Texas non-profit corporation, and the purposes of the Association are those set forth in the Articles of Incorporation of the Association.

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## **Article II**

### **Membership, Voting, Majority of Members and Quorum**

1. **Membership.** The members of the Association shall be those persons over eighteen (18) years in age who either own a legal building site within the boundaries of the Swiss Avenue Historic District or who reside within the boundaries of the Swiss Avenue Historic District.
  2. **Voting.** Each person who is a member of the Association at the time a vote is taken shall have one (1) vote. All voting shall be in person, except that a written ballot signed by a member indicating such member's preference for the allocation of funds of the Association at the annual meeting of the members of the Association shall be counted as a vote by such member for such purpose only. Voting by proxy is expressly prohibited. Voting for any office or position for which more than one (1) member of the Association has been nominated shall be by written ballot.
  3. **Majority of Members.** As used in these Bylaws the term "majority" shall mean in excess of fifty percent (50%) of those members present at the time a vote is taken.
  4. **Quorum.** The presence in person of at least fifty (50) of the members of the Association shall be necessary to constitute a quorum. An affirmative vote of a majority of the members present shall be required to transact the business of any meeting.
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## **Article III**

### **Place of Meetings, Annual Meeting, Policies and Goals**

1. **Place of Meetings.** Meetings of the members of the Association shall be held at such place as the Board of Directors shall determine.
2. **Annual Meeting.** The annual meeting of the members of the Association shall be held in the month of September of each year. At the annual meeting, the members of the Association shall elect the President, the Executive Vice President, the Secretary, the Treasurer, the four (4) Alternate-at-Large Directors and the Nominating Committee.
3. **Policies and Goals.** At the annual meeting, the members also may discuss and by vote of a majority of the members present establish the policies and goals of the Association for the next succeeding year. The Board of Directors shall follow the policies and attempt to achieve the goals so established at the annual meeting of the members of the Association or as changed by vote of the members at a special meeting of the members called for that purpose. The members also may transact such other business of the Association as may come before them at the annual meeting.
4. **Special Meetings.** It shall be the duty of the President to call a special meeting of the members of the Association when directed to do so by a resolution of the Board of Directors or after receipt by the President of a petition signed by at least fifty (50) of the members of the Association requesting a special meeting. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business except as stated in the notice shall be transacted at a special meeting. All special meetings shall be held within thirty (30) days after receipt by the President of such resolution or petition.
5. **Notice of Meetings.** It shall be the duty of the Secretary to deliver written or printed notice of all meetings to the members of the Association who reside within the Swiss Avenue Historic District, stating the date, time, place and the purpose or purposes for which the meeting is called, at least twenty-one (21) but not more than thirty-five (35) days before the date of such meeting. Such notice may be delivered personally, by mail, or email at the discretion of the Secretary. If delivered personally, such notice shall be deemed delivered when left at the front door of each principal dwelling. If mailed, such notice shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to each member at such members address as it last appears on the records of the Association. If emailed, such notice shall be considered delivered when sent to email addresses provided by the resident. If a member requests notification by other than email one of the other, above, methods of delivery will be required.

The Secretary may, but shall not be required to, deliver notice to members of the Association who are not residents of the Swiss Avenue Historic District.

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## **Article IV**

### **Board of Directors**

#### **Special Meetings and Notice**

1. **Powers.** The business and affairs of the Association shall be managed by the Board of Directors which may exercise all such powers of the Association and do all such lawful acts and things which are not required by the Articles of Incorporation of the Association, these Bylaws or by law to be exercised or done by the members, but the Board of Directors shall follow the policies and attempt to achieve the goals of the Association established by the members of the Association at the annual meeting of the members of the Association or as changed by vote of the members at a special meeting of the members called for that purpose.

2. **Qualification and Number of Directors.** All Directors shall be members of the Association, and the Board of Directors shall consist of twenty-four (24) members. The President, the Executive Vice President, the Secretary and the Treasurer shall be Directors, and one (1) Director shall be elected from each of the following areas within the Swiss Avenue Historic District: (i) LaVista; (ii) 4900 Block Swiss Avenue; (iii) 5000 Block Swiss Avenue; (iv) 5200 and 5300 Block Swiss Avenue; (v) 5400 Block Swiss Avenue; (vi) 5500 Block Swiss Avenue and Bryan Street; (vii) 5600 Block Swiss Avenue; (viii) 5700 Block Swiss Avenue; (ix) 5803-5916 Swiss Avenue; (x) 5921-6102 Swiss Avenue; (xi) 5943-6019 Bryan Parkway; (xii) 6020-6049 Bryan Parkway; (xiii) 6100-6126 Bryan Parkway; (xiv) 6127-6151 Bryan Parkway; (xv) 6200 Block Bryan Parkway; (xvi) 6300 Block Bryan Parkway; and (xvii) Live Oak. Additionally, the immediate past President of the Association, the member of the Association responsible for the house tour, and the member of the Association responsible for the publication of the Swiss Avenue Occasional automatically shall be Directors.

3. **Alternate-at-Large Directors.** All Alternate-at-Large Directors shall be members of the Association. In the absence of one (1) or more of the President, the Executive Vice President, the Secretary, the Treasurer, or any other voting member of the Board of Directors, at a meeting of the Board of Directors, one (1) or more of the Alternate-at-Large Directors may serve as a member of the Board of Directors in place of the voting members who are absent. In the case of an Area Director's absence, the elected Alternate for that area must also be absent for an Alternate-at-Large to serve as a Member of the Board because of that absence. An Alternate-at-Large Director shall be subject to removal in the same manner as a regular Director, and attendance by an Alternate-at-Large Director at meetings of the Board of Directors shall be deemed attendance by the absent officer for quorum requirements. No Alternate-at-Large Director shall perform the duties of any officer except to serve and vote at meetings of the Board of Directors in the absence of such officer.

4. **Election of Area Directors and Alternate Directors.** The members who reside in each such area shall meet prior to the annual meeting of the members of the Association and shall elect a Director and an Alternate Director who reside within such area to represent such area. A member residing in such area other than the members elected shall certify to the President or other person presiding at the annual meeting of the members on a certification form approved by the Board of Directors that the members elected were elected by majority vote of the members attending such meeting. If no Director or Alternate Director is so elected, nominations of members who reside in such area may be taken from the floor at the annual meeting of the members of the Association. If no members who reside in such area are nominated to represent such area from the floor at the annual meeting of the members of the Association, a Director and an Alternate Director to represent such area shall be elected from the members at large. Except as otherwise herein provided, each Director shall hold office until his successor shall be elected and shall qualify. In the absence of the regular Director for an area, the Alternate Director shall perform and exercise the powers and duties of the regular Director for such area at all meetings of the Board of Directors. An Alternate Director shall be subject to removal in the same manner as a regular Director, and attendance by an Alternate Director at meetings of the Board of Directors shall be deemed to be attendance by the regular Director for quorum requirements.

5. **Vacancies.** Any Director or Alternate Director may be removed either for or without cause, at any special meeting of the members of the Association by the affirmative vote of a majority of the members present at such meeting, provided notice of the intention to act upon such matter shall have been given in

the notice calling such meeting. If both the Director and the Alternate Director for any area fail to attend three (3) consecutive meetings of the Board of Directors, both such members automatically shall be deemed removed as a Director and Alternate Director. If a person who is a Director for an area becomes a Director by reason of being elected to a position in which such person is automatically a Director, the Alternate Director for such area automatically shall become the Director for such area, and the office of Alternate Director for such area shall be deemed vacant. If because of death, resignation, retirement, disqualification, removal from office, or for any reason, the office of Director or Alternate Director for any area becomes vacant, the President shall notify the members residing in such area of such vacancy. If within thirty (30) days after such vacancy occurs the members in such area have not met and elected a new Director and/or Alternate Director to represent such area, such vacancy shall be filled by the Board of Directors. Except as otherwise provided herein, if because of death, resignation, retirement, disqualification, removal from office, or for any other reason, vacancies occur in the Board of Directors, a majority of the Directors then in office, though less than a quorum, shall choose a successor or successors. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of the members of the Association or at a special meeting of the members of the Association called for that purpose.

**6. Place of Meetings and All Meetings Open.** All meetings of the Board of Directors shall be held in the City of Dallas, Texas, and all meetings shall be open to the members of the Association.

**7. Organization Meeting.** The first meeting of a newly elected Board of Directors shall be held within fifteen (15) days after the annual meeting of the members of the Association at such time and place as shall be fixed by a majority of the Board of Directors at the annual meeting of the members of the Association, and no further notice shall be necessary to legally constitute such meeting.

**8. Regular Meetings.** At the first meeting of a newly elected Board of Directors, the Directors shall determine the times, dates and places of the regular meetings of the Board of Directors, and the Secretary shall inform the members of the Association of such times, dates and places by notice delivered personally, by mail, or email at the discretion of the Secretary. If the Board of Directors later determines to change all or any of such times, dates, or places, the Secretary shall inform the members of the Association of such change by notice delivered personally, by mail, or email at the discretion of the Secretary. If delivered personally, such notice shall be deemed delivered when left at the front door of each principal residence. If mailed, such notice shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to each member at such member's address as it last appears on the records of the Association. If emailed, such notice shall be considered delivered when sent to email addresses provided by the resident. If a member requests notification by other than email one of the other, above, methods of delivery will be required. The Secretary may, but shall not be required to, deliver notice to members of the Association who are not residents of the Swiss Avenue Historic District.

**9. Special Meetings.** Special meetings of the Board of Directors may be called by the President on six (6) hours oral or written notice to each Director, given personally, or by telephone, by mail, or email to each Director. Special meetings shall be called by the President or Secretary of the Association in like manner and on like notice on the written request of two (2) or more Directors. The purpose of any special meeting shall be specified in the notice or in any waiver of notice. Each Director representing an area shall attempt to notify the members residing in such Director's area of the time, date and place of any special meeting of the Board of Directors, but notification of members shall not be necessary to legally constitute such a meeting.

**10. Quorum.** At all meetings of the Board of Directors the presence of a majority of the number of Directors fixed by these Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business, and the affirmative vote of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by the Articles of Incorporation of the Association, these Bylaws or by law.

**11. Committees.** By resolution, the Board of Directors may create committees, each committee to consist of one (1) or more Directors and one (1) or more members of the Association. Members of committees shall be appointed by the President and shall be approved by the Board of Directors. Committees shall have such power and authority and shall perform such functions as may be provided in the resolution of the Board of Directors creating such committee. A committee shall have such name as may be designated by the Board of Directors and shall keep regular minutes of its proceedings and report the same to the Board of Directors when required.

12. **Compensation.** No member of the Board of Directors shall receive any compensation for acting in such capacity, but by resolution of the Board of Directors a Director may be reimbursed for expenses incurred by such Director while performing services for the Board of Directors or for the Association.

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## **Article V Officers**

1. **In General.** The officers of the Association shall be a President, an Executive Vice President, a Secretary and a Treasurer. The Board of Directors also may elect additional Vice Presidents and one (1) or more Assistant Secretaries and Assistant Treasurers. No two (2) or more offices may be held by the same person.
2. **Salaries.** No officer of the Association shall receive any compensation for acting in such capacity, but by resolution of the Board of Directors an officer may be reimbursed for expenses incurred by such officer while performing services for the Board of Directors or for the Association.
3. **Term of Office and Removal.** Each officer of the Association shall hold office until the election and qualification of such officer's successor or until such officer's death, resignation or removal from office. If any officer ceases to be a member of the Association, the applicable officer shall be deemed removed from his office unless by affirmative vote the Board of Directors elects to allow such officer to retain his office. Any officer may be removed at any time, for or without cause, by the affirmative vote of the Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.
4. **President.** The President shall be the chief administrative officer of the Association and shall preside at all meetings of the members of the Association and at all meetings of the Board of Directors. The President shall be ex officio a member of all standing committees except the Nominating Committee and shall execute all contracts or instruments on behalf of the Association, except where required or permitted by law or by these Bylaws to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer of the Association. The President shall perform such other duties as from time to time may be assigned by the Board of Directors.
5. **Executive Vice President.** The Executive Vice President shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may from time to time delegate. In the absence or disability of the President, the Executive Vice President shall perform the duties and exercise the powers of the President.
6. **Other Vice Presidents.** Any other Vice President elected by the Board of Directors shall have such powers and shall perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.
7. **Secretary.** The Secretary shall attend all meetings of the members of the Association and of the Board of Directors and record the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the members of the Association and of regular meetings of the Board of Directors and shall perform such other duties as may be prescribed from time to time by the Board of Directors or as the President may from time to time delegate.
8. **Assistant Secretaries.** Any Assistant Secretary elected by the Board of Directors shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.
9. **Treasurer.** The Treasurer shall have the custody of all funds and securities of the Association, shall keep full and accurate accounts of receipts and disbursements of the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. Except as otherwise provided herein, the Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, shall render to the President and Board of Directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions by the Treasurer and of the financial condition of the Association, and shall perform such other duties as the Board of Directors may prescribe or as the President may from time to time delegate.
10. **Assistant Treasurers.** Any Assistant Treasurer elected by the Board of Directors shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate. The member of the Association responsible for the house tour automatically shall be an Assistant Treasurer.

11. **Parliamentarian.** The immediate past president of the Association shall serve as parliamentarian at meetings of the Board of Directors.

12. **Other Representatives.** All representatives of the Association, such as, but not limited to, the member of the Association responsible for the house tour and the member of the Association responsible for the publication of the Swiss Avenue Occasional, may be removed at any time, for or without cause, by the affirmative vote of the Board of Directors. If any such position becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

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## **Article VI**

### **Nominating Committee**

1. **Composition.** The Nominating Committee shall consist of seven (7) persons, four (4) of whom shall be members of the newly elected Board of Directors and three (3) of whom shall be members of the Association who are not members of the newly elected Board of Directors.

2. **Duties.** It shall be the duty of the Nominating Committee to nominate members of the Association to serve as the President, the Executive Vice President, the Secretary, the Treasurer, and the Alternate Directors-at-Large. The Nominating Committee shall not nominate any member for any position unless such member has agreed to serve in the position for which such member is nominated.

3. **Notice of Nominations.** The Nominating Committee shall deliver written or printed notice of its nominations to the members of the Association who reside within the Swiss Avenue Historic District, at least twenty-one (21) days but not more than thirty-five (35) days before the date of the annual meeting of the members of the Association at which such nominations will be effective. Such notice may be delivered personally, by mail, or email at the discretion of the Nominating Committee. If delivered personally, such notice shall be deemed delivered when left at the front door of each principal dwelling. If mailed, such notice shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to each member at such member's address as it last appears on the records of the Association. If emailed, such notice shall be considered delivered when sent to email addresses provided by the resident. If a member requests notification by other than email one of the other, above, methods of delivery will be required. The Nominating Committee may, but shall not be required to, deliver notice to members of the Association who are not residents of the Swiss Avenue Historic District.

4. **Additional Nominations.** Any member of the Association may nominate any other member of the Association (with the nominated member's consent) to serve in any office or other position to be filled by a vote of the members of the Association by delivering such nomination in writing to the President of the Association at least two (2) weeks prior to the date of the meeting of the Association at which such election is conducted. Any member of the Association may nominate any other member of the Association to serve in any office or other position to be filled by a vote of the members of the Association at any meeting of the Association at which such election is conducted. The nominations of the Nominating Committee expressly are intended not to be exclusive.

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## **Article VII**

### **Offices**

1. **Registered Office.** The registered office for the Association shall be as designated from time to time by the appropriate filing through the Association with the office of the Secretary of the State of Texas.

2. **Other Offices.** The Association also may have offices at such other places as the Board of Directors may from time to time determine or as the business of the Association may from time to time require.

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## **Article VIII**

### **General Provisions**

1. **Fiscal Year.** The fiscal year of the Association shall be September 1 - August 31.

2. **Gifts.** The Association shall be authorized to receive gifts, legacies and bequests, subject to approval of the Board of Directors.

3. **Expenditures.** All expenditures of the Association equal to or in excess of \$5,000.00 must be approved by the members of the Association. Expenditures of less than \$5,000.00 may be approved by the Board of Directors.

4. **Allocations.** All funds of the Association which have been allocated to a specific project at a meeting of the members of the Association shall remain allocated to such project until such allocation is withdrawn at a subsequent meeting of the members of the Association. At any meeting of the members of the Association, an allocation of funds to a specific project may be withdrawn. At the annual meeting of the members of the Association, funds not then allocated to a specific project less an amount deemed necessary by the Board of Directors to remain unallocated as an operating reserve may be allocated to specific projects.

5. **Checks.** All checks of the Association in excess of \$1000.00 shall be signed by the President or Executive Vice President and the Treasurer or Assistant Treasurer. All checks of the Association of less than \$ 1000.00 shall be signed by the Treasurer or Assistant Treasurer.

6. **Indebtedness.** All notes or other evidence of indebtedness or obligation of the Association in excess of \$ 1000.00 shall be signed by two (2) officers, one (1) of whom shall be the President or Executive Vice President.

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## **Article IX Indemnity**

1. **Indemnification.** The Association may indemnify any person (and the heirs, executors and administrators of such person) who is or was a Director, officer or employee of the Association, against any and all liability and reasonable expense that may be incurred by such person in connection with or resulting from any claim, action, suit or proceeding, civil or criminal, or in connection with an appeal relating thereto, in which such person may become involved as a party or otherwise by reason of being or having been such a Director, officer or employee (whether or not a Director, officer or employee at the time such liability and expense may be incurred), provided such person acted, in good faith, in what such person reasonably believed to be the best interests of the Association, and, in addition, in any criminal action or proceeding, had no reasonable cause to believe that conduct undertaken was unlawful. The termination of any claim, action, suite or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a Director, officer or employee did not meet the standards of conduct set forth in this section.

2. **Liabilities and Expenses Covered by Indemnification.** The terms "liability" and "reasonable expense" referred to in this Article IX shall include, but shall not be limited to, legal fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by, a Director, officer or employee. Any reasonable expenses incurred by a Director, officer or employee with respect to any claim, action, suite or proceeding of the character described in this Article IX may be advanced prior to the final disposition thereof upon receipt of an agreement by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that such recipient is entitled to indemnification under the provisions of this Article IX.

3. **Right to Indemnification.** Every person (and the heirs, executors and administrators of such person) referred to in this Article IX who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suite or proceeding of the character described herein shall be entitled to indemnification as a matter of right. Except as provided in the preceding sentence, any indemnification under the provisions of this Article IX shall be made at the discretion of the Association, but only if (i) the Board of Directors, acting by a quorum consisting of Directors who are not parties to (or who have been wholly successful with respect to) such claim, action, suit or proceeding, shall find that the Director, officer or employee has met the standards of conduct set forth in this Article IX, or (ii) independent legal counsel (who may be the regular counsel of the Association) shall deliver to the Association their written advice that, in their opinion, such Director, officer or employee has met such standards.

4. **Indemnification Additional to Other Rights.** The rights of indemnification provided for in this Article IX shall be in addition to any rights to which any such Director, officer or employee may be entitled under any agreement, vote of members, the Articles of Incorporation, these Bylaws or as a matter of law or otherwise.

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## **Article X Amendment of Bylaws**

These Bylaws may be amended only at a meeting of the members of the Association by the affirmative vote of a majority of the members of the Association attending such meeting. Written notice of a meeting of the Association to consider Bylaw amendments shall be given to all members of the Association at least thirty (30) days prior thereto.

November 20, 2012