

BYLAWS
of the
Peak's Addition Neighborhood Association, Inc.
Adopted June 10, 2025

Table of Contents

1. Name, Purposes, and Non-Profit Affirmation.....	2
A. Boundaries	2
B. Membership.....	2
C. Limits of Authority, Standing Rules and Policies, and Registered Office and Agent	3
D. Membership Meetings.....	4
E. Officers and Directors	4
F. Duties of Officers and Directors.....	5
G. Funds.....	6
H. Committees.....	6
I. Amendments.....	7
J. Conflicts of Interest.....	7
K. Association Records, Reports, and Seal	7
L. Dissolution	8
Exhibit A: Map of Peak's Addition Boundaries	9

1. Name, Purposes, and Non-Profit Affirmation

NAME: The name of the association (hereinafter "PANA" or "the Association") shall be the Peak's Addition Neighborhood Association, Inc.; this name references the Peak's Addition historic neighborhood in Old East Dallas ("Peak's Addition"), which includes but is not limited to the Peak's Suburban Addition Historic District.

PURPOSE: PANA is organized as a non-profit corporation organized under the Texas Nonprofit Corporation Act, and its purposes are: (1) to preserve the identity, integrity, and sense of community within Peak's Addition through education, communication, collaboration, and goodwill; (2) to liaise with governmental and other local agencies and associations regarding programs and activities affecting Peak's Addition that are serviced by PANA; (3) to determine the needs and goals of Peak's Addition and to promote undertakings, such as education and community gifts, to satisfy such needs and achieve such goals, both within Peak's Addition and in the surrounding community; (4) to preserve the identity, integrity, and historical significance of the properties within the boundaries of Peak's Addition; (5) to promote and encourage the safety, improvement, and beautification of Peak's Addition and the immediately surrounding community; (6) to reduce crime by combating community deterioration and promoting public-safety initiatives; and (7) to work in concert with other Historic Districts (also known as Landmark Districts) in East Dallas, and other neighborhood associations as appropriate, to preserve, protect, and enhance our neighborhoods.

NO INDIVIDUAL GAIN: PANA is organized exclusively for charitable, educational, aesthetic, and other non-profit purposes, and no part of any net earnings or other pecuniary gain or profit shall inure to the benefit of any officer, director, or member, or any other private individual.

NON-PROFIT AFFIRMATION: Pursuant to its Articles of Incorporation, PANA operates as a nonprofit 501(c)(3) charitable entity following the requirements and prohibitions for such an organization, as set forth by the United States Internal Revenue Service (IRS) under Internal Revenue Code Section 501(c)(3).

A. Boundaries

Peak's Addition includes all of the area bounded as follows: beginning at the intersection of Haskell Avenue and Live Oak Street, thence northeast to the intersection of Live Oak Street and Fitzhugh Avenue, thence southeast to the intersection of Fitzhugh Avenue and Columbia Avenue (except for the 4800 block of Tremont Street immediately to the southwest of Fitzhugh Avenue, which is included in the Munger Place Historic District), thence southwest along Columbia Avenue and Main Street to the intersection of Main Street and Haskell Avenue, thence northwest to the beginning spot. Peak's Addition includes the side of each street named above that is adjacent to the neighborhood. A map of Peak's Addition is included as Exhibit A.

B. Membership

GENERAL MEMBERSHIP: All adults (18 years of age or older) are eligible to join PANA and to participate in PANA General Membership elections and other votes so long as they are in good standing with the Association, as defined below, and who also meet one of two criteria: (1) those who both own residential property within, and reside within, Peak's Addition; or (2) can prove, to the satisfaction of, and in the sole judgment of, the Board of Directors of the Association ("Board"), that they have established uninterrupted legal residency (e.g., as a rental tenant) within Peak's Addition for a period of at least five (5) years. Such individuals, upon payment of dues, shall be "Voting Members." "Good standing" requires that the Voting Member be current on all dues, be a paid Member for at least thirty (30) days prior to any vote, and not be the subject of any current disciplinary action as determined by the Board. Each Voting Member is entitled to one vote, and no individual may hold more than one Voting Membership regardless of the number of USPS mailing addresses owned. In the case of married couples or life partners, each spouse or life partner is eligible for a Voting Membership so long as each satisfies the criteria above, regardless of however property title is held. As defined herein, these Voting Members shall be eligible for and constitute the Voting Membership.

NON-VOTING MEMBERSHIP: Any adult who do not meet the property-ownership and/or residency criteria to become Voting Members may join as a Non-Voting Member, also known as "Friends of Peak's Addition," upon payment of dues as provided below.

RESOLUTION OF DISPUTES AS TO MEMBERSHIP: The Board shall have the power to resolve all disputes arising as to eligibility for membership.

C. Limits of Authority and Liability, Standing Rules and Policies, and Registered Office and Agent

LIMITS OF AUTHORITY: No individual or group shall be authorized to commit PANA to any agreement or obligation without the specific approval of the Board.

LIMITS OF LIABILITY: A member of the Board shall not be liable to PANA or any of PANA's members for any claims or damages that may result from an act in the discharge of any duties for the Association if, in the exercise of ordinary care, the Director acted in good faith or in reliance on the written opinion of an attorney engaged by PANA. The Board may, but is under no obligation to, authorize PANA to pay expenses incurred by, or satisfy a judgment or fine levied against, present or former Directors of PANA incurred while acting in good faith in the course and scope of his/her PANA duties. The Board may, or may not, contract for general liability insurance.

STANDING RULES AND POLICIES: Standing rules and policies may be established, and amended, by the Board as necessary to facilitate PANA operations.

REGISTERED OFFICE AND AGENT: PANA will at all times maintain a record of the current registered office, registered agent, and principal office for the Association with its official records, and shall also keep such information current with the Office of Texas Secretary of State. The Board shall review annually and, if necessary, update any or all of these three records.

D. General Membership Meetings and Votes

FREQUENCY: General meetings of the membership of PANA ("General Meetings") shall be scheduled at least twice per calendar year; additional General Meetings may be called by the President or by a majority of the Board.

QUORUM: The quorum for a General Meeting shall be one-third of the Voting Members.

PROXIES: Any Voting Member may give his or her proxy for a General Meeting to any other Voting Member, but must do so in writing and the writing must be received by the Secretary.

RESOLVING TIES: The Board shall adopt, and review annually and revise as appropriate, a Policy for Resolving Ties in PANA elections and votes.

E. Officers and Directors

ROLES: The Board shall be composed of the elected Officers plus the At-Large Board Members (collectively, the "Board Members") as described below, and the Board shall conduct the day-to-day affairs of the Association. In so doing, the Board shall take care not to take any action that contravenes any recent (within 24 months) vote of the general membership, and the Board shall carry out any specific instructions given to it by a vote of the general membership.

QUORUM: A quorum of the Board is a majority of the seated Board Members.

OFFICERS AND AT-LARGE BOARD MEMBERS: The elected Officers of PANA shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer (the "Officers"); the Board shall consist of those five office-holders, as well as not fewer than two (2) nor more than four (4) At-Large Board Members. Board Members shall be elected at the last General Meeting of the calendar year, to serve for the following calendar year. No Officer shall serve in the same role for more than two (2) consecutive terms, unless there are no other candidates for that position.

MEETINGS: The Board shall meet at least six (6) times per year, and additional meetings may be called by the President or by vote of a majority of the seated Board Members.

VACANCIES: Vacancies in any Board role, other than President, shall be filled by majority vote of the remaining seated Board Members. A vacancy in the office of President shall be filled by the First Vice President, and the resulting vacancy filled as described above.

EXECUTIVE SESSION: The Board may meet in executive session to receive advice from legal counsel, or to consider good-standing or removal-of-director matters.

GOOD STANDING DETERMINATIONS AND REMOVAL OF DIRECTORS: As noted above, the Board shall determine whether any Voting Member should be found not to be in good standing—and if so, for what period of time—and the Board shall also have authority to remove any Director from the Board by two-thirds (2/3) supermajority vote for willful misconduct, acting in violation of the PANA Articles of

Incorporate or these bylaws, dereliction of duty, incompetence in office, disclosing confidential information, or misappropriation of funds. If a Board Member becomes ineligible for Voting Membership during their term (e.g., moves out of the neighborhood or sells their Peak's Addition property), that person may complete their term of office, if a majority of the remaining seated Board Members assent.

TRANSFER OF INFORMATION: Upon the resignation, end-of-term, or removal from office of a Board Member, all files—including correspondence, documents, records, and any materials pertaining to the duties of the Board Member in question—shall be turned over to the President, or to the Board Member's successor if the President so directs, within ten (10) calendar days following the resignation, end-of-term, or removal from office of such Board Member.

PROXIES: Any Board Member may give his or her proxy for a Board Meeting to any other Board Member, but must do so in writing and the writing must be received by the Secretary.

F. Duties of Officers

PRESIDENT: The President shall preside over all general meetings of the membership, as well as all meetings of the Board of Directors. The President may also call special meetings of either the general membership or the Board of Directors, and may represent—or designate another person to represent—the Association on any public occasion.

FIRST VICE PRESIDENT: The First Vice President shall assume the duties of the office of the President in the absence, disability, or removal from office of the President. The First Vice President shall also act as coordinator of all existing standing and ad hoc committees, schedule and announce Board meetings, and handle other duties as assigned by the President.

SECOND VICE PRESIDENT: The Second Vice President shall undertake whatever leadership tasks are requested by the President and the First Vice President, such as leading on zoning and development topics.

SECRETARY: The Secretary shall keep complete and accurate minutes of both General Meetings and Board meetings, and shall handle general correspondence of the Board and the Association as necessary (e.g., periodic Texas Secretary of State filings). The Secretary shall also keep a current list of all Committee charters and chairpersons, as well as the archives of the Association. Upon request of any Voting Member, the Secretary shall, within a reasonable amount of time, provide copies of the minutes of any recent General Meetings or Board meetings.

TREASURER: The Treasurer shall be responsible for maintaining all financial records of PANA, and for collecting, safeguarding, and disbursing funds in accordance with direction from the Board, and also making periodic reports at General Meetings and Board meetings of all funds collected and disbursed in the name of the Association, and of the Association's financial position. Upon request from any Voting Member, the Treasurer shall, within a reasonable amount of time, make available any or all recent financial records. Finally, the Treasurer shall be responsible for keeping the Association current with respect to financially-related regulatory requirements (e.g., IRS filings).

SECRETARY AND TREASURER JOINTLY: The Secretary and the Treasurer, given their familiarity with dues received, shall be responsible for jointly maintaining the official list of Voting Members and providing accurate information as to Voting Member status and the number of current Voting Members in PANA (e.g., for purposes of establishing a quorum at a General Meeting).

G. Funds

AUTHORITY FOR EXECUTION OF INSTRUMENTS: The Board may authorize any Board Member, Voting Member, or other agent to enter into any contract or executive and deliver any instrument in the name of or on behalf of PANA for any legal purpose; such authority may be general or specific, and continuing or time-limited. Unless so authorized, no Board Member, Voting Member, or any other person or agent shall have any authority to bind the Association, or to pledge its credit or undertake any PANA liability for any purpose.

EXECUTION OF INSTRUMENTS: Unless authority is otherwise specifically delegated by the Board, or otherwise required by law, all contracts of PANA—including but not limited to promissory notes, deeds, conveyances, evidences of indebtedness, and other Association financial instruments or documents—shall require the express and specific approval of the Board.

BANK ACCOUNTS AND DEPOSITS: All Association funds shall be deposited regularly to the credit of the Association with such banks, trust companies, and/or other depositories as the Board may select. Deposit endorsements may be made by any single Board Member or any other agent to whom the Board has expressly delegated such authority.

SIGNING OF CHECKS, DRAFTS, AND NOTES: All checks, drafts, or other orders for the payment of PANA monies shall be signed by two Officers.

SETTING OF DUES: The Board shall set, and shall annually review and revise as appropriate, the amount of dues required from Voting Members and from Non-Voting Members.

H. Committees

ESTABLISHMENT, TERMINATION, AND DUTIES: The Board of Directors may at any time establish or disband committees. Committees can address any topics selected by the Board; topics could include Development and Zoning Committee, Communication Committee, Schools Committee, and Marketing Committee.

CHAIRS: All committee chairs must be Voting Members in good standing, and must present on topics covered by their committees at every General Membership meeting. Committee chairs may also be requested to present on their committees at any Board meeting, by request of the President or a majority of seated Board Members.

I. Amendments

PROCESS: Bylaw amendments may be considered at any General Meeting at which a quorum exists, but only if they are distributed to the Voting Members at least thirty (30) days in advance of such General Meeting. Bylaw amendments shall be adopted if two-thirds (2/3) of the Voting Members at the General Meeting vote in favor.

J. Conflicts of Interest

DUTY TO DISCLOSE: If any Board Member, Committee chair or member, or other agent of PANA becomes aware of any potential or actual conflict of interest between that person's interests and those of PANA, the interested person must disclose the existence of the potential or actual conflict of interest and leave a decision on how to proceed to the Board, provided that the interested person shall not participate in any Board vote if that person is a Board Member.

CONFLICT OF INTEREST POLICY: The Board shall adopt, and revise as necessary, a Conflict of Interest Policy that sets out all details related to actual or potential conflicts of interest. The Conflict of Interest Policy shall be maintained by the Secretary, and each Board Member and Committee Chair and member must sign a copy of the Conflict of Interest Policy annually.

K. Association Records, Reports, and Seal

MINUTES: The Association shall keep a record of the adopted minutes of all General Membership meetings and Board meetings.

BOOKS OF ACCOUNT: The Association shall keep and maintain adequate and correct accounts of all PANA property and all PANA financial transactions.

REGISTER OF VOTING MEMBERS AND NON-VOTING MEMBERS: The Association shall keep, in the Treasurer's possession, a current and accurate list of its Voting Members and Non-Voting Members, showing names, addresses, voting eligibility or ineligibility, and dates of commencement and expiration of memberships (the "Membership Register"). Memberships shall expire on the anniversary of the membership initiation or renewal each year.

USE OF MEMBERSHIP REGISTER: The Membership Register may only be used for PANA business, and not for any non-PANA commercial or political purpose. Any exceptions to this policy must be specifically approved by the Board, must protect the privacy of the information in the Membership Register, and must not be inconsistent with PANA's legal obligations.

FISCAL YEAR: The fiscal year of the Association shall be the calendar year.

L. Dissolution

ASSETS: Upon dissolution of PANA, all assets remaining after payment of all costs and expenses of and prior to such dissolution shall be distributed (1) to organizations that have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code and that serve the Peak's Addition Neighborhood, or (2) for a public purpose that is impactful to the Peak's Addition Neighborhood. None of the assets will be distributed to any member, officer, director, or trustee of PANA.

ADOPTED by the Voting Members of the Association at the General Membership meeting on the tenth day of June, 2025.

Exhibit A: Map of Peak's Addition Boundaries