

## **Bylaws of the Oak Lawn Committee**

### **Article I Name**

The name of the organization is The Oak Lawn Committee, Inc. (also referred to herein as the OLC).

### **Article II, Purpose and Mission**

Section 1. Purpose. The Oak Lawn Committee was established for the purpose of bringing together neighborhood groups and other interests to represent the Oak Lawn community. The OLC was a principal organizer of the Oak Lawn Forum and represented the residential community during the planning process to formulate and implement an overall plan for the development of the Oak Lawn area of Dallas. The Dallas City Council adopted the Oak Lawn Plan on December 14, 1983. The Oak Lawn Ordinance was written with the Oak Lawn Plan as the guiding document. The Dallas City Council established the Oak Lawn Special Purpose District, PD 193, through the implementation of Ordinance 21859, on February 8, 1985. The Ordinance was amended on September 8, 1992, October 27, 1993, and September 26, 2001.

Section 2. Mission. The mission of the Oak Lawn Committee is a charitable organization that addresses quality of life issues for the greater Oak Lawn area, such as lessening the burdens of government, lessening of neighborhood tensions, combating community deterioration, and the erection or maintenance of public buildings, monuments, or works. To achieve its mission, the OLC shall monitor real estate development for conformity with PD 193, provide a place for neighborhood review of projects, provides common sense evaluation of proposed solutions when a variance to the ordinance is appropriate, and work for and uphold the general welfare, quality of life, and economic wellbeing in Oak Lawn. The OLC is guided in its mission by the Oak Lawn Ordinance. The actions of the OLC will be through the work of the officers and members with residents, businesses, organizations, all appropriate City of Dallas officials and staff, the Dallas Area Rapid Transit Authority (DART), the Dallas Independent School District (DISD), Dallas County, and the State of Texas, and their representatives.

### **Article III Members**

Section 1. Membership. Membership is voluntary and limited to those adults 18 years of age or

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older, who live in Oak Lawn, own property in Oak Lawn, lease or rent property in Oak Lawn, or work in Oak Lawn. A member qualifying as working in Oak Lawn must have a physical office address within PD 193. If during the calendar year an active member no longer meets the qualifications described above, they may remain a non-voting member until the end of the year in which they ceased to meet the qualifications to be a member.

A qualified person may join the OLC by submitting an application for review by the Membership Committee and by paying dues. If the applicant qualifies under one of the circumstances above, completes a membership application and pays dues, he/she shall not be denied membership.

Section 2. Dues. Annual dues are due January 1st of each year and every year thereafter to maintain membership. Dues are not prorated for new members. The amount of the dues payable for the next year will be determined by the Executive Committee by October of each year and announced at the October meeting. Dues shall be the same amount for all memberships.

Section 3. Active Members. Active Members are members who are current on their dues and have attended at least one-half (50%) of the regularly scheduled meetings in the prior 12 month period.

Section 4. New Members. New members will be provided information, which can be found on and downloaded from the OLC's website, which will help them become informed members. A new member achieves Active Member status as early as their fourth meeting, as long as they have attended one-half (50%) of the regularly scheduled meetings since joining.

Section 5. Voting Rights. Only Active Members as defined in Sections 3 or 4. above have voting rights. All Active Members are eligible to vote on cases presented to the OLC. Voting on cases shall be by show of hands unless the President or presiding officer determines a roll call vote is appropriate. Voting for officer elections shall be by ballot. Voting on bylaws changes shall be by show of hands unless the President or presiding officer determines a roll call vote is appropriate. Voting may be by appropriate electronic means at the discretion of the Presiding Officer.

Section 6. OLC Membership for Public Officials. City of Dallas employees who are directly involved in zoning cases, including representatives and people serving on the City Council, the Plan Commission, or the Board of Adjustment may be Affiliate Members of the OLC. These members are encouraged to attend meetings to gain an understanding of the position of OLC members on issues, and to be a resource for information during debate. However, during their term of employment or office, these members are excluded from voting on any projects before the OLC. Affiliate members are not required to qualify for membership as discussed in Section 1. above nor are they required to pay dues.

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Section 7. Decorum. OLC members acknowledge that members have vested interests that they wish to protect while working together to build a diverse, mixed-use community. Each member agrees, that while there will be differences of opinion, the majority opinion that results after an open debate followed by a vote of the members shall be the position of the OLC. Members are expected to treat fellow members, non-members, and presenters with courtesy. Individual member disputes shall be handled privately and in a courteous manner. If a dispute cannot be resolved privately, an ad-hoc committee can be formed pursuant to Article VII, Section 4. to mediate the dispute.

Section 8. Removal Procedures. Termination of membership may occur if (1) a member misrepresents themselves as speaking for or representing the views of the OLC without authorization from the President; or (2) willfully fails to be truthful about a conflict of interest caused by common ownership or financial interest with a project under consideration by OLC's membership at any time. Should a member be under consideration for termination, the member shall be given written notice specifying the reason for the proposed termination. The member shall have the opportunity to present refuting evidence to the Membership Committee within 30 days of notice of termination. The Membership Committee will review the refuting evidence and make a recommendation to the Executive Committee. The Executive Committee will deliver the final ruling on the member's status after the 30-day period has expired, but no later than 30 days after the Membership Committee has submitted their recommendation.

#### **Article IV Officers**

Section 1. Officers. The officers of the OLC are President, Vice President, Secretary/Treasurer, and City Hall Liaison.

Section 2. Officer Nominations. The procedure for nomination and election to office is as follows:

- No later than ten (10) days prior to the regularly scheduled September meeting, names of member candidates for all positions shall be nominated by submitting them via email to [secretary@oaklawncommittee.org](mailto:secretary@oaklawncommittee.org). Self-nomination by active members is permitted.
- Upon receipt of a nomination, the Secretary shall immediately notify the person so nominated of their nomination to a particular office.
- The Membership Committee shall review all nominations for office and confirm they are an Active Member and eligible for office.

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- The Secretary/Treasurer shall announce the nominations at the September meeting and a complete list shall be stated in the notice for the Annual Meeting in October. At the September meeting when nominations are announced, the candidates shall state their qualifications for the office with a brief statement about their willingness to serve and qualifications.
- At the Annual Meeting, held in October, no nominations shall be accepted from the floor and the election shall be held.

Section 3. Determining the Winners. The winning candidate for each office wins by simple majority, half of the votes cast plus one. If two candidates are running for one office and there is a tie, a coin-flip, held in the presence of the membership, shall determine the outcome. If three or more candidates are running for one office and no one receives a majority of the votes, the two candidates receiving the highest number of votes will enter a run-off election. Once again a simple majority will prevail, with coin flip if necessary. In the event of a three-way tie for one office, the OLC shall proceed to a revote for that office.

Section 4. Term of Office. The term shall be from January 1 through December 31. No member shall hold more than one office at a time.

Section 5. Officer Eligibility. All Active Members are eligible to serve as officers.

Section 6. Officer Vacancy. In the event of an officer vacancy, the following procedures shall be followed:

- For a vacancy of less than six months, the Executive Committee shall appoint a member to fulfill that role for the remaining term.
- For a vacancy of more than six months, a Special Election shall be called and a vote held. At the meeting where notification of a vacancy in an office is made, Active Members shall nominate candidates for the office for the unexpired term, or an Active Member may declare as a candidate for the office. At the same meeting, candidates shall have the opportunity to state their qualifications for the office.
- The Membership Committee shall review all nominations for office and confirm each candidate is an Active Member and eligible for office.
- The election shall be held by ballot at the next regular meeting. No nominations will be accepted from the floor and the winner shall be determined as above in Section 3. The votes shall be recorded in the minutes of the meeting.

Section 7. Officer Removal Procedures. At a regularly scheduled meeting, an officer may be removed for any reason by the affirmative vote of two-thirds (2/3) of the active members of the OLC.

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**Article V**  
**Duties of Officers**

Section 1. President. The President shall serve as “Chief Executive Officer” of OLC and shall be responsible for providing leadership and direction to OLC. Duties of the president shall be to preside at OLC meetings and to have such usual powers of supervision and management as may pertain to the office of the president. With the exception of the City Hall Liaison, the president shall serve as the chief spokesperson for OLC and represent it to appropriate outside groups and the community at-large and to perform such other duties as designated by these Bylaws.

Section 2. Vice President. The Vice President shall perform such duties as the president and Executive Committee may designate. The Vice President shall preside at any meetings when the President is absent.

Section 3. Secretary/Treasurer. The Secretary/Treasurer shall perform the following duties:

- a. certify and keep a copy of the Bylaws as amended to date;
- b. maintain or cause the website to be maintained;
- c. maintain the records of the committee;
- d. maintain OLC’s membership list, Active Member list and email notice list and regulate their use.
- e. have custody of, and be responsible for, all monies belonging to OLC and/or the Legacy of Love Monument at the Oak Lawn Triangle (the “Monument”) and deposit same in a federally-insured bank or with Communities Foundation of Texas (which maintains funds donated specifically to the care and upkeep of the Monument).
- f. receive, and give receipt for, monies due and payable to OLC from any source and disburse, or cause to be disbursed, funds of the OLC and the Monument as may be directed by the Executive Committee.
- g. serve as chairperson of the Membership Committee.

Section 4. City Hall Liaison. The City Hall Liaison is the only person authorized to present the actions, decisions or opinions of the OLC in public meetings of the Dallas City Plan Commission, Dallas City Council and City of Dallas Boards of Adjustment. Should the City Hall Liaison be unavailable to make such presentation to any public meeting that responsibility defaults to the President or the President’s designee.

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## **Article VI Meetings**

Section 1. Meeting Dates. The regular meetings of the Oak Lawn Committee shall be on the first Tuesday of each month. Exceptions (such as availability of space and Federal holidays) may result in the rescheduling or cancellation at the reasonable discretion of the Executive Committee with members receiving a minimum of one week's notice of cancellation. If the President and Secretary/Treasurer determine there is no business to conduct, they may cancel the regular meeting with notice to the members by the Friday before the meeting. The meeting schedule shall be published by the October meeting for the following year.

Section 2. Annual Meeting. The regular meeting held in October shall be known as the Annual Meeting and shall be for the election of officers and other appropriate business. The election ballot shall be included in a notice to members three weeks prior to the meeting date, or within three days after the regularly scheduled September meeting, whichever is later.

Section 3. Quorum. A quorum for all regularly scheduled meetings is the number of active members attending the scheduled meeting. Approved action shall be by majority of the quorum. A member may not vote by proxy.

Section 4. Pre-Meeting. The applicant or the representative for a project to be presented to the OLC shall complete all portions of the OLC's agenda form (downloadable from the OLC's website) and deliver the completed form to the Secretary/Treasurer by noon on the Tuesday prior to the regularly scheduled monthly meeting. The President and the Secretary/Treasurer shall set the agenda, and the order of business on each agenda including the number of cases to be heard. This order shall be included on the notification of the meeting sent to members for each meeting. The Secretary/Treasurer shall cause the agenda to be delivered by e-mail, to all members at least 72 hours prior to the meeting. Presentations and discussions between developers and neighbors are encouraged but no negotiation shall take place between the officers, the members of the OLC, and the applicant or their representative prior to the meeting.

Section 5. Conduct of Meetings.

- At the discretion of the President with advice from the Executive Committee, meetings may be in person or virtual by electronic means.
- Meetings will be conducted using current Robert's Rules of Order Newly Revised, when applicable and when not inconsistent with these Bylaws and any special rules of order the OLC may adopt. (also stated in Article IX).

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- The Presiding Officer shall have the right to make adjustments to the order of the agenda, during the actual meeting, as needed based on circumstances which may arise.

Section 6. OLC Actions. The OLC may vote to support an application, not support an application, offer to negotiate the case with the applicant, or abstain from comment. The OLC will determine the action to be taken by a majority vote of a quorum. The action taken shall be one of the following:

- a motion that specifies the specific conditions of support,
- a motion that specifies the specific reasons for non-support,
- a motion that calls for appointment of a case committee and the scope of its charge to negotiate with the applicant, or
- a motion to abstain from comment on the project.
- A motion to ask the presenter to return at another meeting with additional information requested.

The Secretary/Treasurer shall record in the minutes of the meeting, the names of the members making the motion and the second, the details of the motion, and the number of votes in favor of, against and abstained. When a decision on a case must be made before the next regular meeting of the OLC, the President may take action on that case by consulting with the Executive Committee and the recommendations of a Case Committee if appointed, and take action deemed appropriate for the OLC. A determination of action by the Executive Committee is to be used sparingly and should not be abused by tight scheduling established by the applicant. Other than under these circumstances, only the action of the OLC as voted on by its Active Members may be represented as the decision or opinion of the OLC.

Section 7. Conflicts of Interest. If a member has a conflict of interest on a case before the OLC it is their duty to disclose it before the case is heard. Conflicts of interest can be defined as any situation in which a member is in a position to exploit a professional or official capacity in some way for their personal or corporate benefit. If a member has a conflict of interest, they may not vote on the case causing the conflict when it is presented to the OLC. Examples of conflicts are:

- If the member and/or his/her first degree family members is employed by the applicant or the presenter;
- if the member and/or his/her first degree family members has an existing contract with the applicant or presenter for the case at hand;
- if the member and/or his/her first degree family members or his/her employees or firm has submitted an offer, bid, or proposal to the applicant or presenter on the case at hand;

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- if the member and/or his/her first degree family member has completed a contract with the applicant or presenter within two months prior to the vote on the case at hand being heard by the OLC.

In addition: (a) a member may not participate in discussion of a particular application on which the member has a conflict of interest, though a member with a conflict of interest may be a presenter of a case; and, (b) a conflicted member must not solicit the favorable or unfavorable votes of members on the case at hand unless he/she discloses his/her conflict of interest before soliciting.

Section 8. Letters to Applicants and City Hall. The Secretary/Treasurer, or a designated member, shall draft a letter to the presenter with a copy to the appropriate City Hall entity stating only (a) the specific action taken by the OLC on a case and (b) the reason(s) for that action. The President is responsible for reviewing and approving the letter. The President shall sign the letter and cause it to be sent in a timely manner. In no instance will the President sign a letter of support or non-support to any party or organization regarding any property, zoning or other matter wherein the property, zoning or other matter, is not located in PD 193. In circumstances where non PD 193 properties are presented to the committee, the President may thank them for their attendance and clarify that we neither support nor deny support of projects located outside of PD 193.

Section 9. Records, Minutes, and Agendas. Permanent records shall be in the possession of the President or Secretary/Treasurer or any other member appointed by the Executive Committee should the need arise. The current agenda shall contain the minutes for the preceding meeting. The minutes shall state the action taken on each motion, and will include complete copies of the letters signed by the President stating the OLC action taken.

## **Article VII Executive Committee**

Section 1. Executive Committee Composition. The officers of the OLC, and one additional individual appointed by the President, shall constitute the Executive Committee. It is preferable that, the additional individual shall be an Active Member who has previously served as an officer of OLC.

Section 2. Executive Committee Duties and Powers. The Executive Committee shall have general supervision of the affairs of the OLC between its business meetings, fix the hour and place of meetings, make recommendations to the OLC, and perform such other duties as are specified in these bylaws.

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Section 3. Executive Committee Meetings. The Executive Committee shall meet between regular meetings as necessary. Special meetings of the Executive Committee may be called by the President and or may be called by written request of three members of the Executive Committee.

Section 4. Executive Committee Meeting Format. Meetings of the Executive Committee may be held via electronic methods, including but not limited to conference call, Skype, and other web-enabled services by which all members may have simultaneous aural communication.

## **Article VIII Committees**

Section 1. Case Committees. The President has the authority to create an ad-hoc committee designated as a Case Committee to find common ground between a developer requesting zoning changes on a project presented to the OLC and community members objecting to the changes. The Case Committee shall be comprised of a chairperson and at least two Active Members who are not conflicted. The committee shall negotiate with the applicant only under the authority and objectives established in the motion creating it. The chairperson shall schedule a meeting with the person designated by the applicant. A majority of the members of the committee must be present at any meeting, but preferably all will be present. If the applicant seeks to expand the scope of the conditions to be considered beyond those established by the OLC, the committee chairperson must report back to the President, who if time does not allow for a presentation to the full committee, must consult with the Executive Committee as to whether to expand the scope of the committee or to dissolve the committee. If the committee is dissolved, and the applicant is scheduled to appear before the City before the next regularly scheduled meeting of the OLC, letters will be prepared and sent to the applicant and the appropriate City Hall entity asking the applicant to reschedule the presentation to the City. The letter will state that, unless they are able to reschedule, the OLC shall be unable to negotiate a compromise that will allow the OLC to support their case based on the concerns as outlined in the negotiation points of the sub-Committee which will be enumerated in the letter.

Section 2. Bylaws Committee. The bylaws may be amended annually. The Bylaws Committee will be a standing committee and the President shall appoint a Chair of the Bylaws Committee annually to serve a one-year term, which may be renewed. If any changes are proposed, they will be included in the notice of the Annual Meeting and voted upon at the Annual Meeting.

Section 3. Membership Committee. The Membership Committee shall be a standing committee appointed by the President and shall be comprised of at least three Active Members including the Secretary/Treasurer who shall act as the chairperson.

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The Membership Committee is authorized to meet using electronic means and shall: (1) review membership applications within 15 days of receipt to confirm membership eligibility, (2) confirm all current member's continued eligibility on an ongoing basis for voting on OLC actions, and (3) review potential member terminations.

Section 4. Other Committees. The President has the authority to convene ad-hoc committees at any time as the need arises. These committees might include, but are not limited to, a Standing Rules Committee, a Landscape Committee, a Dispute Resolution Committee, a Fund- Raising Committee, or an Event Planning Committee.

Section 5. Representation on Committees. Committee membership shall be voluntary and open to all Active Members. No Active Member shall be denied a position on a committee, though an Active Member can serve on no more than two committees at a time.

#### **Article IX Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the OLC in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the OLC may adopt.

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