



## BYLAWS

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### ARTICLE I. NAME OF ORGANIZATION

The name of the organization is 24HourDallas.

### ARTICLE II. CORPORATE PURPOSE

#### Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### Section 2. Mission

Let's create a safe, vibrant, and diverse nighttime culture for businesses, residents, and guests.

### ARTICLE III. MEMBERSHIP

#### Section 1. Membership Requirements

Persons eligible for 24HourDallas voting membership shall meet the following criteria:

- (a) Support the Mission of 24HourDallas.
- (b) Complete and submit a membership application.
- (c) Pay the annual membership dues.
- (d) Be approved by majority vote of the board.

#### Section 2. Annual Dues

The amount required for annual membership dues shall be set for each year by policy of the board.

**Section 3. Membership Benefits**

24HourDallas membership entitle individuals to:

- (a) Vote to elect directors for the 24HourDallas board (proxy voting is not accepted).
- (b) Nominate elected directors.
- (c) Be eligible for election to the board.
- (d) Vote to amend the bylaws (proxy voting is not accepted).
- (e) Receive an annual report.
- (f) Be entitled to fair disciplinary and review procedures before being suspended or expelled.

**Section 4. Resignation and Termination**

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the board.

**Section 5. Non-Voting Membership**

By policy, the board shall have the authority to establish and define non-voting categories of membership.

**ARTICLE IV. MEETINGS OF MEMBERS****Section 1. Regular Meetings**

Regular meetings of the membership shall be held at least quarterly and may be scheduled more often by the president.

**Section 2. Annual Meetings**

The 24HourDallas annual membership meeting shall be held in the month of December of each year. At the annual meeting, members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the ensuing year.

**Section 3. Special Meetings**

Special meetings may be called by the president, the executive committee, or a simple majority of the board. A petition signed by five percent (5%) of voting members may also call a special meeting. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

**Section 4 Notice of Meetings**

Notice of each meeting shall be given to each voting member not less than ten (10) business days prior to the meeting date.

**Section 5. Quorum**

A quorum for a meeting of members shall consist of at least twenty percent (20%) of the active membership.

**Section 6. Voting**

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place (proxy voting is not accepted).

**Section 7. Telephone and Electronic Participation**

Members may participate in member meetings and vote on matters discussed therein, by means of a conference telephone, video conferencing, or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in-person presence of the member at the meeting.

**Section 8. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the president by reference to Robert's Rules of Order.

**ARTICLE V. BOARD OF DIRECTORS****Section 1. General Powers**

The affairs of 24HourDallas shall be managed by its board of directors. The board shall have control of and be responsible for the management of the affairs and property of the organization.

**Section 2. Number, Tenure, Requirements, and Qualifications**

The number of directors shall be fixed from time-to-time by the directors but shall consist of no less than five (5) nor more than twenty-one (21) including the following members of the executive committee: president, two vice-presidents, secretary, treasurer, and past-president.

Members of the board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the board of directors must be approved by a majority vote of members present and voting. No vote on new directors shall be held unless a quorum of members is present as provided in Article 4, Section 5.

No two members related by blood or marriage/domestic partnership may serve on the board of directors at the same time.

Each member of the board shall be a 24HourDallas member whose membership dues are paid in full and shall hold office for up to a three-year term as submitted by the Governance and Nominating Committee.

Newly elected members of the board of directors who have not served previously shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the board of directors may serve additional three-year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the board of directors shall expire.

Each member of the board of directors shall attend at least 75% of called meetings of the board per year.

In addition to annual member dues, each member of the board of directors shall contribute an amount determined annually by the annual committee and signed to in a board letter of agreement. No contribution credit shall be given for in-kind donations. The cash requirement for any board member who joins after the beginning of the fiscal year for his or her initial one-year term shall be prorated accordingly.

The executive committee may also include in the board letter of agreement an annual cash fundraising goal for each board member.

### **Section 3. Classes**

There shall be only one class of directors.

### **Section 4. Number**

The management of the organization shall be vested in a board of directors which shall be composed of no more than twenty-one (21) persons and no less than five (5) persons. The board shall determine the specific number of directors from time to time.

### **Section 5. Election**

At each annual meeting, directors to serve for the ensuing year shall be elected by members. In electing directors to the board, members shall seek to maintain a racial and sexual composition which is reflective of Dallas nighttime economy stakeholders and in accordance with Article XI.

In addition to filling vacancies that arise due to resignations from the board between annual meetings, new directors may be elected by a vote of members at times other than at the annual meeting, as long as such action does not cause the total number of directors to exceed twenty-one. Such directors elected outside of the annual meeting will serve until the next 24HourDallas annual meeting, at which time they can be nominated and elected for a full three-year term.

**Section 6. Term**

Each director shall hold office for a term of three years or until a successor is duly elected. No person shall serve more than two consecutive full terms on the board of directors, except persons serving an initial term of less than three years may serve for two additional full two-year terms.

**Section 7. Removal**

Any member of the board of directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of members of the board of directors if in their judgment the best interest of the organization would be served. Each member of the board of directors must receive written notice of the proposed removal at least ten (10) business days in advance of the proposed action. An officer who has been removed as a member of the board of directors shall automatically be removed from office.

**Section 8. Resignation**

A director may resign only by submitting a written resignation to the president or to the other directors if the resigning director is the president.

**Section 9. Forfeiture**

Any member of the board of directors who fails to fulfill any of the requirements as set forth in Section 2 of this Article by June 1 shall automatically forfeit his or her seat on the board. The secretary shall notify the director in writing that his or her seat has been declared vacant, and the board of directors may forthwith immediately proceed to fill the vacancy.

Members of the board of directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 7 of this Article in these by-laws.

**Section 10. Vacancies.**

Whenever a vacancy occurs in the board, it shall be filled without undue delay by a majority vote of the remaining members of the board. The board shall nominate persons to fill any vacancy which occurs between annual meetings.

Nominations shall be sent in writing to members of the board at least ten (10) business days prior to the next meeting at which the vote will be held. The persons so elected shall hold office or chair for the unexpired term in respect of which such vacancy occurred in accordance with Section 5 of this article.

**Section 11. Compensation**

Members of the board of directors shall not receive any compensation for their services as directors. directors and officers may be reimbursed for all expenses reasonably incurred on behalf of 24HourDallas.

**Section 12. Informal Action by Directors**

Any action required by law to be taken at a meeting of the directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the directors following notice of the intended action to all members of the board of directors.

**Section 13. Confidentiality**

Directors shall use discretion and good business judgment in discussing the affairs of 24HourDallas with third parties. Directors shall not discuss or disclose information about the organization or its activities that have been deemed by the board to be confidential. Any member of the board may make a movement to deem information confidential, having that motion seconded and having the motion approved by majority of the board present.

Each director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the board of directors.

**Section 14. Conflicts of Interest**

Any director, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the board of directors, membership, or a committee of the organization for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to 24HourDallas prior to its acting on such contract or transaction.

The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is found to exist, such person shall not vote on, nor use his or her personal influence on, nor participate in discussion of (other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contact, transaction or determination) the issue.

Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon, any abstention from voting and participation, and whether a quorum was present.

**Section 15. Advisory Council**

An Advisory Council may be created whose members shall be elected by members of the board of directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the board.

Advisory Council members may attend said meetings at the invitation of a member of the board of directors. Members of the Advisory Council shall possess the desire to

serve the community and support the mission and work of 24HourDallas by providing expertise and professional knowledge.

Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

## **ARTICLE VI. MEETINGS OF BOARD**

### **Section 1. Regular Meetings**

Regular meetings of the board shall be held at least every other month except for the months of August and December.

### **Section 2. Annual Meetings**

The 24HourDallas annual membership meeting shall be held in the month of December of each year. At the annual meeting, members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the ensuing year.

### **Section 3. Special Meetings**

Special meetings of the board of directors may be called by or at the request of the president or any three members of the board of directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

### **Section 4 Notice of Meetings**

Notice of each meeting shall be given to each voting member not less than ten (10) business days prior to the meeting date.

### **Section 5. Quorum**

The in-person presence, or permitted tele-presence, of a majority of current members of the board of directors shall be necessary at any meeting to constitute a quorum to transact business, but should a lesser number than quorum attend any meeting, those in attendance shall have power to adjourn to a specified later date without notice.

The act of a majority of members of the board of directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these by-laws.

For approval of the annual budget or any special budget request which is greater than either 10% or \$500, whichever is greater, must be approved by at least 75% of board members.

**Section 6. Voting**

Except as otherwise provided in these bylaws, decisions of the board of directors shall be by vote of a majority of those present and voting, but not less than one-half (½) of the directors then serving. Each director shall have one vote. Directors may vote only in person; there shall be no proxy voting.

**Section 7. Telephone and Electronic Participation**

Directors may participate in board of directors meetings and vote on matters discussed therein, by means of a conference telephone, video conferencing, or similar communications equipment by means of which all persons participating in such meetings can hear each other at the same time. Participation by such means shall constitute in-person presence of the board member at the meeting.

**Section 8. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the president by reference to Robert's Rules of Order.

**ARTICLE VII. OFFICERS**

The officers of this board shall be the president, two vice-presidents, secretary, and treasurer. All officers must have the status of active members of the board.

**Section 1. President**

The president shall preside at all meetings of the board and membership. The president shall also have the following duties:

- (a) They shall preside at all meetings of the executive committee.
- (b) They shall have general and active management of the business of the board.
- (c) They shall see that all resolutions of the advisory council are brought to the board.
- (d) They shall have general superintendence and direction of all other 24HourDallas officers and see that their duties are properly performed.
- (e) They shall submit a report of the operations of the program for the fiscal year to the board and members at their annual meetings, and from time to time, shall report to the board all matters that may affect this program.
- (f) They shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the president.

**Section 2. Vice-Presidents**

Two vice-presidents will be elected to perform the duties of the president if the president is unable to do so or is absent. If the office of the president becomes vacant, by majority vote of the board, one of the vice-presidents shall automatically become president. The vice-presidents' duties are to:

- (a) Perform such other tasks as may be assigned by the board.
- (b) At the request of the president, assist in the performance of the duties of the president.

**Section 3. Secretary**

The secretary shall attend all meetings of the board and of the executive committee, and all meetings of members, and will act as a clerk thereof. The secretary's duties shall consist of:

- (a) They shall record all votes and minutes of all proceedings in a book to be kept for that purpose. They, in concert with the president, shall make the arrangements for all meetings of the board, including the 24HourDallas annual meeting.
- (b) They shall send notices of all meetings to members of the board and shall take RSVPs for the meetings.
- (c) They shall perform all official correspondence from the board as may be prescribed by the advisory council or the president.

**Section 4. Treasurer**

The treasurer's duties shall be:

- (a) They shall submit for the Finance and Audit Committee review of all 24HourDallas expenditures and proposed expenditures.
- (b) They shall present a complete and accurate report of the finances raised by this board at each meeting of members, or at any other time upon request to the board.
- (c) They shall have the right of inspection of the funds resting with the various programs including budgets and subsequent audit reports.
- (d) It shall be the duty of the treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- (e) They shall perform such other duties as may be prescribed by the board or the president under whose supervision they shall be.

**Section 5. Election of Officers**

Members shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the board. Nominations shall also be received from the floor of members in attendance. The election shall be held at 24HourDallas' annual meeting. Those officers elected shall serve a one (1) year term, commencing at the next meeting following the annual meeting.

Officers on the executive committee shall be eligible to succeed themselves in their respective offices for one (1) additional year term in their previously elected position.

**Section 6. Removal of Officer**

The board with the concurrence of 3/4 of members voting at the meeting may remove any officer of the board of directors and elect a successor from their subsequent committee for the unexpired term.

No officer of the board of directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing at least ten (10) business days prior to the meeting at which motion shall be presented, setting forth the reasons of the board for such expulsion.

**Section 7. Vacancies**

The board shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the board at least ten (10) business days prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

**ARTICLE VIII. COMMITTEES****Section 1. Committee Formation**

The board may create programmatic and ad hoc committees as needed. The board president will nominate committee chairs, and the executive committee will vote to approve the nominees.

The president shall appoint persons to serve on those committees, including persons who are not members of the 24HourDallas board of directors.

**Section 2. Executive Committee**

The five (5) officers listed in Sections 1-4, of Article VII, as well as the past-president of the board, serve as members of the executive committee. Except for the power to amend the Articles of Incorporation and Bylaws, the executive committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board, and is subject to the direction and control of the full board.

### **Section 3. Finance and Audit Committee**

The treasurer is the chair of the Finance and Audit Committee. The Finance and Audit Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget. It is also responsible for internal controls like performing the annual audit.

The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board, in compliance with Section 6, Article IV. Annual and Monthly reports are required to be submitted to the board showing income, expenditures, and pending income. 24HourDallas financial records are public information and shall be made available to the board and the public.

### **Section 4. Communication Committee**

The Communication Committee is responsible for developing and implementing a comprehensive marketing plan. It will assist in the development of concepts, plans, strategies, and themes to use in marketing and it will ensure consistency is maintained in communication methods and style.

The committee will also review public facing/focused marketing materials produced by other committees to ensure consistency of brand and message. The scope and function will be reviewed annually and updated, as necessary. The Communication Committee handles all matters that relate to communicating with donors, stakeholders, and others. This committee also oversees newsletters, official communications, social media platforms, online presence, and contact with the media.

### **Section 5. Fundraising Committee**

The Fundraising Committee is responsible for coordinating events to raise funds and to support the development of committee financial goals in collaboration with the board of directors and the executive committee. It shall also conduct an evaluation of the effectiveness and results of fundraising activities. The committee shall also maintain confidentiality and strive to improve communication and the development of an open and cooperative relationship between all committees. No Fundraising Committee member(s) shall voice an opinion that represents the committee without a committee vote.

### **Section 6. Governance and Nominating Committee**

The Governance and Nominating Committee will establish priorities for board composition, plan for board director recruitment and succession, oversee board development and take the lead in performing board evaluations.

## **ARTICLE IX. INDEMNIFICATION**

24HourDallas agrees to indemnify, defend, and hold harmless the board members, its officers, directors and employees, from and against all liability, loss, cost or expense (including attorney's

fees) by reason of liability imposed upon 24HourDallas, arising out of or related to organization’s activities, whether caused by or contributed to by members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein. 24HourDallas may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost, or expense.

**ARTICLE X. FISCAL YEAR**

The fiscal year of 24HourDallas shall be from January 1 to December 31.

**ARTICLE XI. AMENDMENTS**

These bylaws may be amended by a majority vote of members provided the proposed amendment(s) has (have) been submitted to all 24HourDallas members in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) business days prior to the meeting date.

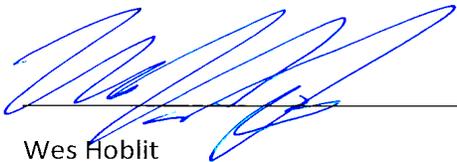
**ARTICLE XII. NONDISCRIMINATION**

24HourDallas does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

This non-discrimination policy shall be applied to all officers, directors, members, employees, and persons served by the organization.

Adopted by the members of 24HourDallas this 16th day of November 2020.

I, the undersigned, being secretary of the 24HourDallas board of directors, hereby certify that the above is a true, complete, and accurate copy of the bylaws adopted by the membership.

  
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Wes Hoblit  
Secretary

12/8/2020  
Date

**HISTORY**

- *Nov. 16, 2020 – Bylaws adopted during inaugural annual meeting, signed Dec. 8, 2020*
- *Jul. 7, 2021 – Bylaws amended during quarterly member meeting to v.002*