

WOODHAVEN UNITES, INC.

FOUNDING CHARTER AND BYLAWS

Independent. Transparent. Resident-Led.

Revised Draft - July 27, 2026

Includes director-independence provisions concerning WNA/WCD officers, elected public officials, active candidates, and covered campaign personnel.

*This document is a governance draft for organizational and attorney review before adoption.
Bracketed items must be completed before execution.*

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PREAMBLE

We, the residents and supporters of Woodhaven, establish Woodhaven Unites to strengthen our neighborhood through openness, civic engagement, factual information, and mutual respect. We believe every resident deserves timely information, meaningful opportunities to participate, and confidence that decisions affecting the neighborhood are made fairly, transparently, and in the public interest. We adopt this Charter as our commitment to democratic governance, ethical leadership, financial stewardship, resident participation, and service to the community.

ARTICLE I - NAME, STATUS, AND GUIDING PRINCIPLE

Section 1. Name.

The name of the corporation is Woodhaven Unites, Inc. (the "Corporation" or "Woodhaven Unites").

Section 2. Status.

The Corporation is a Texas nonprofit corporation intended to operate as a social-welfare organization under Section 501(c)(4) of the Internal Revenue Code. Incorporation does not by itself establish federal or state tax exemption.

Section 3. Guiding principle.

Woodhaven Unites believes strong neighborhoods are built through informed residents, open government, respectful disagreement, fair elections, ethical leadership, and transparent decision-making.

ARTICLE II - PURPOSES AND POWERS

Section 1. Mission.

Woodhaven Unites shall educate, inform, organize, and advocate for residents of Woodhaven; promote transparency and accountability in public institutions and community organizations; encourage meaningful participation in decisions affecting Woodhaven; and promote the common good, civic betterment, and quality of life of the community.

Section 2. Activities.

- Explain zoning, platting, tax increment financing, public expenditures, infrastructure, public safety, and other civic matters.
- Obtain, analyze, preserve, and publish public records and primary-source documents.
- Hold public meetings, educational programs, resident surveys, forums, and community discussions.
- Advocate before governmental bodies and communicate positions on matters affecting Woodhaven.
- Support preservation of neighborhood history, character, natural features, property values, and quality of life.

- Collaborate with residents, businesses, public officials, schools, nonprofit organizations, and other community stakeholders.

Section 3. Nonpartisanship.

The Corporation may advocate on public issues and legislation. To protect its independence, the Corporation shall not endorse or oppose candidates for public office, make campaign contributions, or coordinate with a candidate campaign unless these bylaws are amended after legal and tax review. It may host neutral candidate forums and publish nonpartisan voter education.

ARTICLE III - MEMBERSHIP

Section 1. Resident Voting Members.

Any individual age eighteen or older whose primary residence is within the Woodhaven boundaries may become a Resident Voting Member, whether the individual owns or rents the residence. Each Resident Voting Member is entitled to one vote.

Section 2. Business Voting Members.

A business with a bona fide physical place of operation within the Woodhaven boundaries may become a Business Voting Member and designate one natural person to exercise one vote on behalf of the business. Affiliated businesses operating from the same location shall collectively receive one vote unless the Board determines they are genuinely separate operations. A business representative may not hold elected office unless independently eligible as a Resident Voting Member.

Section 3. Community Supporting Members.

Nonresident property owners, former residents, neighborhood alumni, community supporters, civic organizations, and others with a legitimate connection to Woodhaven may become Community Supporting Members. Supporting Members may attend meetings, receive notices, speak during public comment, volunteer, donate, and serve on committees when appointed, but may not vote or hold elected office.

Section 4. No financial barrier.

Membership shall be free. Donations and voluntary contributions may be accepted, but no person shall be denied membership, voting rights, or participation because the person does not make a contribution.

Section 5. Registration and effective date.

Membership becomes effective upon submission of an application certifying eligibility, subject to reasonable verification. Voting rights begin on the thirtieth day after membership registration. A person may join, attend, and participate immediately during the waiting period but may not vote. The Board may establish a one-time founding-member exception for persons registered before the first public membership meeting.

Section 6. Neutral administration.

Membership shall not be granted, delayed, suspended, or denied because of an applicant's viewpoint, support for a candidate, position on a neighborhood issue, criticism of the Corporation, or relationship with any officer.

Section 7. Boundaries.

The initial service area is the Woodhaven area of Fort Worth generally bounded by Randol Mill Road on the north, Interstate 820 on the east, Interstate 30 on the south, and Woodhaven Boulevard on the west. The Board may recommend clarifications, but a material boundary change requires member approval.

Section 8. Suspension or termination.

Membership may be suspended or terminated only for material falsification of eligibility, serious misconduct that threatens safety or operations, or repeated violation of adopted conduct rules. The member must receive written notice, the factual basis, and a reasonable opportunity to respond. A two-thirds vote of disinterested directors is required, and the member may appeal to the membership.

ARTICLE IV - MEMBERS' RIGHTS AND RESPONSIBILITIES

Section 1. Rights.

- Timely notice of membership meetings and votes.
- Equal access to voting methods and election information.
- Access to governing documents, approved minutes, budgets, financial reports, policies, and nonconfidential organizational records.
- Reasonable opportunity to speak, submit proposals, petition the Board, nominate candidates, and run for office if eligible.
- Respectful treatment regardless of viewpoint.
- Privacy of personal contact information and secret ballots.

Section 2. Responsibilities.

Members shall communicate respectfully, provide accurate eligibility information, comply with lawful meeting rules, protect confidential personal information, and avoid representing personal opinions as official positions of Woodhaven Unites.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Authority and fiduciary role.

The Board is entrusted with managing the affairs of the Corporation consistent with this Charter, member-approved positions, applicable law, and the Corporation's duty to the community as a whole.

Section 2. Size and baseline eligibility.

The Board shall consist of not fewer than five and not more than nine directors after the first annual election. All elected directors must be Resident Voting Members in good standing. The initial Board may consist of at least three directors as required for formation.

Section 3. Independence and additional director qualifications.

To preserve the independence of Woodhaven Unites, the following additional qualifications and disqualifications apply equally and without regard to political party, viewpoint, or position on any neighborhood issue:

- (a) WNA and WCD officers.** No person may be nominated, elected, appointed, or continue to serve as a Director while serving as an officer of the Woodhaven Neighborhood Association ("WNA") or Woodhaven Community Development, Inc. ("WCD"), or during the twelve-month period immediately following the conclusion of such service.
- (b) Public office.** No person may be nominated, elected, appointed, or continue to serve as a Director while holding an elected federal, state, county, municipal, school-district, special-district, or other governmental public office, or during the twelve-month period immediately following the conclusion of such elected service.
- (c) Candidacy and campaign leadership.** No person may be nominated, elected, appointed, or continue to serve as a Director while actively seeking election or reelection to public office, or while serving as the campaign treasurer, campaign manager, or a paid campaign employee with managerial or policy-making authority for a candidate. The ineligibility continues for twelve months after the candidacy or covered campaign role ends.
- (d) Definitions.** For purposes of this section, "officer" includes a president, vice president, secretary, treasurer, and any person serving in an acting, interim, or substantially equivalent officer position. A person becomes a candidate on the earliest of filing an application for a place on the ballot, publicly announcing a candidacy, or soliciting or accepting campaign contributions for that candidacy.
- (e) Membership and participation preserved.** A person who is ineligible to serve as a Director under this section may otherwise qualify for membership, attend meetings, speak during public comment, receive information, participate in neutral candidate forums, and serve in non-governing volunteer roles under the same published rules that apply to others.
- (f) Automatic vacancy and certification.** A Director who becomes ineligible under this section automatically ceases to be qualified to serve, and the position becomes vacant upon the event causing ineligibility. Each Director shall certify eligibility upon nomination or appointment, annually thereafter, and promptly after any material change.

Section 4. Terms and limits.

Directors serve staggered two-year terms. No director may serve more than three consecutive full terms without a one-year break. Service of less than one year to fill a vacancy does not count as a full term.

Section 5. Meetings.

The Board shall meet at least quarterly and may meet more frequently. Regular meetings shall be open to members and, when practical, to the public. Remote or hybrid attendance is permitted. Notice and an agenda shall ordinarily be published at least seven days in advance.

Section 6. Quorum and voting.

A majority of directors then in office constitutes a quorum. Unless a greater vote is required, Board action requires a majority of directors present and voting. Directors may not vote by proxy.

Section 7. Executive sessions.

The Board may enter executive session only for attorney-client privileged advice, pending or threatened litigation, sensitive personnel matters, negotiations in which public disclosure would materially harm the Corporation, or protection of personal information. The motion must state the general category, no final action may be taken in closed session, and the resulting vote must occur in open session.

Section 8. Vacancies.

The Board may fill a vacancy by majority vote until the next annual election. A vacancy in more than one-third of the elected seats shall trigger a special member election unless the annual election is within ninety days.

Section 9. Removal and recall.

A director may be removed for serious misconduct, undisclosed conflict, breach of fiduciary duty, repeated unexcused absence, or material violation of these bylaws after notice and an opportunity to respond. The Board may recommend removal by a two-thirds vote of disinterested directors, but final removal shall be decided by the voting members. A petition signed by twenty-five percent of eligible voting members shall require a recall election. Loss of eligibility under Section 3 creates an automatic vacancy and does not require a removal vote.

Section 10. Compensation.

Directors and officers shall not receive compensation for board service. They may be reimbursed for reasonable, documented, preapproved expenses. Any compensated service outside board duties requires conflict disclosure, disinterested approval, and documentation that the arrangement is fair and reasonable.

ARTICLE VI - OFFICERS

The officers are President, Vice President, Secretary, and Treasurer. The Board elects officers annually from among the elected resident directors who remain eligible under Article V. No individual may hold more than one office simultaneously, except temporarily during a vacancy for no more than sixty days.

President.

Facilitates meetings, supports implementation of Board decisions, serves as a principal public spokesperson, and ensures that governance deadlines are met. The President does not have unilateral authority to bind the Corporation.

Vice President.

Performs the President's duties when needed and oversees assignments delegated by the Board.

Secretary.

Maintains corporate records, membership records, meeting notices, agendas, minutes, resolutions, and required filings.

Treasurer.

Oversees accounts, bookkeeping, receipts, payments, financial reporting, budgets, and tax filings subject to Board controls.

ARTICLE VII - MEMBERSHIP MEETINGS AND MEMBER ACTION**Section 1. Annual meeting.**

An annual membership meeting and election shall be held each year on a date set by the Board with at least thirty days' notice.

Section 2. Special meetings.

A special membership meeting may be called by the Board or by a petition signed by ten percent of eligible voting members. The petition must state the purpose. Notice shall ordinarily be given at least ten days in advance.

Section 3. Remote and hybrid participation.

Membership meetings shall be conducted in person, remotely, or in hybrid form as reasonably accessible technology permits. Members participating through an approved remote system are deemed present for quorum and voting when identity can be reasonably verified.

Section 4. Quorum.

A quorum for a membership meeting is ten percent of eligible voting members or twenty-five eligible voting members, whichever is less, provided that at least ten eligible voting members are present. The Board shall review this threshold annually as membership grows.

Section 5. Member initiatives.

A petition signed by ten percent of eligible voting members requires the Board to place the identified issue on a meeting agenda. A petition signed by twenty percent requires a membership vote on the issue, unless the proposed action is unlawful or beyond the Corporation's authority.

Section 6. Proxies.

Proxy voting is prohibited. Members may vote through approved electronic or absentee methods without appointing a proxy.

ARTICLE VIII - ELECTIONS

Elections shall be conducted under the Election Code adopted with these bylaws. The controlling principles are equal access, secret ballots, objective eligibility verification, independent administration, secure electronic and in-person voting, published totals, and a defined challenge process. Every candidate for Director must satisfy Article V, Sections 2 and 3 by the nomination deadline and throughout the term of office.

ARTICLE IX - COMMITTEES

Section 1. Standing committees.

The Board may establish committees, including Government Transparency, Community Engagement, Finance and Audit, Membership and Elections, Planning and Development, Public Safety, History and Preservation, and Communications.

Section 2. Open participation.

Committees should include members with varied viewpoints and relevant experience. Supporting Members may serve unless the committee exercises Board-delegated authority or handles confidential records.

Section 3. Limits.

No committee may bind the Corporation, spend funds, issue an official position, or enter a contract unless expressly authorized by the Board.

ARTICLE X - FINANCE AND STEWARDSHIP

Section 1. Fiscal year.

The fiscal year is January 1 through December 31 unless changed by Board resolution.

Section 2. Budget.

The Board shall adopt and publish an annual budget. Material unbudgeted expenditures shall be explained in the minutes and reflected in the next financial report.

Section 3. Accounts and approvals.

Funds shall be maintained in accounts titled in the Corporation's name. No organizational funds may be held in a personal account. Disbursements above a threshold set by policy require two authorized approvals. Supporting documentation is required for every expenditure.

Section 4. Reports.

The Treasurer shall provide a financial report at each regular Board meeting and quarterly to the membership. Annual statements, the approved budget, and required federal filings shall be posted publicly, with personal and banking information redacted.

Section 5. Independent review.

At least annually, persons who are not check signers shall review bank reconciliations, receipts, disbursements, and reporting. The Board shall obtain an external review or audit when required by law, grant conditions, or the scale and risk of operations.

ARTICLE XI - TRANSPARENCY GUARANTEE

Woodhaven Unites shall operate under a presumption of openness. Except where confidentiality is required by law or necessary to protect personal privacy, security, privileged communications, or legitimate negotiations, the Corporation shall publish or make reasonably available its bylaws, policies, meeting notices, agendas, approved minutes, Board resolutions, annual budgets, financial reports, required tax filings, conflict disclosures, and substantive committee reports.

Draft minutes should be published within fourteen days after a meeting and marked as draft until approved. Approved minutes should be posted promptly after approval. Records requests from members should ordinarily receive an acknowledgment within five business days.

ARTICLE XII - ETHICS AND CONFLICTS OF INTEREST

Directors, officers, and committee leaders shall act in good faith, disclose actual and apparent conflicts, avoid use of organizational information for private advantage, preserve member privacy, and recuse when impartial participation could reasonably be questioned. Annual written disclosures and Director eligibility certifications are required.

ARTICLE XIII - PUBLIC POSITIONS AND COMMUNICATIONS

Official positions shall be based on documented facts, member input, Board or member authorization, and clear disclosure of the process used. Public statements must distinguish fact, allegation, opinion, and unresolved question. No individual may represent a personal view as the Corporation's position without authorization.

ARTICLE XIV - RECORDS, PRIVACY, AND RETENTION

The Corporation shall maintain accurate corporate, membership, financial, election, policy, and meeting records. Public-facing records shall protect home addresses, telephone numbers, email addresses, ballot choices, bank account information, privileged material, and other sensitive data. Records shall be retained under the adopted Records Policy.

ARTICLE XV - LIABILITY AND INDEMNIFICATION

To the fullest extent permitted by Texas law, the Corporation may indemnify a director, officer, employee, or volunteer who acted in good faith and reasonably believed the conduct was in the Corporation's best interests. Indemnification does not apply to fraud, willful misconduct, knowing violation of law, improper personal benefit, or acts outside authorized duties.

ARTICLE XVI - AMENDMENTS AND DISSOLUTION

Section 1. Amendments.

These bylaws may be amended by two-thirds of votes cast by eligible voting members after at least twenty-one days' notice containing the proposed text and explanation. The Board may make nonsubstantive corrections by two-thirds vote if promptly disclosed, but may not change member rights, election rules, transparency requirements, Board powers, Director eligibility requirements, or dissolution terms without member approval.

Section 2. Dissolution.

Dissolution requires approval under Texas law and two-thirds of votes cast by eligible voting members after at least thirty days' notice. Assets shall be distributed as stated in the Certificate of Formation.

Section 3. Parliamentary authority.

The current edition of Robert's Rules of Order Newly Revised governs procedural questions not addressed by law, the Certificate of Formation, these bylaws, or adopted policies, provided it is applied to facilitate rather than obstruct fair participation.

CERTIFICATION

These bylaws were adopted by the initial Board of Directors of Woodhaven Unites, Inc. on [DATE OF ADOPTION].

President: _____

Date: _____

Secretary: _____

Date: _____

Director: _____

Date: _____

Director: _____

Date: _____