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Westbury Civic Club, Inc.
Amended By-Laws
September, 2013

1. Purpose

- 1.1 The purposes of the Westbury Civic Club, Inc. (the "Club") are to improve the appearance of the Westbury area and promote the civic, cultural, educational, health, and general welfare of the residents of the Westbury and Parkwest subdivisions in Harris County, Texas (collectively, the "Community").
- 1.2 These By-Laws shall take effect upon approval by a majority of the membership who cast votes in favor of ratification.

2. Membership

- 2.1 Membership in the Club shall be open to all residents in the Westbury community.
- 2.2 A member in good standing is defined as owner of record of a Westbury or Parkwest or Westbury South single-family residential property, whether one or more persons or entities.
- 2.3 Members in good standing shall have the right to initiate resolutions, plans, policies and projects which, when passed by a majority of those present and voting at any general or special meeting shall be binding upon the Club and the Board.
- 2.4 Members in good standing shall have all the rights and privileges of membership including the right to vote and to hold office. There is one vote per lot, regardless of how many owners of record there are for a property.
- 2.5 Members agree to abide by any deed restrictions applicable to their property, endeavor to maintain a neat appearance of their property, and consider the best interests of the Community and their neighbors.

3. Business Office

- 3.1 A business office shall be maintained within the general vicinity of the Community for the collection and maintenance of the records of the Club and such other documents as may be required to support the business of the Club.
- 3.2 A support staff to serve the needs of the Members may be engaged as deemed appropriate by the Board of Directors of the Club. However, all employees of the Club shall be considered "at will" employees, and any terms of employment to the contrary whether written or oral, shall be deemed null and void. The Club's office staff shall report to the President.
- 3.3 The Club shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the registered office may be changed from time to time by the Board.

4. Board of Directors

- 4.1 There shall be a Board of Directors (The "Board") composed of the Officers and Directors as required by the Articles of Incorporation of the Westbury Civic Club, Inc.
- 4.2 It shall be the duty of the Board to conduct the business and affairs of the Club.
- 4.3 The Board shall consist of four (4) Officers, Section Directors, and Directors-at-Large as provided in Sections 5 and 6 of these Bylaws.

Westbury Civic Club
5322 W. Beltway #107
Houston, TX 77035

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- 4.4 The term of office for Officers and Directors shall be one year commencing October 1st.
- 4.5 If the board is presented with written evidence from a database or other record maintained by a governmental law enforcement authority that a board member has been convicted of a felony or crime involving moral turpitude, then the board member is immediately ineligible to serve on the board, is automatically considered removed from the board, and is prohibited from future service.

5. Officers

- 5.1 Officers of the Club shall be the President, Vice President, Secretary and Treasurer. Eligibility to serve as an officer shall reside with any Member in good standing who resides in the Community.
- 5.2 Officers shall be elected by a plurality vote of Members in good standing and casting votes in an election.
- 5.3 The duties of the officers shall be;

5.3.1 President

- 5.3.1.1 The President shall sign all official documents for the Club.
- 5.3.1.2 The President shall perform all duties normally appertaining to the office.
- 5.3.1.3 The President shall serve as chair of all meetings of the Board and the Membership.
- 5.3.1.4 The President shall not vote at Club meetings except to break a tie.
- 5.3.1.5 The President shall nominate committee chairpersons for approval by the board.
- 5.3.1.6 The President may appoint a Parliamentarian, subject to approval of the Board.
- 5.3.1.7 The President shall be an ex-officio member of all committees but shall not preside over committee meetings.

5.3.2 Vice-President

- 5.3.2.1 The Vice-President shall assist the President as required to further the goals of the Club.
- 5.3.2.2 In the absence of the President, the Vice-President shall serve as chair of all meetings and may perform all functions and duties associated with the office of President.
- 5.3.2.3 In the event of the resignation, removal or inability to serve of the President, the Vice-President shall immediately assume the office of the President.

5.3.3 Secretary

- 5.3.3.1 The Secretary shall attest to all official documents for the Club.
- 5.3.3.2 The Secretary shall keep and maintain full and impartial records of the activities of the Club as required by law.
- 5.3.3.3 Records to be kept and maintained shall include membership rolls, voting records, minutes, corporate documents, bylaws and such other records as may be required by law. The secretary shall maintain a list of eligible voters in accordance with Article 1396-211B of the Texas Non-Profit Corporation Act.
- 5.3.3.4 The Secretary shall insure that the records of the Club shall be available by appointment for inspection by any Member during the regular business hours of the Club.
- 5.3.3.5 The Secretary shall, within five business days of leaving office, turn over all records of the Club to the Secretary-elect. The Secretary-elect shall inspect the records of the Club as delivered by the preceding Secretary and shall provide a written receipt for those records.

5.3.3.6 In the absence of the President and Vice-President the Secretary shall serve as chair of all meetings.

5.3.4 Treasurer

5.3.4.1 The Treasurer shall be the custodian of all funds of the Club.

5.3.4.2 The Treasurer shall keep a correct and faithful account of all receipts and expenditures of the Club.

5.3.4.3 The Treasurer shall insure that the financial records of the Club shall be available by appointment for inspection by any Member during the regular business hours of the Club.

5.3.4.4 The Treasurer shall present a report of income and expenses since the last meeting, as well as a statement of current financial condition, at each general or annual meeting of the Board or Membership.

5.3.4.5 The Treasurer shall, within five business days of leaving office, turn over all records of the Club to the Treasurer-elect. The Treasurer-elect shall inspect the records of the Club as delivered by the preceding Treasurer and shall provide a written receipt for those records.

5.3.4.6 In the absence of the President, Vice-President and Secretary, the Treasurer shall serve as chair of all meetings and may perform all functions and duties associated with the office of President.

6. Directors

6.1 Section Directors

6.1.1 There shall be one Section Director elected to represent each section of the Westbury and Parkwest subdivisions as designated on the plat or map thereof, in the map records of Harris County, Texas, with the exception of Westbury Sections 3, 4 & 5. For the purposes of the Club and these Bylaws only, there shall be two Section Directors each for Section 3, Section 4, and Section 5.

6.1.2 Eligibility to serve as a Section Director shall reside with any Member in good standing residing in that section

6.1.3 Each Section Director shall be elected by a plurality of the votes of the Members in that Section.

6.2 Directors-at-Large

6.2.1 There shall be eight Directors-at-Large, each of whom shall be elected by a plurality vote of the membership of the Club.

6.2.2 The Director-at-Large positions shall be:

- Director of Community Relations
- Director of Deed Restrictions Compliance
- Director of Flood Control and Infrastructure

- Director of Maintenance and Beautification
- Director of Membership
- Director of Security
- Director of Volunteer Coordination
- Director of Communications

7. Vacancies, Resignation, and Removal

- 7.1 Any Officer or Director may resign at any time by submitting written notice to the Board, the President, or Secretary. Such Resignation shall take effect on the date of receipt of such notice, or at any later time as may be specified therein. Unless stated within the notice, acceptance of the resignation shall not be necessary to make the resignation effective.
- 7.2 If any Board Member fails to attend three consecutive meetings of the Board without valid reason for the absences in the judgment of the Board, such Board Member may be removed upon a majority vote of the Board.
- 7.3 Any Board Member may be removed from office for any cause other than absences by a 2/3 vote of the Members casting votes in a special election or meeting called for such purpose. Notice of the special election or meeting, providing the reason for the removal, must be published in the Official Publication at least ten days prior to such special election or meeting.
- 7.4 Vacancies on the Board shall be announced in the Official Publication. The announcement of the vacancy shall include an invitation for qualified Members to submit their recommendations or an expression of their own interest in filling the vacant position.
- 7.5 All vacancies of the Board shall be filled by vote of the Board, at the next regular Board meeting occurring after publication of the announcement of the vacancy in the Official Publication.
- 7.6 The Member selected to fill the vacant office shall meet all criteria for election to that office except for election by vote of members.
- 7.7 All interim appointments shall serve the remainder of the unexpired term.

8. Meetings

- 8.1 Notice of all regular or special meetings of the Club, both of Membership and of the Board of Directors shall be published in the Official Publication or mailed to the property owner not later than the 10th day or earlier than the 60th day before the date of the meeting. Notice may also be posted on any Internet website maintained by the Club or other Internet media at least 72 hours before the start of the meeting; or may be sent by e-mail to each owner who has registered an e-mail address with the association at least 72 hours before the start of the meeting. It is the responsibility of the owner to register a current e-mail address.
- 8.2 Roberts Rules of Order shall govern the conduct of the meetings of the Club except where those Rules conflict with the Articles of Incorporation or these By-Laws. If a conflict arises between these documents, the hierarchy of precedence shall be the Articles of Incorporation, the By-Laws and Roberts Rules of Orders.
- 8.3 The location for the meeting shall be in the proximity of the Westbury neighborhoods as determined by the Board.
- 8.4 The time for regular meetings of the Club shall be determined by the Board.
- 8.5 The Board of Directors shall meet each month on a date and at a location as determined by the Board.
- 8.6 The President may call a Special Meeting of the Board at his/her discretion.

- 8.7 A Special Meeting of the Board shall be called by the President when requested to do so in writing by 3 Members of the Board stating the purpose of the meeting. In this case, the meeting shall be called within 10 days.
- 8.8 The Annual Meeting shall be scheduled to start as determined by the Board.
- 8.9 The Annual Membership Meeting shall be held in the month of September on a date that does not conflict with other major community events.
- 8.10 Special Meetings of the Membership may be called in any of the following manners:
- 8.10.1 The President may, in case of an emergency to be determined by him/her, call a Special Meeting of the membership.
- 8.10.2 The President shall call a Special Meeting of the Membership upon receipt of a written request of 20 or more Members or a majority of the board members to discuss a specific issue or issues. The Special Meeting so requested shall be held within 60 days of receipt of the request and notice shall be provided to all Members not less than 10 days prior to the meeting. No other business shall be presented other than that for which the meeting is called.
- 8.11 Quorum
- 8.11.1 A quorum must be present at any meeting of the Membership or Board for any action binding on the Club to be taken.
- 8.11.2 A quorum of the Board shall consist of a majority of its members.
- 8.11.3 A quorum of Membership shall consist of the Members in good standing at the meeting.
- 8.12 Officers, Directors and committee members may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.
- 8.13 The President or his/her designee may conduct a phone or E-mail poll of all members of the board in the event an issue arises that requires an immediate decision such that calling of either a special meeting or setting up a phone conference is not deemed practical. The quorum requirements of Section 8.11.2 shall apply. The person conducting the poll shall publish the results of the poll to all board members. The poll results shall be recorded at the next regularly scheduled Board meeting.
- 8.14 Regular and special board meetings shall be open to the public, with the exception that the board may adjourn and reconvene in closed executive session in accordance with state law. Following an executive session, any decision made in the executive session shall be summarized in general terms and placed in the meeting minutes.

9. Elections

- 9.1. Nominations
- 9.1.1 An announcement of the annual election of officers and directors shall be published in the August issue of the official publication of the Club. The announcement shall include an invitation for all members who wish to run for a vacant position to submit their applications to the Club office.
- 9.1.2 Applications must be received in the Club office not later than 4:00 P.M. on the second Thursday in August.

- 9.1.3 The applicants may also submit a statement, not exceeding 100 words in length, describing their qualifications and interest in the position for which they are applying.
- 9.1.4 The President shall appoint a committee to organize the election. The committee shall review all applications to confirm that the applicants are Members in good standing and meet all eligibility requirements for the position to which they are applying as set forth in these by-laws.
- 9.1.5 The names of all candidates and statements, if any, shall be published in the September issue of the official publication.

9.2. Voting Procedures

- 9.2.1 Voting for officers and directors shall be by written and signed ballot. Electronic votes cast shall be considered to be written and signed ballots.
- 9.2.2 The ballot for each section shall contain only the names for positions that pertain to that section.
- 9.2.3 Members may vote for a candidate in person at the Annual Meeting or through Absentee Ballot or by Proxy Ballot
 - 9.2.3.1 For any and all positions that are uncontested, no ballot needs to be mailed, and no vote needs to be taken, and those persons in such uncontested races are considered elected on the date of the Annual Meeting.
- 9.2.4 Absentee ballots must be received by the Club or postmarked no later than 5 days prior to the Annual Meeting and Election.
- 9.2.5 The President with the approval of the board shall appoint a committee consisting of at least three persons to open and count the ballots. Candidates for board positions shall not be eligible to serve on the committee, nor shall relatives of candidates (within the third degree) open or count ballots.
- 9.2.6 The results of the election shall be published in the next edition of the Official Publication and shall be available in the office.
- 9.2.7 Results of the election must be contested within 15 days of the announcement of votes. Request for a recount must be made in person or by registered mail, return receipt requested. The person(s) requesting a recount must pay for the costs incurred.
- 9.2.8 Ballots shall be retained in accordance with document retention procedures or state law, whichever is longer. Persons who open or count ballots shall not divulge to any other person how an individual voted.
- 9.2.9 An electronic ballot is a ballot given by email, or facsimile, or posting on an internet site; provided that the identity of the owner of record can be confirmed, and receipt and transmission of ballot confirmed. If an electronic ballot is posted on an internet site, then a notice shall be sent to each owner with instructions how to access the electronic ballot.
- 9.2.10 For an Absentee Ballot to be valid, it must be the current official version of the ballot, it must have the Member's name and address, it must be signed and dated, it must possess any security markings or devices used to ensure the integrity of the ballot, and it must be received within the deadline.
- 9.2.11 For a Proxy vote to be valid, an Assignment of Proxy form must be signed and dated by the Member, it must have the Member's name and address, and it must possess any security markings or devices used to ensure the integrity of the ballot. The Assignment of Proxy form shall name the individual designated to vote on behalf of the member, with the understanding that the proxy may

be revoked at any time by the Member prior to the conclusion of the voter registration process, upon receipt of a written revocation of proxy by the Club.

- 9.2.12 Any vote cast by an owner in person supersedes any vote submitted by electronic or absentee ballot, as mandated by state law. An absentee or electronic ballot may not be counted on the final vote of a proposal if the motion was amended at the meeting from the exact language used in the absentee or electronic ballot. Absentee ballots are required to have the wording: "By casting your vote via absentee ballot you will forgo the opportunity to consider and vote on any action from the floor on these proposals, if a meeting is held. This means that if there are amendments to these proposals your votes will not be counted on the final vote on these measures. If you desire to retain this ability, please attend any meeting in person. You may submit an absentee ballot and later choose to attend any meeting in person, in which case any in-person vote will prevail.
- 9.2.13 In the event that multiple votes are cast for the same lot, then the oldest vote will be used. If the oldest vote cannot be determined, then the vote will count for quorum purposes only.

10. Budget

- 10.1 The annual budget shall be created on a "Balanced Budget" basis and accounted for on a cash basis. The budget shall be based on estimated dues and assessments to be collected in the coming year. The fiscal year shall be the calendar year.
- 10.2 The budget may be adjusted to reflect the variances in income and expenditures experienced by the Club.
- 10.3 The proposed budget shall be published the Official Publication prior to adoption by the Board. The final budget shall be published in the next issue of the official publication after adoption by the Board. A copy of the final budget shall be available by appointment for inspection by any Member during the regular business hours of the Club.
- 10.4 The Board shall publish a formal report in the July issue of the Official Publication specifying in reasonable detail the items of expenditures incurred by the Club to date.
- 10.5 Board members who are granted responsibility over activities for which a budget category or fund has been established shall have authority to incur expenses or request checks up to the budgeted amount for the purpose of that item. The board may ratify expenditures incurred or authorized.
- 10.6 Expenditures for items not included in the budget shall require Board approval.
- 10.7 All checks shall require two signatures of authorized individuals. Check signing authority shall be limited to the officers of the club. The office manager may also be granted limited check signing privileges with board approval.
- 10.8 The Board may require any Officer or employee of the Club to give a proper surety bond for the faithful accounting of the Club's funds. The premium for such bond shall be paid by the Club.

11. Financial Oversight

- 11.1 There shall be an independent review of the Club's books by a Certified Public Accountant conducted every 3 years commencing with the Fiscal Year 2011.
- 11.2 The Board shall solicit proposals from a minimum of three Certified Public Accountants and shall select one subject to the Board's approval.
- 11.3 The review shall be conducted during the first quarter of the next fiscal year and the report shall be presented to the Board at the next regular board meeting following its receipt.

12. Publications

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- 12.1 The Club shall publish an Official Publication on a monthly basis.
 - 12.3 The President shall be responsible for the publication and distribution of the Official Publication.
 - 12.4 The President shall appoint a Publication Committee for the management and oversight of the compilation, printing and distribution of the Official Publication.
 - 12.5 Any person or legal entity/member or sponsormay submit an article to the Publication Committee for publication. The Publication Committee shall review the submission for content and length. The Publication Committee may reject any article deemed inappropriate for publication. Any such rejection may be appealed to the Board by submission of a written request submitted to the President or the Club's business office at least one week prior to a regular Board meeting. The Board's decision regarding publication shall be final.
 - 12.6 Any member or sponsor may submit a paid advertisement to the Publication Committee for publication. The Publication Committee shall review the submission for content and length. The Publication Committee may reject any advertisement deemed inappropriate for publication. Any such rejection may be appealed to the Board by submission of a written request submitted to the President or the Club's business office at least one week prior to the regular board meeting. The Board's decision regarding the publication shall be final.

13. Amendments

- 13.1 These bylaws may only be amended by a majority vote of a quorum of the Club's membership. The by-laws may not be amended solely by vote of the Board of Directors.
- 13.2 Any member may submit a proposed amendment to the by-laws. Proposed amendments shall be submitted to the Board by 4:00 P.M. on the second Thursday in August.
- 13.3 The Board shall review the proposed amendment(s) at the next regularly scheduled Board meeting. The Board shall vote on whether or not the proposed amendment shall be presented to the Membership for a vote.
- 13.4 In the event the Board votes not to present the proposed amendment to the Membership the member submitting the proposed amendment shall be notified in writing of the Board's decision. The member may then petition the Board to have the proposed amendment placed on the ballot. The petition must contain the signatures of at least 50 members in good standing to be valid. Upon receipt of the petition the Board shall verify the validity of the signatures. Upon verification of the required number of signatures the Board shall place the proposed amendment on the ballot.
- 13.5 Amendments to the by-laws shall be voted on by the general membership at the same time as the election of officers and directors.
 - 13.5.1 When the provisions of Section 9.2.3.1 apply and ballots are not required for the election of Officers or Directors, notice of the proposed amendments to these by-laws may be made in the official publication and voted up or down at the Annual Meeting of the Membership.
- 13.6 The results of the vote of the Membership whether to amend the by-laws shall be published in the next edition of the Official Publication.

14. Committees

- 14.1 The President or the Board may create such committees as deemed necessary to accomplish the goals of the Club.
- 14.2 The members of committees shall be appointed by the President subject to approval by the Board. The President may delegate authority to select committee members to the Committee Chairman.

15. Indemnification

- 15.1 The Club shall indemnify and hold harmless the Officers, Directors and Committee Chairs against any loss, damage or expense, including but not limited to legal fees, court costs and any sums due as a result of litigation, which such individuals may sustain or incur as a result of any acts or activity taken or not taken on behalf of the Club. Any right of indemnification provided for herein shall not be exclusive of any other rights to which a person may be entitled by law, agreement, Board vote, Member vote or otherwise.

16. Special Provisions

- 16.1 The Club may improve, beautify and maintain parks, parkways, esplanades, rights of way easements, and other public areas.
- 16.2 The Club may acquire by gift, purchase, or otherwise own, hold, enjoy, lease, operate, maintain, and convey, sell, lease, transfer, mortgage, or otherwise encumber, dedicate for public use, or otherwise dispose of real or personal property in connection with the business of the Club.
- 16.3 The Club may borrow money for the purpose of carrying out the Club's affairs, if the Directors deem such advisable.

Approved and adopted by the Board on this 18th day of September, 2013.

Officer Signature:	<i>[Handwritten Signature]</i>
Officer Printed Name:	Rebecca Edmondson
Officer Position:	President
Westbury Civic Club	

*1/28
None*

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared Rebecca Edmondson, (title/officer position) President, of the Westbury Civic Club, a Texas corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that he/she had executed the same as the act of said corporation for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 27th day of December, 2013.

[Handwritten Signature]
Notary Public, State of Texas

Jennifer Edmondson
Printed Name



My commission expires: March 14, 2015

RECORDER'S MEMORANDUM:

At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All blockouts, additions and changes were present at the time the instrument was filed and recorded.

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RP 090-03-0379

FILED

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Stan Stewart
COUNTY CLERK
HARRIS COUNTY, TEXAS

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas

DEC 27 2013



Stan Stewart
COUNTY CLERK
HARRIS COUNTY, TEXAS