

CHERRYHURST CIVIC ASSOCIATION

a Texas Non-Profit Corporation

HOUSTON, TEXAS

Bylaws

January 19, 2006

Article I. Office and Agent

1. Principal Office:

The principal office of the Corporation shall be located in the State of Texas, the County of Harris and the City of Houston.

2. Registered Office:

The Corporation 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 agent and the address may be changed from time to time by the Board of Directors.

Article II. Name and Purpose

1. Name:

The name of this corporation shall be the Cherryhurst Civic Association.

2. Purpose:

The purpose of this Association shall be to engage in all lawful activities permitted by the Texas Non-Profit Corporation Act which include, but are not limited to civic, educational, social, fraternal, athletic, recreational and aesthetic activities.

3. Territory:

The geographic scope of the Association ("Territory") from which it shall draw its membership and within which it shall carry out its purpose is defined in the Articles of Incorporation of Cherryhurst Civic Association.

Article III. Members

1. Definition:

Members of the Association shall consist of:

- a. Owners of real property located within the Territory of the Association.
- b. Persons residing within the Territory of the Association.
- c. Owners of a business or commercial establishment located within the Territory of the Association.

Members shall be at least 18 years of age.

Membership shall be granted thirty (30) calendar days after receipt of an individuals dues.

Membership Dues:

Each Member shall be required to pay dues annually in order to enjoy the privileges of membership.

- a. Dues shall be set at the Winter Membership Meeting.
- b. Dues shall be set by a vote of the Members upon recommendation from the Board of Directors.
- c. Dues are payable upon application for membership or immediately after the Winter Membership Meeting.
- d. Dues shall not be prorated.
- e. Dues shall not be refunded.
- f. Note that anyone paying dues during the twenty-nine day period prior to the Winter Membership Meeting will not allow a vote in the upcoming election.

3. Membership Privileges:

Thirty (30) calendar days after receipt of membership dues, a Member in good standing shall be eligible for the privileges including, but not limited to:

- a. Voting on matters that may come before the Members of the Association.
- b. Holding an elected office in the Association.
- c. Nominating candidates for an elected office of the Association.
- d. Proposing and approving amendments to the bylaws of the Association.

4. Required Meetings of the Membership:

With the exception of the first year of operations, the Association will hold a Fall Membership Meeting to nominate candidates for the Board of Directors and a Winter Membership Meeting in January to hold elections for the Board of Directors. Exclusively for the first year of operations the Fall Membership Meeting will occur in January 2006 and the Winter Membership Meeting will occur in March 2006.

5. General Membership Meetings:

General Membership Meetings may be held throughout the year. These meetings:

- a. May be held at any time.
- b. Require the approval of three (3) members of the Board of Directors.
- c. Require notice ten (10) calendar days prior to the meeting. The notice shall include date, time, location and purpose of the General

Membership Meeting. Notice shall be given in writing and delivered personally or by messenger or sent by mail, electronic mail via the Internet, telegram, or electronic facsimile, as determined by the Board of Directors.

6. **Quorum at Membership Meetings:**
A quorum at any Membership Meeting shall consist of those members present and eligible to vote as defined in Article III.

Article IV. Officers and Board of Directors of the Association

1. **Board of Directors:**
The Board of Directors shall consist of four (4) Officers and two (2) At-Large positions elected from the Members of the Association.
2. **Officers:**
The Officers shall consist of a President, a Vice-President, a Secretary, and a Treasurer who are Members of the Association.
3. **At-Large Positions:**
The two (2) At-Large positions shall be Members of the Association.
4. **Meetings of the Board of Directors:**
The Board of Directors shall meet four times within each calendar year.
 1. All meetings of the Board of Directors shall be open to Members of the Association.
 2. Members of the Board of Directors may participate in a meeting of the Board of Directors either in person or by means of telephone or similar communication equipment.
 3. All persons participating in such meeting shall constitute presence-in-person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully created.
5. **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. The person or persons authorized to call a Special Meeting of the Board of Directors may fix any place within a twenty mile distance from the Territory of the Association as the place for holding any Special Meeting of the Board of Directors, except in extreme circumstances, such as a disaster, where the Territory is inaccessible, the authorized person may fix any place to hold the Special Meeting of the Board of Directors.

- 6. Notice of Meetings of the Board of Directors:**
Notice of any Meeting of the Board of Directors shall be given at least ten (10) days previous thereto in writing and shall be delivered personally or by messenger or sent by mail, electronic mail via the Internet, telegram, or electronic facsimile to each Member of the Association. A member of the Board of Directors may waive his or her notice of any meeting. The attendance of a member of the Board of Directors at any meeting shall constitute a waiver of notice of such meeting, except when a member of the Board of Directors attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.
- 7. Quorum at Meetings of the Board of Directors:**
A majority of the Board of Directors, but never less than four (4), shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a quorum of the Board of Directors is present at said meeting, a majority of the Officers present may adjourn the meeting from time to time without further notice.
- 8. Compensation:**
Members of the Board of Directors shall not receive compensation for their services.
- 9. Expenses:**
The Association may indemnify and advance reasonable expenses to members of the Board of Directors, employees and agents of the Association to the fullest extent required or permitted by article 2.22A of the Texas Non-Profit Corporation Act, subject to the restrictions, if any, contained in the Association's Articles of Incorporation. The Association shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by article 2.22A of the Texas Non-Profit Corporation Act.

Article V. Election of Officers

- 1. Elections:**
The Board of Directors shall be elected at the Winter Membership meeting in January with the exception of the first year of operations during which elections will be held in March 2006.

- a. The Board members shall be elected by a majority vote of the Members eligible to vote, plus valid absentee votes.
- b. The President, Secretary and one At-Large position shall be elected in even-numbered years.
- c. The Vice-President, Treasurer and the other At-Large position shall be elected in odd-numbered years.
- d. If a nominee is unopposed, they may be elected by acclamation of the Membership.
- e. Elections shall be held in a manner prescribed by the Board of Directors, provided there shall be an opportunity at such elections for nominations from the floor before the election.
- f. Absentee votes are permitted.
 1. Absentee votes shall be cast on ballots provided by the Secretary.
 2. Absentee votes shall be signed and dated by the absent member and shall be delivered to the Secretary at least two calendar days prior to the voting date.
- g. Proxy votes are not permitted.

2. Term of Office:

The Board of Directors shall be elected for a term of two years. Members of the Board of Directors shall assume their respective positions and responsibilities immediately following elections.

3. Term Limits:

Members of the Board of Directors may serve no more than two (2) consecutive two-year terms in the same office.

4. Nominees:

Each member of the Board of Directors shall be a member in good standing of the Association. Members may nominate themselves for positions on the Board of Directors. Persons who are nominated for positions on the Board of Directors by another member must accept the nomination prior to the election.

5. Nominations:

At the Fall Membership Meeting, nominations for positions on the Board of Directors will be solicited, with the exception of the first year of operations during which nominations will be solicited in January 2006.

- a. Nominees, their associated positions, and the date of the election will be published before December 31 in the Association Newsletter or in a flyer.
- b. Candidates for positions on the Board of Directors may be nominated at the Winter Membership Meeting prior to the election.

Article VI. Powers and Duties of Officers and Board of Directors

1. President:

The President of the Association shall preside at all Membership Meetings and Meetings of the Board of Directors. Except as otherwise provided, the President shall perform other duties as the nature of the office requires.

2. Vice-President:

In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President.

3. Secretary:

The Secretary shall:

- a. Record the minutes of all meetings of the Board of Directors, the Fall Membership Meeting and the Winter Membership Meeting.
- b. Give notices in accordance with the provisions of these bylaws or as required by law.
- c. Be the custodian of the Association's official records, including but not limited to, the Articles of Incorporation, Internal Revenue Service, bylaws, minutes of all Board of Directors meetings, the Fall Membership Meeting, the Winter Membership Meeting, and such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

4. Treasurer:

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association. He or she shall:

- a. Submit a report of the accounts and financial condition of the Association at the Winter meeting of the Membership and at quarterly business meetings of the Board of Directors; and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- b. Receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws
- c. Keep proper books of account and other books showing at all times the amount of funds and other property belonging to the Association, all of which books shall be open at all times to the inspection of the Board of Directors
- d. Maintain a current list of Members in good standing, including name, street address, dues amount, and date dues were submitted.
- e. In the absence of the Secretary, record the minutes of all meetings of the Board of Directors, the Fall Membership Meeting and the Winter Membership Meeting.

5. General Powers of the Board of Directors:

The Board of Directors shall:

- a. Have charge of the general activities of the Association, including the establishment of committees,
- b. Authorize the expenditure of money,
- c. Audit the annual report of the Treasurer,
- d. Decide upon the time and place of the meetings of the Board of Directors and the Members,
- e. Fill all vacancies in any office, including its own membership, until the next Winter Meeting of the Association,
- f. Make decisions and recommendations in respect to any other business of the Association which may arise, including decisions on possible interim meetings.

It is expressly understood that the Board of Directors has the governing authority set forth in the Texas Non-Profit Corporation Act and that the role of the Membership is to elect the members of the Board of Directors and to approve amendments to the bylaws. It is also understood that the Association is not a "membership controlled" organization as otherwise defined in the Texas Non-Profit Corporation Act.

6. Acts of the Board:

All actions of the Board of Directors shall be by written resolution and shall be recorded in the minutes of the meeting. The act of a majority of the Board Members 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 bylaws.

7. Transfer of Records:

All members of the Board of Directors shall convey to his or her successor all Association records in his or her possession.

Actions Without Meetings:

Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if all members of the Board of Directors are notified of intent to take such action and if a consent in writing setting forth the action so taken shall be signed by a sufficient number of Officers as would be necessary to take that action at a meeting at which all the Officers were present and voted. Each such written consent shall be delivered, by hand or certified or registered mail, return receipt requested, to the Secretary or other officer or agent of the Association having custody of the Association's minute book. A written consent signed by less than the required number of Board of Directors members is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent

delivered to the Association in the manner required by this article, a consent or consents signed by the required number of Officers is delivered to the Association as provided in this article. For purposes of this article, a telegram, telex, cablegram, electronic mail or similar transmission by an Officer or a photographic, photo static, facsimile or similar reproduction of a writing signed by an Officer shall be regarded as signed by the Officer.

Article VII. Committees

The Board of Directors has the authority to establish committees of the Board and to appoint the chairs and members to each committee.

Article VIII. Contracts, Checks, Deposits, and Gifts

1. Contracts:

The Board of Directors may authorize in writing any two members of the Board of Directors to enter into a contract or execute and deliver an instrument in the name of and on behalf of the Association. Such contract or instrument must be signed by the two authorized members of the Board of Directors.

2. Payment of Debts:

All checks, drafts, or orders for the payment of money, issued in the name of the Association shall be signed by the President or Treasurer and one other member of the Board of Directors.

3. Deposits:

All funds of the Association shall be deposited in a timely manner to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

4. Gifts and Bequests:

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

Article IX. Books and Records

The Association shall keep correct and complete books and records of account of the activities and transactions of the Association. All books and records of the Association may be inspected by any Officer or Member or his or her agent or attorney for any proper purpose at any reasonable time. Representatives of the Internal Revenue Service may inspect these books and records as necessary to meet the requirements relating to federal tax form 990. All financial records of the Association shall be available to the public for inspection and copying to the fullest extent required by law.

Article X. Fiscal Year

The fiscal year of the Association shall be as determined by the Board of Directors.

Article XI. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time therein, shall be deemed equivalent to the giving of such notice.

Article XII. Indemnification of Officers and Directors

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director or officer of the Corporation according to Article 1396-2.22A of the Texas Nonprofit Corporation Act as it now exists or as it may hereinafter be amended.

Article XIII. Parliamentary Authority

A current edition of *Robert's Rules of Parliamentary Procedure* will be used as a guide for Meetings of the Board of Directors and for Membership Meetings.

Article XIV. Amendments to Bylaws

The bylaws may be amended by a two-thirds (2/3) majority vote of the Members present at a Membership Meeting plus valid absentee votes.

- a. Any Member in good standing may present a proposed amendment to the bylaws.
- b. All proposed amendments shall be published in the Association Newsletter or by flyer at least fourteen (14) calendar days prior to being voted upon by the Members.
- c. Once an amendment has been adopted, the new bylaws shall supersede and displace any and all previous bylaws or resolutions of the Association.
- d. If approved, the new bylaws will take effect immediately.
- e. A current copy of the bylaws will be on file with the Secretary and available for review upon request as described in Article IX.

Article XV. Amendments to Articles

The Articles of Incorporation of the Association may be altered, amended, or restated and new Articles of Incorporation may be adopted pursuant to the Texas Non-Profit Corporation Act.

: Adopted pursuant to the Texas Non-Profit Corporation Act this ____ day of _____, 2006