

BYLAWS OF

GARDEN OAKS CIVIC CLUB, INC.

A Texas Nonprofit Corporation

As Amended and these New Bylaws Adopted by the Membership May 2, 2006

**ARTICLE I
PURPOSE**

1.01 **Purpose.** The Garden Oaks Civic Club, Inc. ("GOCC") will be a nonprofit organization for the purpose of promoting the civic and social welfare of the residents of Garden Oaks, Sections 1, 2, 3, 4, and 5 ("Subdivision"), fostering neighborhood unity, and assisting in activities that benefit and promote the residential character of the neighborhood. Any matters relating to deed restrictions will be referred to and enforced by the Garden Oaks Maintenance Organization, Inc., or its successor organization, and/or the City of Houston, as appropriate.

**ARTICLE II
MEMBERSHIP**

2.01 **Classes of Members.** GOCC will have two classes of membership ("Members"): household and business. Household membership is open to all residential households of the Subdivision. Business membership is open to all businesses that have an interest in supporting Garden Oaks.

2.02 **Household Membership.** Each residential household in the Subdivision may become a member of the GOCC ("Household Member") upon payment of annual dues to the GOCC. There is one membership in the GOCC per residential household; there are no individual memberships and membership is based on residence in the Subdivision and not property ownership.

2.03 **Business Membership.** A business may become a member of the GOCC ("Business Member") upon payment of annual dues to the GOCC.

2.04 **Voting Rights.** Each Household Member in good standing will be entitled to one vote on each matter submitted to a vote of the Members. A Business Member is not entitled to voting rights. All matters submitted to the GOCC Members for a vote will be voted on only by those Members with voting rights who are in good standing and who are in attendance at the GOCC meeting during which the issues(s) will be put to a vote.

2.05 **Dues.** Annual dues will be set by the Board of Directors (as defined below) and approved by a vote of the Members. Membership is from year-to-year and dues are payable on or before January 1 of each year for membership renewal. Dues may be paid after January 1 of any year for membership but are not pro-rated. Membership dues paid are not refundable.

2.06 **Rights of Members.** Household Members of the GOCC will have the right to initiate actions, resolutions, and plans, which when passed by a majority vote of those Members present and voting at any annual, regular or appropriately called special meeting of the Members at which a quorum is present, will be binding upon the GOCC and the Board. Issues regarding changes in these Bylaws or election of Directors will require advance notice of the vote as stated in these Bylaws.

2.07 **Good Standing.** Every Member in good standing will have all the rights and privileges of membership, except as otherwise limited or qualified by these Bylaws. A Member will not be considered in good standing if he/she is in arrears of payment of annual dues or other charges, and he/she will not be eligible to vote or hold office and will not be entitled to any other privileges of membership. The Board, by affirmative vote of two-thirds of all of the members of the Board, may revoke a Member's good standing for cause or for actions not in the best interest of the GOCC after giving the affected Member the opportunity to be heard. The Board may re-instate a Member's good standing in the same manner.

2.08 **Transfer.** Membership in the GOCC is not transferable or assignable.

ARTICLE III MEETINGS OF MEMBERS

3.01 **Regular Meetings.** Regular meetings will be held monthly on the first Tuesday of each calendar month, except for August for the transaction of such business as may come before the meeting, unless suspended or changed by a vote of the majority of the Members at a regular meeting. If the day fixed for the regular meeting will be on a legal holiday in the State of Texas, such meeting will be held on the next succeeding business day.

3.02 **Annual Meeting.** The annual meeting of the Members will be held on the first Tuesday of December in each year for the purpose of electing Officers/Directors, approval of the annual budget, and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting will be on a legal holiday in the State of Texas, such meeting will be held on the next succeeding business day. If the election of Directors is not held at the annual meeting, or at any adjournment thereof, the Board will hold the election at a special meeting of the Members as soon thereafter as possible or at the next regular meeting of Members.

3.03 **Special Meetings.** Special meetings of the Members may be called by the President, or ordered by the President upon the written request of three (3) members of the Board or of at least ten percent (10%) of the Household Members in good standing, and such written request will state the purpose(s) of the special meeting.

3.04 **Place of Meeting.** Any regular, annual, or special meeting of the Members must occur in the City of Houston.

3.05 **Notice of Meetings.** No notice of the regular or annual meetings of the Members will be required. The person(s) calling or requesting a special meeting of the Members must provide for written notice of the special meeting to the Members not less than ten (10) nor more than thirty (30) days before the date of such special meeting, and such written notice will state the purpose(s) of the special meeting and include the date, time, and location of the special meeting. No other business will be presented or conducted at said special meeting except for that stated in said notice. Notice of a special meeting will be deemed to be delivered when deposited in the United States mail, postage prepaid, and addressed to the Member at his/her address as it appears on the GOCC records.

3.06 **Quorum.** All Household Members present at any meeting of the Members will constitute a quorum. A majority of the Members present at any annual, regular, or any appropriately called special meeting of the Members may transact such business as may come before the meeting, or in the case of a special meeting the business stated in the notice, or may adjourn the meeting from time to time without further notice.

3.07 **Proxies.** Proxy voting is not permitted within the GOCC.

3.08 **Written Ballot.** Voting on an issue at a GOCC meeting may be conducted by written ballot at the direction of the President or a majority vote of the Members present at a meeting of the Members.

3.09 **Action of Members.** The act of the majority of Household Members present at any GOCC annual, regular or appropriately called special meeting of the Members at which a quorum is present will be the act of the Members.

3.10 **Procedure.** The rules contained in the current edition of *Robert's Rules of Order Newly Revised* will govern the GOCC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the GOCC may adopt.

ARTICLE IV BOARD OF DIRECTORS AND OFFICERS

4.01 **General Powers.** The affairs of the GOCC will be managed by its Board of Directors. Directors will be residents of the Subdivision and GOCC Members in good standing.

4.02 **Number, Tenure, and Qualifications.** The Board of Directors of the GOCC (collectively the "Board" or the "Director(s)") will be comprised of the Officers, as listed in these Bylaws or later amended by the Members in accordance with these Bylaws. The number of Directors will be four (4), unless otherwise amended by the Members. Each Director will hold office for one (1) year until the next annual meeting of Members and until his/her successor will have been elected and qualified. The immediate past president of the GOCC will be an ex-officio

member, without vote, of the Board.

4.03 **Election.** Directors will be elected each year by the Members at their annual meeting. Notice of intent to elect Directors will be provided to the Members at least thirty (30) days before the annual meeting of the Members. Nothing in these Bylaws prohibits nominations from the floor for Directors at a meeting of the Members. Those persons elected to the Board at the annual meeting of the Members held in December will take office effective the next succeeding January 1.

4.04 **Meetings.** The Board will meet at least two times per calendar year. Additional meetings may be called as necessary by the President or any two (2) Directors. Any chair of a committee may provide a report on their committee's activities during the meeting.

4.05 **Place of Meeting.** The Board may designate any place within the City of Houston as the place for its meetings.

4.06 **Notice of Meetings.** Notice of any meeting of the Board will be given to the Directors at least three (3) days in advance of the meeting via telephone, in person, or by written notice via mail, electronic mail, or facsimile. Neither the business to be transacted at, nor the purpose(s) of the meeting is required to be specified in the notice or waiver of notice of such meeting.

4.07 **Quorum.** Three (3) Directors will constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.08 **Proxies.** Proxy voting is not permitted at Board meetings.

4.09 **Action of Directors.** The act of a majority of the Directors present at a meeting of the Board at which a quorum is present will be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

4.10 **Vacancies.** Any vacancy occurring in the Board will be filled by an appointment for the unexpired term by the President. The President may authorize, or a majority vote of the Members present at a meeting of the Members may require, a vote of the Members to approve the new Director. A vacancy in the Board may be filled without the thirty (30) day notice to the Members as required in Section 4.03 above.

4.11 **Removal.** A Director may be removed from office by an affirmative vote of three-quarters of the remaining Directors or by an affirmative vote of three-quarters of the Members present at any meeting of the Members when at least thirty (30) days' notice of the intended vote has been given to the Members.

4.12 **Compensation.** Directors will not receive any stated salaries or compensation for their services, but may be reimbursed for reasonable expenses per GOCC guidelines.

4.13 **Guidelines.** The Board may establish guidelines and procedures, not inconsistent with these Bylaws, for the day-to-day operations of the GOCC and the GOCC committees as necessary. In the event of any conflict between these Bylaws and additional guidelines or procedures established by the Board or a committee, these Bylaws will control.

4.14 **Indemnification of Directors.** To the maximum extent allowed by law, GOCC will indemnify each Director of the GOCC from liability relating to actions taken in good faith in his/her official capacity for the GOCC. The Members intend that no Director have personal liability for any action taken in good faith in his/her capacity as a Director, except to the extent that the Director has breached the standards of conduct set by the Texas Business Organizations Code or other applicable law that is the basis for indemnification or exculpation of Directors. The GOCC may, if reasonably available and economically feasible, purchase directors' and officers' liability insurance for the benefit of the Directors, including the Officers.

ARTICLE V DUTIES OF OFFICERS

5.01 **Officers.** The officers of the GOCC will be a President, a Vice President, a Treasurer, and a Secretary. At no time will the office of President and Secretary be held by the same person.

5.02 **President.** The President will be the principal executive officer of the GOCC and will in general, supervise and oversee all of the business and affairs of the GOCC. The President will preside at all meetings of the Members and of the Board, and will sign all official documents as authorized by the Board, except in cases where such authorization has been expressly delegated by the Board, these Bylaws, or statute to some other officer or agent of the GOCC. The President will be an ex-officio member of all committees, except for the Nominating Committee, will decide questions of procedure and order, will officially represent the organization, and in general, will perform all duties incident to the office of President. The President will not vote at a meeting of the Members except in the case of a tie vote.

5.03 **Vice President.** The Vice President will assist the President in the performance of his/her duties, and perform other such duties as assigned by the Board from time to time. The Vice President will coordinate with the Membership Chair to ensure that a register of the address of each Member, as furnished by each Member, is maintained and available at the meetings. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President will perform the duties of the President, and when so acting will have all the powers of and be subject to all the restrictions upon the President.

5.04 **Treasurer.** The Treasurer will be the custodian of the GOCC's funds and securities, keep an accurate accounting of all receipts and expenditures, from whatever source, timely deposit all such monies of the GOCC, provide a regular report to the Members, and in general, perform all the duties incident to the office of Treasurer and other such duties as assigned by the Board from time to time.

5.05 **Secretary.** The Secretary will keep the minutes of the meetings of the Members (to be available for Members' approval at the following meeting and to be published timely in the Garden Oaks Gazette) and of the Board, give all notices in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and of the seal of the corporation, and, in general, perform all duties incident to the office of Secretary and other such duties as assigned by the Board from time to time.

ARTICLE VI COMMITTEES

6.01 **Committees.** Committees not having and exercising the authority of the Board in the management of the corporation may be created by majority of the Directors present at a Board meeting, or by a majority vote of the Members present at any meeting of the Members. Members of such committees will be Members of the GOCC. The President or the committee chair may appoint or approve the members of each committee. Any members of such committee may be removed by the President or the committee chair, whenever in their judgment the best interests of the GOCC will be served by such removal. A majority vote of the Members present at any meeting of the Members may dissolve any committee not having and exercising the authority of the Board.

6.02 **Standing Committees.** Standing Committees of the GOCC will be: Beautification, Citizens Patrol, Constable Program, GardenOaks.org (website), *Gazette*, Home Tour, and Membership, or their equivalent. Chairs for the Standing Committees may be appointed by the President and, if so requested by a Member, approved by a majority vote of the Members present at a meeting of the Members, or elected by a majority vote of the Members present at a meeting of the Members, as appropriate. A majority vote of the Members present at a meeting of the Members is required to dissolve a Standing Committee. The chair for the Home Tour Committee may remain vacant at times when work for the home and garden tour is not in process or necessary.

6.03 **Nominating Committee.** The Board will elect five (5) members to serve on a Nominating Committee, to be announced at the September meeting of the Members. No more than two (2) Nominating Committee members may be current Directors. The President may not be a member of the Nominating Committee nor act as an ex-officio member. The Nominating Committee will nominate a slate of candidates for election at the December Members' meeting, and the slate will include at least one (1) candidate for each office. The slate will be presented formally at the November Members' meeting. Nominations from the floor will be accepted at the November and December Members' meetings. After the election of the Board members has occurred, the Nominating Committee will automatically terminate its activities and dissolve.

6.04 **Ad Hoc Committees.** An Ad Hoc Committee may be created by a majority vote of the Board present at a meeting of the Board or a majority vote of the Members present at a meeting of the Members to address specific issue(s). An Ad Hoc Committee Chair may be appointed by the President or selected by the committee's members. An Ad Hoc Committee will automatically dissolve once it completes its directive and delivers a final report to the Members and/or Board. A majority of the Members present at any meeting of the Members, may dissolve any Ad Hoc Committee. An Ad Hoc Committee created by a majority vote of the Board may also be dissolved by a majority vote of the Board.

6.05 **Committee Meetings.** Committees may meet as often as necessary as determined by the Committee Chair. All Members present at any committee meeting will constitute a quorum. Unless otherwise provided by the Board, the act of a majority of the Members present at a committee meeting will be the act of the committee.

6.06 **Guidelines.** Each committee may adopt guidelines for its own operation not inconsistent with these Bylaws or with rules set forth by the Board.

ARTICLE VII GIFTS AND BUDGETS

7.01 **Gifts.** The Board may accept on behalf of the GOCC any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the GOCC. Money given by gift, devise or descent to a GOCC committee for a specific purpose, not in violation of any provisions of the GOCC, will become an additional part of that committee's budget.

7.02 **Budgets.** The Board will prepare an annual budget to be presented to the Members at or before the November meeting and to be voted on by the Members during the annual meeting in December. The proposed budget will be published in the *Gazette* prior to the vote at the December meeting. The Board may request each committee to submit its proposed budget to the Board in time for the Board to prepare the annual budget. Committees may reallocate expenses within their budgets. Unbudgeted expenses under \$250 may be discussed and approved by the Board. Items in excess of \$250 that are not part of any committee's budget must be approved by a majority vote of the Members present at a meeting of the Members.

ARTICLE VIII BOOKS AND RECORDS

8.01 The GOCC will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, Board, and committees having any of the authority of the Board. The GOCC will also keep a record of the names and addresses of the Members entitled to vote. All books and records of the corporation may be inspected by any Member or his/her agent or attorney for any proper purpose at any reasonable time and upon

reasonable notice. The GOCC may also levy a reasonable charge for copies of any books and records that it provides upon request.

**ARTICLE IX
FISCAL YEAR**

9.01 The fiscal year of the GOCC will begin on the first day of January and end on the last day of December in each year.

**ARTICLE X
WAIVER OF NOTICE**

10.01 Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code, Chapter 22, or successor statute, or under the provisions of the articles of incorporation or these Bylaws, a waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

**ARTICLE XI
AMENDMENTS TO BYLAWS**

11.01 A vote of the two-thirds (2/3) of the Household Members present at any meeting of the Members may alter, amend or repeal these Bylaws or adopt new bylaws as appropriate, if at least thirty (30) days' written notice is given to the Members of an intention to vote on such action.

**ARTICLE XII
SEVERABILITY AND HEADINGS**

12.01 **Severability.** Any term or provision of these Bylaws held to be illegal or unenforceable will be interpreted so as to be valid to the extent possible, and will not render the remaining terms or provisions of these Bylaws invalid.

12.02 **Headings.** The headings used in these Bylaws are solely for convenience and will not be used in the construction or interpretation of these Bylaws.

Certificate by Secretary

The undersigned, being the secretary of Garden Oaks Civic Club, Inc., hereby certifies that the foregoing Bylaws were duly adopted by the members at their regular meeting on May 2, 2006.

Name _____
Date _____