## AMENDED BYLAWS

OF
HAPPY HIDE-A-WAY CIVIC CLUB, INC.
ARTICLE I
NAME

The name of the corporation and civic club is HAPPY HIDE-A-WAY CIVIC CLUB, INC. Hereinafter referred to as the "Civic Club".

ARTICLE II PURPOSE

This Civic Club is organized exclusively for charitable, educational and community improvement purposes, including, for such purposes, the collection and oversight for a legal entity that qualifies as an exempt organization under section 501 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Code.

Other purposes of this corporation are:
To enforce the deed restrictions pertaining to the Happy Hide-A-Way Subdivision, an unrecorded subdivision in Harris County, Texas as set out in volume 6015, page 560 of the Deed Records of Harris County, Texas

To encourage all efforts and activities in connection with improving the community and maintaining the property values of Happy Hide-A-Way Subdivision by better maintenance and beautification of properties.

To promote activities for improving the safety and welfare of the residents of Happy Hide-A-Way Subdivision.

To promote recreational and social activities that will benefit the residents of Happy Hide-A-Way Subdivision.

## ARTICLE III MEMBERSHIP

SECTION 1: Membership in the Civic Club shall be composed of all current owners of real property in the Happy Hide-A-Way Subdivision in Harris County, Texas ("Members").

SECTION 2: Renters and leaseholders of homes or facilities of Members are eligible for "associate member" status with voice but no vote at Civic Club meetings. No fees shall be charged to associate members.

## ARTICLE IV <br> MEETINGS OF THE MEMBERS

SECTION 1: REGULAR MEETINGS. Regular meetings of the Members of the Civic Club shall be held on a quarterly basis at 7:00 PM on the second Tuesday of February, May, August and November, at which time all matters pertaining to the Civic Club may be brought up. If the second Tuesday of a meeting month falls on a holiday, the meeting shall be held at 7:00 PM on the third Tuesday of that month. Any permanent change in the date, time, and/or place of such regular meeting must be approved by majority (i.e., more than $50 \%$ ) vote of the Board of Directors present and voting at a duly-noticed meeting of the Board of Directors (as set forth below). However, before going into effect, any permanent change(s) in the date, time, and/or place of the Civic Club's regular meeting first must be ratified by two-thirds majority vote of the Members present and voting at a regular meeting after being provided with at least ten days, but no more than sixty days, advance notice of that election at a regular meeting of the Members.

SECTION 2: SPECIAL MEETINGS. Special meetings of the Members, other than those as outlined above, may be called at any time by: (a) the President; (b) a majority of the Board of Directors; or (c) a written request signed by Members representing at least ten ( $10 \%$ ) percent of the total votes of the Civic Club. Notice of such special meetings shall be served either personally, posted in a communal bulletin board, by electronic mail, or by postal mail, no less than ten (10) days, but no more than sixty (60) days, before the date set for such special meeting, upon all Members. For all special meetings, the purpose(s) for which the special meeting is called shall be stated in the notice, and no business shall be transacted at a special meeting except as expressly stated in the notice.

SECTION 3: ANNUAL MEETINGS. Regular annual meetings of the Members shall be held in February of each year at the conclusion of the first quarter regular meeting of the Members.

SECTION 4. NOTICE OF MEETINGS. Written, electronic or printed notice stating the place, day and hour of any meeting of the Members shall be delivered, either personally, by mail, or electronically to each Member entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, the Directors, or the Members calling the meeting. If mailed via the United States Postal Service, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Civic Club, with proper postage prepaid. If mailed electronically, the notice of a meeting shall be deemed to be delivered when sent to an e-mail address provided by a Member to the Civic Club.

SECTION 5. WAIVER OF NOTICE. Waiver of notice of a meeting of the Members shall be deemed the equivalent of proper notice. Any Member may, in writing, waive notice of any meeting of the Members, either before or after such meeting. Attendance at a meeting by a Member shall be deemed waiver by such Member of notice of the time, date and place thereof, unless such member specifically objects to lack of proper notice at
the time the meeting is called to order. Attendance at a special meeting also shall be deemed waiver of notice of all business transacted unless an objection on the basis of lack of proper notice is raised before the business is put to a vote.

SECTION 6. PROXY VOTING. At any meeting of the Members of the Civic Club, each Member may vote in person or by proxy, except as specifically provided otherwise in the governing documents of the Civic Club. All proxies shall be in writing, signed by the Member or his/her duly-authorized attorney-in-fact, dated and filed with the Secretary or such other Person as may be designated by the Board of Directors before the appointed time of each meeting. Every proxy shall be revocable and shall automatically cease upon: (a) loss of good standing by the Member; (b) conveyance by the Member of his/her property in the Happy Hide-A-Way Subdivision; (c) notice by the Secretary of the death or judicially-declared incompetence of the Member; (d) written revocation of the proxy; or (e) the expiration of eleven (11) months from the date of the proxy. A form of proxy or written ballot must provide an opportunity to specify approval or disapproval with respect to a specific proposal.

SECTION 7: ORDER AND CONDUCT AT MEETINGS. The order of business at all meetings of the general Members shall follow the normal order of business as prescribed in Roberts Rules of Order, Newly Revised, 10th Edition. The President (or, in the absence of the President, the Vice-President) shall preside over all meetings of the Civic Club, and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring at the meeting.

## ARTICLE V <br> VOTING AT MEMBERS' MEETINGS

SECTION 1: The presence in person of at least seven (7) Members shall be necessary to constitute a quorum for the transaction of business at any regular, special, or annual meeting of the Members. Voting may be conducted by electronic ballot (if available), absentee ballot, proxy vote, or in person. Secret ballots are not permitted. All balloting must include the signature of the voter who executed the ballot. A meeting sign-in sheet will not constitute a signed ballot.

SECTION 2: At all meetings of the Members, all matters requiring approval shall be determined by a majority (i.e., more than $50 \%$ ) vote of the Members voting by electronic ballot, absentee ballot, proxy vote or in person. Voting by Members shall be limited to one vote per Member, whether married or not, and regardless of the number of properties owned by that Member in the Happy Hide-A-Way Subdivision. Any one spouse or tenant-in-common may vote the Member vote. Any Member can request a recount of written ballots within fifteen (15) days following an election in accordance with Section 209.0057 of the Texas Property Code and any other applicable statute. The recount must be conducted by an independent party. The Member requesting the recount must reimburse the Civic Club for any costs associated with performing the recount. If recount is favorable to requestor, the Civic Club must pay fees for the recount.

## ARTICLE VI DIRECTORS / BOARD OF DIRECTORS

SECTION 1: NUMBER AND QUALIFICATIONS. The affairs and business of this Civic Club shall be managed by a Board of Directors ("Board") composed of a minimum of six (6) persons and a maximum of 10 persons elected by the Members to be directors ("Directors"), who each is a Member of the Civic Club as well as a resident of Harris County, Texas, and has not previously been convicted of a felony or crime of moral turpitude.

SECTION 2: ELECTION OF DIRECTORS. At the Member's annual meeting held in February of each year, the Members shall elect all of the Directors for the Civic Club for that year by majority vote of the Member's voting by electronic ballot (if available), absentee ballot, proxy vote, or in person.

SECTION 3: TERM. The term of office of each of the Directors shall be for one year. Any Board member whose term has expired must be elected by the Members.

SECTION 4: AUTHORITY AND POWER. The Board of Directors shall have the control and general management of the affairs and the business of the Civic Club, including (but not limited to) the power to establish, levy, assess, and collect maintenance fees, assessments and/or other charges to be paid by Members of the Civic Club. The Directors shall in all cases act as a board, regularly convened, by a majority, and they may adopt such rules and regulations for the conduct of their meeting and management of the Civic Club as they deem proper, not inconsistent with these Bylaws, as well as the declarations, restrictive covenants and other governing documents of the Happy Hide-AWay Subdivision, and the laws of the State of Texas.

SECTION 5: MEETINGS. The annual meeting of the Board shall be held immediately following the annual property owners' meeting in February of each year. Regular meetings of the Board thereafter shall be held at the call of the President at times and places as the president may so choose. Special meetings of the Board may be called by the President at any time, and further shall be called by the President upon the written request of at least two (2) Directors to the Secretary. The President shall be the Chairman of the Board. Regular and special Board meetings shall be open to all Members (who have no vote rights at such meetings), subject to the right of the Board to adjourn a Board meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the property owners' association's attorney, matters involving the invasion of privacy of individual owners, or matters that are to remain confidential by request of the affected parties and agreement of the board. Following an executive session, any decision made in the executive session must be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual owners, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary must include a general explanation of expenditures approved in executive session.

SECTION 6: RECORDS OF MEETINGS. The Board shall keep a record of each regular or special Board meeting in the form of written minutes of the meeting. The Board shall make meeting records, including approved minutes, available to all Members for inspection and copying on the Member's written request to the Chairman of the Board.

SECTION 7: NOTICE OF BOARD MEETINGS. All Members shall be given notice of the date, hour, place, and general subject of a regular or special Board meeting, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be:
(1) mailed to each Member not later than the tenth (10th) day or earlier than the sixtieth (60th) day before the date of the meeting; or
(2) provided at least seventy-two (72) hours before the start of the Board meeting by:
(A) posting the notice in a conspicuous manner reasonably designed to provide notice to the Civic Club's members:
(i) in a place located on the Civic Club's common property or, with the property owner's consent, on other conspicuously located privately owned property within the subdivision; or
(ii) on any Internet website maintained by the Civic Club or other internet media; and
(B) sending the notice by e-mail to each Member who has registered an email address with the Civic Club.

It is a Member's duty to keep an updated e-mail address registered with the Civic Club under this Section.

SECTION 8: RECESS OF BOARD MEETINGS: If the Board recesses a regular or special Board meeting to continue the following regular business day, the Board is not required to post notice of the continued meeting if the recess is taken in good faith and not to circumvent this section. If a regular or special Board meeting is continued to the following regular business day, and on that following day the Board continues the meeting to another day, the Board shall give notice of the continuation in at least one manner prescribed by Section 7(2)(A) of this Article above within two hours after adjourning the meeting being continued.

SECTION 9: METHOD OF MEETING AND REQUIRED NOTICES. The Board may meet by any method of communication, including electronic and telephonic, without prior notice to Members under Section 7 of this Article above, if each Director may hear and be heard by every other Director, or the Board may take action by unanimous written
consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate board action. Any action taken without notice to Members under Section 7 of the Article above must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special Board meeting. The Board may not, without prior notice to owners under Section 7 of this Article above, consider or vote on: (1) fines; (2) damage assessments; (3) initiation of foreclosure actions; (4) initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety; (5) increases in assessments; (6) levying of special assessments; (7) appeals from a denial of architectural control approval; or (8) a suspension of a right of a particular Member before the Member has an opportunity to attend a Board meeting to present that Member's position, including any defense, on the issue.

SECTION 10: QUORUM AND VOTING AT MEETING: At any meeting of the Board, four (4) Directors and the President or Vice President shall constitute a quorum for the transaction of business. At all meetings of the Board, each Director shall have one (1) vote. At any Board meeting, the President or Vice President shall not have a vote except for the purposes of breaking a tie vote.

SECTION 11: REMOVAL AND APPOINTMENT OF BOARD MEMBERS. Any Board member may be removed, with or without cause, by two-thirds ( $2 / 3 \mathrm{rds}$ ) vote of the Members voting at any regular meeting or any special meeting called for that purpose. Any Board member whose removal is sought shall be given at least ten (10) days' notice prior to any meeting called for that purpose and shall be given an opportunity to be heard at the meeting to communicate his or her position. Upon the removal of a director by the Members at a duly-noticed meeting, a successor shall then and there be elected by the Members by majority vote to fill the vacancy for the remainder of the term of such removed Board member.

If the Board is presented with written, documented 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, that Board member is immediately ineligible to serve on the Board of the Civic Club, automatically considered removed from the Board, and prohibited from future service on the Board. Upon the removal of a Board member on such grounds, the Board shall call for an election for the purpose of the Members' electing a successor to fill the vacancy on the Board. In such case, after notice as provided in Article IV, Section 4 above, the Members shall be entitled by majority vote to elect a successor to serve for the remainder of the term of such Board member.

In the event of the death, disability or resignation of a Board member, a vacancy may be declared by the Board, and it may appoint a successor to serve for the remainder of the term of such Board member subject to the Members' right to remove such Board member as provided above in this section. Alternatively, the Board may call for an election for the purpose of electing a successor to fill such vacancy on the Board. In that case, the

Members shall be entitled to elect a successor to serve for the remainder of the term of such director by majority vote.

## ARTICLE VII OFFICERS

SECTION 1: OFFICERS. The Officers of the Civic Club shall be as follows:

1. President
2. Vice President
3. Treasurer
4. Secretary

SECTION 2: ELECTION AND TERM. Officers shall be elected at the annual Board of Directors' meeting held in February of each year, following the annual Members' meeting in February, and shall serve a one-year term concurrent with the term of the Board.

SECTION 3: RESPONSIBILITIES OF OFFICERS. Any Member as defined below, who has not been convicted of a felony or crime of moral turpitude, and who attends one-half $(1 / 2)$ of the regular or special meetings within a calendar year is eligible to run for office and retain such office. Any Member running for office shall have their current and past due maintenance fee status checked against an official list of Members showing maintenance fees as paid or not paid. A Member may not run for an office, or remain in an elected office, when his or her maintenance fees for past years are in arrears, or current year's maintenance fees remain unpaid after 60 days from the beginning of the calendar year. If a new officer has not yet been duly-appointed by the Board as provided in Section 6 of this Article below, the delinquent Officer may be reinstated upon payment of all delinquent maintenance fees if agreed by a majority of the Board. The duties and powers of the officers of the corporation shall be as follows:

## PRESIDENT

The President shall preside at all meetings of the Board of Directors and the Members. The President may present, at each regular meeting of the Members and Board of Directors, an annual strategic plan and report on the condition of the Civic Club. The President shall cause to be called regular and special meetings of the Members and Board of Directors in accordance with these Bylaws. The President shall sign and make all contracts and agreements in the name of the Civic Club. The President shall see the books, reports, statements and certificates required by statutes are properly kept, made and filed according to law, and made available to Members when properly requested. The President shall sign all notes, drafts or bills of exchange, warrants, liens, release of liens or other orders for payment of money duly drawn by the Treasurer. The President shall enforce these Bylaws and perform all duties incidental to the position and office, which are required by law.

## VICE PRESIDENT

During the absence and inability of the President to render and perform his or her duties or exercise his or her powers, as set forth in these Bylaws or in the laws under which this Civic Club is organized and governed, the same shall be performed and exercised by the Vice President as may be designated by the Board of Directors; and when so acting shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President.

## TREASURER

The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Civic Club, and deposit all such funds in the name of the Civic Club in such bank or banks, trust company, or trust companies, collection agency or collection agencies, or safe deposit vault or safe deposit vaults as the Board of Directors may designate. The Treasurer shall sign, make, and endorse in the name of the Civic Club, all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of same and receipt therefore, under the direction of the President and Board of Directors. All checks on the account of the Civic Club, transfers and /or withdrawals of monies from savings accounts, and any other accounts, shall be signed by the Treasurer and counter-signed by the President, Officers or Board of Directors as noted on current account. The Treasurer shall exhibit at all reasonable times the financial books and accounts of the Civic Club to any Officer or Director of the Civic Club upon request and shall make the financial books and records of the Civic Club open to and reasonably available for examination by a Member, or a person designated in a writing signed by the Member as the Member's agent, attorney, or certified public accountant, in accordance with Section 209.005 of the Texas Property Code and any other applicable statutes. The Treasurer shall render a statement of the condition of the finances of the Civic Club at each regular meeting of the Members for the Members' information and a copy to be provided and attached to the Secretary's minutes, and at such other times as shall be required. The Treasurer shall keep correct books of the account(s) of the Civic Club as the Board of Directors may require.

## SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors and of the Members in appropriate books. The Secretary shall give and serve all notices of the Civic Club. The Secretary shall be the custodian of the records where required. The Secretary shall exhibit at all reasonable times the books and records of the Civic Club in his or her possession to any other Officer or Director of the Civic Club upon request and shall make the books and records of the Civic Club open to and reasonably available for examination by a Member, or a person designated in a writing signed by the Member as the Member's agent, attorney, or certified public accountant, in accordance with Section 209.005 of the Texas Property Code and any other applicable statutes. The Secretary shall keep a current written list of all Members, so as to show at all times the names of
the property owners and their addresses. The Secretary shall sign and attest to all legal instruments. The Secretary shall present to the Board of Directors, at their stated meetings, all communications addressed to them officially by the Chairman or any other Officer of the Civic Club. The Secretary shall attend to all correspondence and perform the all duties incidental to the office of Secretary.

SECTION 4: BOND. The Treasurer and any other corporate Officers or Members handling money on behalf of the Civic Club, shall, if required by the Board of Directors, give to the Civic Club such security for the faithful discharge of their duties as the Board may direct-the expense for same to be paid by the Civic Club.

SECTION 5: REMOVAL AND APPOINTMENT OF OFFICERS. Any Officer may be removed, with or without cause, by two-thirds ( $2 / 3 \mathrm{rds}$ ) vote of the Board members voting at any regular meeting or any special meeting called for that purpose. Except as provided below relating to a conviction of certain crimes, any Officer whose removal is sought shall be given at least ten (10) days' notice prior to any meeting called for that purpose and shall be given an opportunity to be heard at the meeting to communicate his or her position. Upon the removal of an Officer by the Board of Directors at a duly-noticed meeting, a successor shall then and there be elected by the members of the Board by majority vote to fill the vacancy for the remainder of the term of such removed Officer.

If the Board is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that an Officer has been convicted of a felony or crime involving moral turpitude, that Officer is immediately ineligible to serve as an Officer of the Civic Club, automatically considered removed from his or her position, and prohibited from future service as an Officer of the Civic Club. Upon the removal of an Officer on such grounds, the Board shall call for an election for the purpose of the Board electing a successor to fill the vacancy in that office. In such case, after notice as provided in Article VI, Section 7 above, the Board shall be entitled by majority vote to elect a successor to serve for the remainder of the term of the removed Officer.

SECTION 6: VACANCIES. In the event of the death, disability or resignation of an Officer, a vacancy shall be declared by the Board, and such vacancy shall be filled by the Board of Directors by a majority vote without undue delay, at its regular meeting or at a meeting specifically called for that purpose and noticed as required by Article VI, Section 7 above.

## ARTICLE VIII COMMITTEES

SECTION 1: The President shall appoint, not later than fourteen (14) days before the annual elections in February of each year, at least two (2) Election Judges, who shall receive and count the ballots for the election of Directors and Officers, said election Judges shall also receive and count the ballots, similar to the above, for the adoption or
rejection of amendments to these Bylaws or for any other questions, requiring a written ballot by the Members.

SECTION 2: The President, immediately after election, shall appoint a Chairman of the following standing committees:

1. Architectural Committee; and
2. Civic Improvement Committee.

SECTION 3: Special Ad-Hoc Committees involving the Members may be assembled by the President for purpose of managing a specific project or task. Ad hoc Committees are considered temporary and will be disbanded upon the completion of the project or task.

## ARTICLE IX CONVEYANCE

SECTION 1: No contract to sell, lease, foreclose or convey, and no conveyance of any real estate owned by the Civic Club or contract to assign or assignment of any leasehold interest owned by the Civic Club shall be made unless authorized by the Board of Directors at a regular meeting or at a special meeting, of which all Directors shall have notice, as prescribed hereinbefore, specifying the proposed transaction.

SECTION 2: No conveyance, mortgage, lease or bill of sale of real or personal property executed pursuant to authority given by the Board of Directors shall be valid unless signed by either the President or Vice President, and attested to by the Secretary of the Civic Club.

## ARTICLE X FISCAL YEAR

The fiscal year of the Civic Club shall begin on the first day of January of each year.

## ARTICLE XI <br> DISPOSITION OF ASSETS

SECTION 1: No part of the net earnings of the Civic Club shall inure to section 501 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the County or District Court of the County in which the principal office of the Civic Club are then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XII

AMENDMENTS TO BYLAWS
SECTION 1: These Bylaws may be altered, amended, repealed or added to by an affirmative vote of two-thirds ( $2 / 3 \mathrm{rds}$ ) of the Board of Directors at any regular meeting or a special meeting of the Board called for that purpose, provided that written notice shall have given in accordance with Article VI, Section 7 above, prior to the date such amendment is to be voted upon, which notice shall state the alterations, amendments or changes which are proposed to be made in such Bylaws; provided further that such changes must be ratified by two-thirds of a quorum of the Members voting at the next regular meeting. Only such changes as have been specified in the Notice shall be made.

## ARTICLE XIII ACCESS TO RECORDS

SECTION 1: The Civic Club shall provide for efficient, economical, and effective control over the creation, distribution, organization, maintenance, use, access and disposition of all records of the organization through a comprehensive system of integrated procedures for the management of records from their creation to their ultimate disposition, consistent with the requirements of the State of Texas Local Government Records Act and accepted records management practices under the Texas Property Code [delete: HB 2761].

The foregoing is a true and correct copy of the Bylaws of the HAPPY HIDE-A-WAY CIVIC CLUB, $\mathbb{N C}$. as adopted by the Board of Directors, Officers, and Members at a meeting held in Crosby, Texas as dated and officially notarized below:

EXECUTED this the $\downarrow$ $\qquad$ day of FERUARY A.D, 2013



THE STATE OF TEXAS § COUNTY Of HARRIS $\begin{gathered}\S \\ \S\end{gathered}$
BEFORE ME, the undersigned authority, on this $3^{2 i} /$ day of MARCA, 2013, personally appeared Phil Dixon, President of the Happy Hide-A-Way Civic Club, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed these Bylaws for the purposes and considerations therein expressed, as the act and deed of said corporation, and in the capacity therein stated.


GIVEN under my hand and seal of office this $\qquad$ day of $\qquad$ march 2013 , ADD. 2012.


Notary Public in and for the
State of Texas

Rot
Happy Nide-A-Day Civic Club
PD.BDK 334
Crosby g, TX 72532


