

**BY-LAWS OF THE  
HAMMERSMITH COMMUNITY IMPROVEMENT ASSOCIATION**

ARTICLE I.

Definitions

Section 1: The words "said property" as used in these By-Laws shall be deemed to mean the following described real property situated in the County of Harris, State of Texas, and more particularly described as follows:

*All of those certain subdivisions known as Hammersmith Section One and Hammersmith Section Two in Harris County, Texas (sometimes jointly referred to as Hammersmith); together with any and all other real property which may hereafter, through the operation of conditions, covenants, restrictions, easements, reservations or charges pertaining to the same, be placed under or submitted to the jurisdiction of this Corporation and be accepted as within the jurisdiction of this Corporation by resolution of the Board of Directors of this Corporation.*

Section 2: The words "building site" wherever used in these By-Laws shall be deemed to mean a building site as defined in any declaration of conditions, covenants, restrictions, easements, reservations or charges affecting the portion of said property in which the building site is located.

Section 3: All references to persons herein in the masculine gender shall include the feminine gender.

ARTICLE II.

Functions of the Corporation

Section 1: Purposes: The purposes for which the Hammersmith Community Improvement Association, a non-profit Corporation chartered in the State of Texas, was formed are civic and social, for the benefit and betterment of the residents and property owners of Hammersmith, a residential development in Harris County, Texas. To carry out such purposes properly, the Corporation may at the discretion of its Board of Directors perform the following functions and the exercise of such functions shall be deemed to be within the scope of activities contemplated by the corporate Articles of Incorporation .

(a) The Corporation may care for vacant, unimproved and unkempt properties in said development, remove and destroy grass, weeds and rodents therefrom, and any unsightly and obnoxious thing therefrom and do any other things, and perform any labor necessary or desirable in the judgment of this Corporation to keep the property, and the land contiguous and adjacent thereto, neat and in good order.

(b) The Corporation may enforce charges, restrictions, conditions and covenants existing upon and created for the benefit of said property over which this Corporation has jurisdiction; the Corporation may pay all expenses incidental thereto; the Corporation may enforce the decisions and rulings of the Corporation having the jurisdiction over any of said property; the Corporation may pay all of the expenses in connection therewith.

(c) The Corporation may perform any and all lawful things and acts which this Corporation at any time and from time to time, shall, in its discretion, deem to be to the best interests of said property and the owners of the building sites thereon, and shall pay all costs and expenses in connection therewith.

(d) Any powers and duties exercised by said Corporation relating to maintenance, operation, construction or reconstruction of any facilities provided for herein may be contracted for with any qualified contractor as agent.

(e) The Corporation may provide for garbage and rubbish collection and disposal.

(f) The Corporation may expend the funds collected by it from assessments, maintenance charges and all other moneys received by the Corporation for the payment and discharge of all proper costs, expenses and obligations incurred by this Corporation in carrying out any or all of the purposes for which the Corporation is formed.

(g) The Board of Directors shall not incur any expense over \$10,000 for any new capital improvement or beautification project, unless specified in the budget approved at the annual meeting or approved by a special meeting of the homeowners. The foregoing limit shall not apply to repairs of existing facilities nor to any expenditure the Board of Directors, in its own discretion, deems necessary to correct an emergency situation where the continuing well being of the Members is in question.

Section 2: Area: The activities of the Corporation shall be limited to said property and to such other areas which may hereinafter through the operation of conditions, covenants, restrictions, easements, reservations or charges pertaining to the same be placed under or submitted to the jurisdiction of this Corporation and be accepted as within the jurisdiction of this Corporation by resolution of the Board of Directors of this Corporation.

### ARTICLE III.

#### Offices

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

The Corporation shall continuously maintain in the State of Texas, and shall register with the Secretary of State of Texas, a registered office and a registered agent whose address during normal business hours is identical with such registered office, as required by the Texas Business Organizations Code. The registered office may be, but need not be, identical with the principal office of the Corporation. The registered agent and the registered office may be changed from time to time by the Board of Directors.

#### ARTICLE IV.

##### Members, Meetings and Voting Rights

Section 1: Members of the Corporation: The owners of each building site in Hammersmith, Sections One and Two, as reflected in the Official Public Records of Real Property of Harris County, Texas, from time to time, shall be Members of the Corporation.

Section 2: Annual Meeting: The annual meeting of the Members shall be held on the third Tuesday in January in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding business day at such time as set by the Board of Directors, for the purpose of electing Directors and for the transaction of any and all such other business which may be brought before or submitted to the meeting. The Board of Directors may change the annual meeting to another day in January for good cause. All annual meetings of the Members shall be held at the place designated by the Board of Directors in the City of Houston, Texas.

Section 3: Special Meetings: Special meetings of the Members shall be held in the City of Houston, Texas, at such places as may be designated in the notice or waiver of notice of the respective meetings. Special meetings of the Members may be called by the President, by a Vice President, or by the Board of Directors. A special meeting may also be called by Members having not less than one-tenth of the votes entitled to be cast at the meeting.

Section 4: Notice: Written notice of the date, time, and place of each annual meeting and each special meeting of the Members shall be given to each Member, not later than the 10th day or earlier than the 60th day before the date of the meeting. In the case of a special meeting, the purpose of the meeting shall also be included in the notice. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed to the Member at his address on the records of the corporation, with postage prepaid thereon.

Section 5: Quorum: At least fifty (50) of the Members present, in person, by proxy, or absentee or electronic ballot (as provided in Article IV, Section 7) shall constitute a quorum for all purposes at any meeting of the Members.

Section 6: Organization: The President of the Corporation, and in the event of his absence, a Vice President of the Corporation, shall call meetings of the Members to order and shall act as Chairman of such meetings. In the absence of the President and a Vice President of the Corporation, the Members present may appoint a chairman. In the absence of the Secretary the presiding officer may appoint any person to act as Secretary of the meeting.

Section 7: Voting Rights: Members shall be entitled to one vote for each building site owned. When more than one person holds an interest in any building site, all such persons shall be Members collectively entitled to only one vote per building site. The vote for such building site shall be exercised as such joint owners may, among themselves, determine but in no event shall more than one vote be cast per building site. Each Member may vote in person or by proxy appointed by instrument in writing and subscribed by the Member or by the duly authorized attorney of such Member. Members may also vote by virtue of an absentee or electronic ballot, as authorized by the Corporation and Section 209.00592 of the Texas Property Code. At all meetings of Members all questions, except those the manner of deciding which is otherwise expressly governed by statute, the Articles of Incorporation of the Corporation or by the By-Laws, shall be decided by the vote of the majority of the Members of the Corporation present, in person or by proxy (and/or absentee or electronic ballot, as authorized), and entitled to vote, a quorum being present.

## ARTICLE V.

### Board of Directors

Section 1: Number and Term of Office: The business and property of the Corporation shall be managed and controlled by the Board of Directors and subject to the restrictions imposed by law, by the Articles of Incorporation, or by these By-Laws, the Board of Directors may exercise all the powers of the Corporation.

The Board of Directors shall consist of the Officers and District Directors (collectively referred to as "Directors"). The number of Directors shall not be less than three (3) and not more than twenty-five (25). Officers will be elected by the membership at large and one District Director will be elected, district by district, by the Members of each individual district to represent each of the districts now delineated in a plat of Hammersmith, hereto attached and made part of these By-Laws.

The Members of the Board shall be elected annually in accordance with Article VII. There are no quorum requirements for the election of District Directors (other than the quorum requirement for the annual meeting). If the election is to be conducted at the annual meeting the candidate that receives the most votes in each district will be elected. In the event of a tie vote the election will be resolved by casting of lots. Directors shall serve until the end of the next annual meeting.

An Officer or Director may be removed from the Board, with or without cause, and replaced in accordance with the procedures described in Article VI.

Section 2: Qualification of Directors: In cases where both spouses live in the same house in Hammersmith, but only one (hereinafter sometimes referred to as “Member spouse”) is reflected as owner of the house in the Official Public Records of Real Property of Harris County, Texas, that Member spouse and the other spouse (hereinafter sometimes referred to as “non - member spouse”) are qualified to serve as Directors of the Corporation. All Directors shall be either Members of the Corporation or non-member spouses as defined in this section,

Section 3: Meeting of Directors: The Directors may hold their meetings and have offices and keep the books of the Corporation, except as otherwise provided by statute, in Harris County, Texas or in a county adjacent thereto as the Board of Directors may from time to time determine.

Section 4: First Meeting: Each newly elected Board of Directors may hold its first meeting for the purpose of organization and the transaction of business, if a quorum is present, on the same day as the annual meeting of the Members.

Section 5: Regular Meetings: Regular meetings of the Board of Directors shall be held at such time and place as shall be designated, from time to time by the Board of Directors. The Board of Directors shall hold a minimum of three regular meetings per year, in addition to the First Meeting described in Section 4 of this Article V.

Section 6: Special Meetings: Special meetings of the Board of Directors shall be held whenever called by the President, Vice President, Secretary or a majority of the Directors then in office.

Section 7: Open Board Meetings: All regular and special meetings of the Board of Directors shall be open to Members, subject to the right of the Board to adjourn a board meeting and reconvene in closed session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the Corporation’s attorney, matters involving the invasion of privacy of individual Members, or matters that are to remain confidential by request of the affected parties and agreement of the Board. Following a closed session, any decision made in that closed session must be summarized orally and placed in the minutes, in general terms, without breaching the privacy of the individual Members, 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 the closed session.

Section 8: Notice: Members shall be given notice of the date, time, 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 a closed session. The notice shall be either:

- (a) mailed to each Member not later than the 10th day or earlier than the 60th day before the date of the meeting, or

- (b) provided at least 72 hours before the start of the meeting by:
  - (1) posting the notice in a conspicuous manner reasonably designed to provide notice to Members in a place located on the Corporation's common property or on an internet website maintained by the Corporation, and also;
  - (2) sending the notice by e-mail to each Member who has registered an e-mail address with the Corporation. It is a Member's duty to keep an updated e-mail address registered with the Corporation.

If the Board recesses a regular or special board meeting to continue later the same day or the following regular business day, the Board is not required to post notice of the continued meeting if the recess was taken in good faith and not to circumvent this section. If a regular or special board meeting is continued to the following business day, and on that following day the Board continues the meeting another day, the Board shall, within two hours after adjourning the meeting being continued, give notice of the continuation by posting the notice in a conspicuous manner on the Corporation's common property, as described above, and/or on an internet website maintained by the Corporation.

Section 9: Meetings Without Notice: The Board of Directors may meet by any method of communication, including electronic and telephonic, without the prior notice to Members required above in Section 8 of this Article V, 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 as required above in Section 8 of this Article V 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 as required above in Section 8 of this Article V, consider or vote on:

- (a) fines;
- (b) damage assessments;
- (c) initiation of foreclosure actions;
- (d) initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety;
- (e) increases in assessments;
- (f) levying of special assessments;
- (g) appeals from a denial of architectural control approval; or
- (h) a suspension of a right of a particular Member before the Member has an opportunity to attend a board meeting to present his position, including any defense, on the issue.

Section 10: Minutes: The Board of Directors shall keep a record of each regular and special board meeting in the form of written minutes. The Board of Directors shall make meeting records, including approved minutes, available to a Member for inspection and copying on the Member's written request, in accordance with the Corporation's open records policy.

Section 11: Quorum: The majority of the Directors then in office shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting until later in that same day or until the next day without notice, other than by announcement at the meeting. The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, except as otherwise provided by law, the Articles of Incorporation of the Corporation, or by these By-Laws.

Section 12: Order of Business: At meetings of the Board of Directors, business shall be transacted in such order as from time to time the Board of Directors may determine. At all meetings of the Board of Directors, the President shall preside; and in the absence of the President, the Vice President shall preside and, in the absence of the Vice President, a Chairman shall be chosen from the Directors present. The Secretary of the Corporation shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding Officer may appoint any person to act as Secretary of the meeting.

Section 13: Services; Interested Directors: No Director or Officer of the Corporation shall be required to devote his time or render services exclusively to the Corporation. Each Director and Officer of the Corporation shall be free to engage in any and all other businesses and activities either similar or dissimilar to the business of this Corporation without liability to this Corporation. Likewise, each and every Director and Officer of the Corporation shall be entirely free to act for and serve any other corporation or corporations, entity or entities, in any capacity or capacities and become a director or officer of any other corporation or corporations, entity or entities, whether or not the purposes, business and activities thereof be similar or dissimilar to the purposes, business or activities of this Corporation, without breach of duty to this Corporation or its Members and without liability of any character or description to the Corporation or its Members.

In accordance with Section 209.0052 of the Texas Property Code and these bylaws no contract or other transaction between the Corporation and any person, firm, association, or corporation and no other act of this Corporation shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the Directors of the Corporation are directly or indirectly, pecuniarily or otherwise, interested in such contract, transaction or other act or related to or interested in such person, firm, association or corporation as Director, stockholder, Officer, employee, Member or otherwise. Any Director of the Corporation individually or any firm or association of which any Director may be a Member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the Corporation provided that the fact that he individually or such firm or association is so interested shall be disclosed or known to the Board of Directors or any majority of such persons thereof as shall be present at any meeting of the Board of Directors, or of any committee of Directors having the powers of the full Board, at which action upon any such contract, transaction or other act is taken. If such facts shall be so disclosed or known, any Director of this Corporation so related or otherwise interested may be counted in determining the presence of a quorum at any meeting of the Board of Directors or of such committee at

which action upon any such contract, transaction or act shall be taken; but the approval of such contract, transaction or act shall require a majority of the disinterested Directors present at any meeting of the Board of Directors or of such committee at which action upon such contract transaction or act shall be taken.

## ARTICLE VI.

### Officers and District Directors

Section 1: Titles and Term of Office: The Officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. One person may hold more than one position on the Board by serving as both an Officer and District Director.

Section 2: Removal of Officers and District Directors: The following provisions are made for the removal and replacement of Officers and District Directors:

- (a) **Officer Removal.** Any Officer may be removed from the Board, with or without cause, by the affirmative vote of a majority of the Members at a special meeting called for that purpose. In the event of the removal of an Officer, a successor for the removed Officer shall be elected by a majority vote of the Members who are present and voting (either in person, by proxy, electronic or absentee ballot, as authorized) at the meeting at which the Officer was removed. The Officer whose removal is proposed shall be given the opportunity to be heard at the meeting.
- (b) **District Director Removal.** Any District Director may be removed from the Board, with or without cause, by the affirmative vote of a majority of the Members in the District represented by the District Director at a special meeting of the Members in the District called for that purpose. Quorum for any such special meeting of the Members in a District to vote on removing a District Director shall be one-half of the Members in that District (as reflected on the books and records of the Corporation) who are present either in person, by proxy, electronic or absentee ballot, as authorized. In the event of the removal of a District Director, a successor for the removed District Director shall be elected by a majority vote of the Members in the District represented by the District Director who are present and voting (either in person, by proxy, electronic or absentee ballot, as authorized) at the meeting at which the District Director was removed. The District Director whose removal is proposed shall be given the opportunity to be heard at the meeting.
- (c) **All Officers and District Directors.** If the Board of Directors is presented with written documented evidence from a database or other record maintained by a governmental law enforcement authority that a person on the Board has been convicted of a felony or crime involving moral turpitude, the person is immediately ineligible to serve on the Board and shall, therefore, be immediately removed.



- (d) Any Board Member may also be removed by a vote of a majority of the remaining Board Members as the result of that person's failure, without just cause, to attend three (3) consecutive, regularly scheduled meetings of the Board of Directors. "Just cause" means any event that, in the reasonable, good faith judgment of the Board, prevents a person from attending a meeting and includes, without limitation, death or serious injury to a member of the Director's family or other person with whom the Director has a long-term relationship, a mental or physical ailment or impairment that prevents the person from attending a meeting, and any mandatory business engagement related to the person's livelihood and/or employment.

Section 3: Replacement of Officers and District Directors: Vacancies on the Board caused by reasons other than removal by a vote of the Members shall be filled by the remaining Board Members. A Board Member elected or appointed to fill a vacancy on the Board shall serve the unexpired term of the position.

Section 4: Qualifications of Officers: In cases where both spouses live in the same house in Hammersmith, but only one (hereinafter sometimes referred to as "Member spouse") is reflected as owner of the house in the Official Public Records of Real Property of Harris County, Texas, that Member spouse and the other spouse (hereinafter sometimes referred to as "non-member spouse") are qualified to serve as Officers of the Corporation. All Officers shall be either Members of the Corporation or non-member spouses as defined in this section.

Section 5: Powers and Duties of the President: The President, subject to the control of the Board of Directors, shall be in general charge of the affairs of the Corporation in the ordinary course of its business, he shall preside at all meetings of the Members and of the Board of Directors; he may make, sign and execute all deeds, conveyances, assignments, bonds, contracts and other obligations and any and all other instruments and papers of any kind or character in the name of the Corporation; and, he shall do and perform such other duties as may from time to time be assigned to him by the Board of Directors.

Section 6: Vice Presidents: Each Vice President shall have the usual powers and duties pertaining to his office together with such other powers and duties as may be assigned to him by the Board of Directors, and the Vice President shall have and exercise the powers of the President during that Officer's absence or inability to act. Any action taken by a Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Section 7: Treasurer: The Treasurer shall have custody of all the funds and securities of the Corporation which come into his hands. When necessary or proper, he may endorse, on behalf of the Corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated in the manner described by the Board of Directors; he may sign all receipts and vouchers for payments made to the Corporation, either alone or jointly with such Officer as is designated by the Board of Directors, whenever required by the Board of Directors, he shall render a statement of his cash account; he shall enter or cause to be entered regularly on the books of the Corporation to be kept by him for that purpose full and accurate accounts of all moneys received and paid out on account of the Corporation; he shall at all reasonable times exhibit his books and accounts to any Director of the Corporation during business hours; he shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; he shall, if required by the Board of Directors, give such bond for the faithful discharge of his duties in such form as the Board of Directors may require.

Section 8: Secretary: The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Members in books provided for that purpose; he may sign with the President or a Vice President in the name of the Corporation all contracts, conveyances, transfers, assignments, authorizations and other instruments of the Corporation, and affix the seal of the Corporation thereto. He shall have the charge of and maintain and keep such books, records and papers as the Board of Directors may direct, and he shall in general perform all the duties incident to the office of the Secretary subject to the control of the Board of Directors.

Section 9: District Directors: District Directors participate in the governance of the Corporation as full members of the Board of Directors. District Directors represent their districts and facilitate communication between the membership and the Board.

## ARTICLE VII

### Elections

Section 1: Directors shall be elected annually to serve a term of one year. Prior to the annual meeting of the Corporation or annual election, The President will establish an election committee with a chair to be appointed by the board. The chair will in turn designate the remaining members of the committee. The duties of the election committee will be to seek candidates for the positions on the board and to organize the election of Officers and District Directors who will take office at the conclusion of the annual meeting. A candidate for a particular District Director position need not live in that district. The Board may, at its option, conduct the annual election of Officers and Directors either (i) through a balloting process approved by the Board, or (ii) at the annual meeting. In either instance, once the process has been approved by the Board, the election shall be administered by the election committee.

Section 2: All votes in the annual election will be cast by written ballot. In accordance with the voting rights described in Section 7 of Article IV, Members of the Corporation shall be entitled to one vote in an election for each building site owned. Any vote cast in the election must be in writing and signed by the Member. All written ballots must be retained for at least twenty (20) days, unless a recount has been demanded in accordance with Section 209.0057 of the Texas Property Code. Tabulation of and access to ballots must be handled in accordance with Sections 209.00594 and 209.0057 of the Texas Property Code. In a Corporation-wide election written and signed ballots are not required for uncontested races.

## ARTICLE VIII.

### Contracts, Checks, Drafts, Bank Accounts, Etc.

Section 1: The Board of Directors, except as in these By-Laws otherwise provided, may authorize any Officer or Officers, agent or agents, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors or expressly authorized by the By-Laws, no Officer or agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to an amount.

Section 2: No loan shall be contracted on behalf of the Corporation, and no negotiable papers shall be issued in its name unless authorized by the vote of the Board of Directors.

Section 3: All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select and for the purpose of such deposit the President, Vice President, the Treasurer, the Secretary or any other Officer or agent or employee of the Corporation to whom such power may be delegated by the Board of Directors, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

## ARTICLE IX.

### Miscellaneous Provisions

Section 1: Fiscal Year: The fiscal year of the Corporation shall end at midnight on December 31 of each calendar year.

Section 2: Seal: The seal of the Corporation shall be circular in form and shall have inscribed thereon the name of the Corporation.

Section 3: Resignations: Any Director or Officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein; or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of the resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 4: Open Records: The books and records of the Corporation, including financial records, shall be 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, as provided by Texas Property Code Chapter 209, Section 209.005 and in compliance with the Corporation's open records policy.

## ARTICLE X.

### Indemnification

The Corporation shall indemnify each person who is serving as a Director or Officer of this Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim made against him or her on any threatened or pending action, suit or proceeding, whether civil, criminal, administrative or investigative, to which he or she may be a party or is threatened to be made a party by reason of his or her being, or having been, such Director or Officer. Indemnification hereunder shall include such sums as independent counsel selected by the Board of Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding, including payments in settlement to avoid expenses of litigation; provided, however, that no Director or Officer shall be indemnified with respect to matters (i) as to which he or she shall be adjudged in such action, suit or proceeding to be liable for willful negligence or misconduct in the performance of duty, (ii) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Board shall not deem reasonable payment in settlement of any such claim, action, suit or proceeding including payments in settlement to avoid expenses of litigation, or (iii) with respect to matters for which indemnification shall be provided by insurance reimbursement to which Directors or Officers are entitled.

The indemnification permitted by this Article shall continue as to a person who has ceased to be a Director or Officer with respect to activities during his term of office and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI.

Amendments

These By-Laws may be supplemented, altered, amended or repealed by the affirmative vote of a majority of either (i) the Members of the Corporation present, in person or by proxy (and/or absentee or electronic ballot, as authorized), at any regular or special meeting of the Members or (ii) the Board of Directors at any regular or special meeting of the Board, effective as of the date of such vote, to be ratified by a majority of the Members of the Corporation, present or by proxy (and/or absentee or electronic ballot, as authorized), at the next annual meeting of the Corporation; but if not so ratified by the Members of the Corporation at such next annual meeting, then said By-Laws changes shall be void ab initio and shall be of no effect. The Directors shall be held harmless and indemnified with respect to any actions taken in good faith reliance on such amendments prior to action by the Members at the annual meeting. Any proposed change in the By-Laws shall be described in the notice of the meeting at which the change will be submitted to a vote.

Hammersmith District Map

