

BY-LAWS  
OF  
THE TOWER OAKS CIVIC CLUB, INC.

ARTICLE I  
NAME AND PURPOSE

1.1 Name

The name of the corporation is the Tower Oaks Civic Club, Inc.

1.2 Purpose

This corporation is organized for charitable and educational purposes. The purpose of the organization shall be to promote the civic, cultural and general welfare of the residents and property owners of the Tower Oaks Addition. More specifically, the corporation is created solely as an organization described in section 501(c) (3) and exempt from taxation under section 501(a) of the Internal Revenue Code of 1954 or corresponding provisions hereinafter in effect. The corporation shall be operated exclusively for such purposes; no part of its net earnings shall inure to the benefit on any private member, director or individual; no substantial part of its funds shall be spent to carry on propoganda to directly influence legislation, or to directly intervene in a political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE II  
MEMBERSHIP

Membership in this organization shall be open to all residents and/or property owners of Tower Oaks. Said members shall pay such dues and assessments and have such rights as are provided in the By-Laws of this organization. A member who becomes a non-resident and/or disposes of this property automatically ceases to be a member. The Board of Directors of the Corporation shall not have the right to suspend members for the non-payment of dues.

2.4 Voting rights

All members shall have voting rights on the election of directors and all issues brought to the General Membership for a referendum vote. Each member will have one vote and one vote only per lot assessed by the Association. The voting eligibility for members shall be established yearly by the Board of Directors and notification of the conditions of eligibility shall be sent with the annual meeting notice.

2.5 Dues and Fees

All members shall pay dues to this Corporation in an amount and a manner set forth by the Corporation's Board of Directors. The Assessment shall be set by the Board of Directors at least 30 days in advance of the Year End Closing of the Corporate books. All members shall be informed of this annual assessment rate at least 30 days before the assessment is to become due. The dues limit, for the following year, shall be set by vote of the General Membership at the annual meeting.

ARTICLE III

MEETINGS AND QUORUMS

3.1 Date and time of the Annual Meeting

The annual meeting of the Corporation shall be held within 120 days of the closing of the Corporation's books and records for that year, on a day, place, and time to be established by the Board. It shall be the duty of the Secretary of the Corporation to give a minimum of 15 days notification to all members of the Corporation to be sent by regular mail to the last recorded address in the Corporation's Records.

3.2 Order of Business

The order of business for the annual General Membership Meeting shall be as follows:

1. Call to order
2. Roll call - Registration
3. Reading of the notice of the Annual Meeting.
4. Reading of the Minutes of the last Annual Meeting.
5. Committee Reports
6. President's "State of the Association Report"
7. Reports of the Officer/Directors, Special Directives of the President, and Announcement of Special Meetings
8. Election of New Directors for the seats of the Directors whose terms have expired
9. Old Business
10. New Business
11. Other business as may be brought before the Directors
12. Adjournment

Special meetings of the General Membership may be called by a majority vote of the Board, by a petition to the Board of not less than 25% of the General Membership, or by the call of the President and the Secretary of the Corporation. The Membership shall be notified of a Special General Meeting in the same manner as notified for the Annual Meeting and all procedures herein for the Annual Meeting will govern the Special Meeting.

3.3 Quorum for the Annual Meeting

One Tenth (1/10) of the General Membership, 10%, shall constitute a Quorum for the purposes of the transaction of business at a General Membership Meeting. For the purpose of determining a quorum all members present and all proxies, duly registered with the Secretary of the Corporation, prior to the Annual Meeting, shall be counted. If a quorum is not present at a regularly called general meeting the membership present will set the date for the next general meeting call, at which time the meeting will be held with proper notification of the General Membership as called for in these By-Laws for a regular general meeting. Those in attendance at this second call meeting shall constitute a quorum.

ARTICLE IV

## BOARD OF DIRECTORS

## 4.1 Number, Tenure, Election and Vacancies

The direction and management of the affairs of the Corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors (the "Board") which shall consist of not less than five (5) nor more than seven (7) persons. The number of Directors to be elected shall be specified by each Board one month prior to the Corporate Annual Meeting, and adjusted as the work-load and the size of the Board's projects dictate. The notice for the Annual Meeting shall specify the number of directors to be elected for the following year. Directors shall be elected at the Regular Annual Meeting of the Association by the vote of the members and shall serve a term of three (3) years and until a successor is duly elected and qualified. The Candidate(s) receiving the greatest number of votes either in person or by proxy at the meeting shall be elected. If at any time the entire Board of Directors should be impeached, resign, or for any reason disband, a five (5) member Board shall be elected at the next Annual Meeting, or at a Special Meeting. The two (2) Candidates receiving the greatest number of votes shall serve for three (3) years. The two (2) receiving the next greatest number of votes shall serve for two (2) years. The Candidate receiving the next greatest number of votes shall serve for one (1) year. Thereafter, the Directors shall be elected as if voted upon in normal session, with each Director holding a term of three (3) years and until a successor is duly elected and qualified. The Association shall not be without a duly elected Board for more than thirty (30) days. If this event should occur, on the next business day following the 30th day, a Special Irregular Meeting of the Corporation shall be called. Those people in attendance shall constitute a quorum and shall elect a Board. That Board shall function until replaced under provisions of these By-Laws, or until the expiration of the original terms of office; then, its respective successors shall be elected, and duly qualified, for terms of three (3) years. No elected Director shall succeed himself, through election, to the Board for a period of one year after his term has expired. Members of the same immediate family cannot serve as Directors while another member of the immediate family is serving as a Director.

A vacancy shall be declared in any seat on the Board upon the death or resignation of the occupant thereof, upon the disability of any occupant rendering the person permanently incapable of participating in the management and affairs of the Corporation, or upon the event that any Director should be absent for three consecutive meetings without adequate reason (as determined by the remaining Board Members). Upon the expiration of the original terms of office the respective successors shall be elected for terms of three years. In case of a vacancy, the Board shall appoint a successor who shall serve for the unexpired term for which the former occupancy thereof was elected.

The Board of Directors shall also constitute the operating officers of the Corporation. Directors shall be elected as above by the General Membership and shall serve for the terms described above. The Directors shall each year elect from their number, the Corporation's operating offices as enumerated below.

The procedure for the removal of a member of the Board of Directors shall be as follows:

Any member may bring charges against any director/officer of the Corporation by filing the same in writing with the Secretary of the Corporation, together with a petition signed by at least ten percent (10%) of the members of the corporation, requesting the removal of the director/officer in question. The Secretary of the Corporation shall give such director/officer written notice of the charges at least fifteen (15) days prior to the date of the next General Membership, or Special General Membership meeting; a hearing shall be held and such charges shall be considered. The person charged and the person or persons bringing the charges against him shall be given the opportunity to be heard in person or through counsel and to present witnesses. At the conclusion of such a hearing, a majority vote of the members present shall decide the issue.

#### 4.2 Meetings of the Board of Directors

Meetings of the Board of Directors shall be held monthly on a fixed day or date to be set by the Board. Sufficient notification of the Board members shall be deemed as given when this date is announced at the first Board meeting after the General Membership Meeting and duly recorded in the Minutes. This Board meeting may be cancelled by the President and the Secretary, with proper notification given the Board Members in advance of the scheduled meeting.

Business of the Board of Directors may be transacted by telephone if a minimum of two thirds (2/3) of the Board members are contacted and cast their vote in the affirmative for the proposal being presented.

It is the option of the Board to allow general membership attendance at Board Meetings or to hold closed Board Meetings.

#### 4.3 Quorum for Board Meetings

A majority of the Directors shall constitute a quorum for the transaction of business at all meetings convened according to these By-Laws.

### ARTICLE V

#### GENERAL OFFICERS

##### 5.1 Election

The Officers of this Corporation shall be a president, and executive vice president, a vice president, a secretary, an assistant secretary, a treasurer and an assistant treasurer and such other officers as may be determined by the Board. The assistant secretary and treasurer shall only be elected when the work load of the Board requires seven (7) members. At the Board's first meeting and at the Board meeting immediately following the Annual General Membership Meeting the Board shall elect the Officers. The Officers shall hold office for a period of one year and until their successors are elected and qualify. The secretary and the treasurer offices may be combined, at the election of the Board.

(5.1 Cont.) The president and the executive vice president may only be elected from those Board Members who have served one year on the Board. The president(s) retiring from the Board at the end of their terms shall be required to serve one additional year on the Board as an advisor.

### 5.2 Attendance at Meetings

The president, and in his absence the executive vice president, shall call meetings of the Board to order, and shall act as chairman of such meetings, and the secretary of the Corporation shall act as secretary of all such meetings, but in the absence of the secretary the chairman may appoint any person present to act as secretary for the meeting. If any officer shall fail to attend the regular monthly meetings of the Board for three (3) successive meetings without good and valid reasons for his or her absence in the judgement of the Board, such officer shall automatically cease to be a Member of the Board and the vacancy will be filled as above.

### 5.3 Duties

The Principal Duties of the several officers are as follows:

(a) President. The president shall preside at all meetings of the Board. He shall be the Chief Executive Officer of the Corporation, and, subject to the control of the Board, shall have general charge and supervision of the administration of the affairs and business of the corporation. He shall see that all orders and resolutions of the Board are carried into effect. He shall sign and execute all legal documents and instruments in the name of the Corporation when authorized to do so by the Board and shall perform such other duties as may be assigned to him from time to time by the Board. He shall also have the power to appoint and remove subordinate employees. The president shall submit to the Board plans and suggestions for the work of the corporation, shall direct its general correspondence and shall present his recommendations in each case to the Board for decision. He shall also submit a report of the activities and the business affairs of the corporation at each Annual Membership Meeting.

(b) Executive Vice-President. The executive vice-president shall discharge the duties of the president in the event of his absence or disability for any cause whatever, and shall work with the president, at the president's direction, in the execution of the president's duties. He shall also perform such additional duties as may be prescribed from time to time by the Board.

(c) Vice-President. The vice-president shall discharge the duties of the president in the event of the president's and the executive vice-president's absence or disability for any cause whatever, and shall perform such additional duties as may be prescribed from time to time by the Board.

(d) Secretary. The secretary shall have charge of the records and correspondence of the Corporation under the direction of the president and the Board, and shall be the custodian of the seal of the Corporation. He shall give notice of and attend all meetings of the Board. He shall take and keep true Minutes of all meetings of the Board and the General Membership Meeting. He shall discharge such other duties as shall be assigned to him by the president, or the Board. In case of the absence or disability of the secretary his assistant or an appointed member of the Board may perform his duties.

(e) Assistant Secretary. The assistant secretary shall discharge the duties of the secretary in the event of his absence or disability for any cause whatever, and shall perform such additional duties as may be prescribed from time to time by the Board.

(f) Treasurer. The treasurer shall keep account of all monies, credits and properties of the Corporation which shall come into his hands and keep an accurate account of all monies received and discharged. Except as otherwise ordered by the Board, he shall have the custody of all the funds and securities of the Corporation and shall deposit the same in such banks or depositories as the Board shall designate. He shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board and by appointment to the inspection of the general membership. He shall also submit a report of the accounts and financial condition of the Corporation at the Annual Membership Meeting and at each Board meeting. The treasurer shall, under the direction of the Board, disburse all monies and sign, with another officer, all checks and other instruments drawn on or payable out of the funds of the Corporation, which checks, however, may be signed by any two officers and members of the Board. All checks and above instruments will require two (2) signatures of two (2) separate officers of the Corporation. He shall also make such transfers and alterations in the securities of the Corporation as may be ordered by the Board. In general, the treasurer shall perform, or oversee, all the duties which are incident to the office of treasurer, subject to the Board and shall perform such additional duties as may be prescribed from time to time by the Board. In case of absence or disability of the treasurer, the assistant treasurer or an appointed member of the Board will perform his duties.

(g) Assistant Treasurer. The assistant treasurer shall discharge the duties of the treasurer in the event of his absence or disability for any cause whatever, and shall perform such additional duties as may be prescribed from time to time by the Board.

#### 5.4 Compensation

No Officer or Director of this Non-Profit Corporation shall receive compensation for his services to this Corporation.

### ARTICLE VI

#### COMMITTEES

##### 6.1 Standing Committees

The following are Standing Committees, and their general charge, whose Chairpeople shall be appointed from the Board and by the Board yearly at the first Board meeting following the General Membership Meeting.

1. The Nominating Committee - To keep a list of interested members for yearly nomination to the Board, to supply names of members to Committee Chairpeople looking for help, and to see that the Board and the Committees are properly staffed.

2. The Membership Committee - To keep an accurate list of members, to actively solicit new members, to certify proper membership qualifications, and to bill and collect the annual membership fees.
3. Future Projects - To prepare information for organization on future events that may require the Club's action.
4. Deed Restrictions - To enforce the existing Deed Restrictions as required by the Covenants.
5. The Architectural Control Committee - To monitor new construction and additions to existing structures.

The following are Standing Committees, and their general charge, whose Chairpeople shall be appointed by the Board yearly at the first Board meeting following the General Membership Meeting.

1. Security - To monitor security for the subdivision, including security contracts issued by the Board and the action of member/homeowners on the Crimewatch Committee.
2. Flood Control - Monitor flooding situations with the proper State, Local and Federal Agencies.
3. Beautification - To monitor and award homeowner/members for maintaining their property and to monitor the planting and care of all Common areas.
4. Hospitality - To welcome new homeowners in the subdivision and inform them about the Club and the community.
5. CCUCA - To attend and relate information from the Cypress Creek United Civic Association, Inc. monthly meetings.
6. The Newsletter Committee - To publish a timely newsletter for the general information of the membership.
7. Other standing committees as may be appointed by Board.

#### 6.2 Ad Hoc Committees

The Board, or the president may at any time appoint single issue Committees to accomplish certain projects which the Board determines will aid the Corporation and its membership.

### ARTICLE VII

#### INSURANCE

The Board will provide whatever insurance it deems is necessary and prudent to protect the Corporation's assets and to insure those Board Member Officers that handle the funds of the Corporation.

ARTICLE VIII

AMENDMENTS

These By-Laws may be amended by a vote of two thirds (2/3) of the members present at a Regular General Membership Meeting or at a Special General Membership Meeting called for that purpose. Provided that a notice of a vote on a proposed By-Laws change be included in the mailing of the notice of the meeting.

ARTICLE IX

FISCAL YEAR

The Fiscal Year of this Corporation shall end on the 31 day, of May, each year. The Annual Meeting of the Corporation shall be at a time, place, and date, to be decided by the Board, it may be no later than 120 days from this fiscal year end closing date. The Corporate year shall be from June 1st of one year to May 31st of the following year.

ARTICLE X

The Corporate seal of this Corporation shall consist of a round seal with the name of the Corporation circling a star.

C E R T I F I C A T I O N

I hereby certify that the above By-Laws were adopted by the members of this Corporation on this 15 day of June, 1983.

TOWER OAKS CIVIC CLUB, INC.

By Miss Dill Ready  
Secretary