

Westbury Civic Club, Inc.

By-Laws

1. Purpose

- 1.1 The purposes of the Westbury Civic Club, Inc. (the "Club") are to improve the appearance of the Westbury area and promote the civic, cultural, educational, health, and general welfare of the residents of the Westbury and Parkwest subdivisions in Harris County, Texas (collectively, the "Community").
- 1.2 These By-Laws shall take effect upon approval of a majority of the membership who cast votes on its ratification.

2. Membership

- 2.1 Membership in the Club shall be open to all residents in the Westbury community.
- 2.2 A member in good standing is defined as one who is current in the payment of annual dues.
- 2.3 Members in good standing shall have the right to initiate resolutions, plans, policies and projects which, when passed by a majority of those present and voting at any general or special meeting shall be binding upon the Club and the Board.
- 2.4 Members in good standing shall have all the rights and privileges of membership including the right to vote and to hold office. However, only one household member at a time may vote, hold office or chair a committee.
- 2.5 Members agree to abide by any deed restrictions applicable to their property, endeavor to maintain a neat appearance of their property, and consider the best interests of the Community and their neighbors.

3. Business Office

- 3.1 A business office shall be maintained within the general vicinity of the Community for the collection and maintenance of the records of the Club and such other documents as may be required to support the business of the Club.
- 3.2 A support staff to serve the needs of the Members may be engaged as deemed appropriate by the Board of Directors of the Club. However, all employees of the Club shall be considered "at will" employees, and any terms of employment to the contrary whether written or oral, shall be deemed null and void. The Club's office staff shall report to the President.
- 3.3 The Club shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the registered office may be changed from time to time by the Board.

4. Board of Directors

- 4.1 There shall be a Board of Directors (The "Board") composed of the Officers and Directors as required by the Articles of Incorporation of the Westbury Civic Club, Inc.
- 4.2 It shall be the duty of the Board to conduct the business and affairs of the Club.
- 4.3 The Board shall consist of four (4) Officers, Section Directors, and Directors-at-Large as provided in Sections 5 and 6 of these Bylaws.
- 4.4 The term of office for Officers and Directors shall be one year commencing January 1st.

5. Officers

- 5.1 Officers of the Club shall be the President, Vice President, Secretary and Treasurer. Eligibility to serve as an officer shall reside with any Member in good standing who resides in the Community.
- 5.2 Officers shall be elected by a plurality vote of Members in good standing and casting votes in an election.
- 5.3 The duties of the officers shall be;
 - 5.3.1 President
 - 5.3.1.1 The President shall sign all official documents for the Club.
 - 5.3.1.2 The President shall perform all duties normally appertaining to the office.
 - 5.3.1.3 The President shall serve as chair of all meetings of the Board and the Membership.
 - 5.3.1.4 The President shall not vote at Club meetings except to break a tie.
 - 5.3.1.5 The President shall nominate committee chairpersons for approval by the board.
 - 5.3.1.6 The President may appoint a Parliamentarian, subject to approval of the Board.
 - 5.3.1.7 The President shall be an ex-officio member of all committees but shall not preside over committee meetings.
 - 5.3.2 Vice-President
 - 5.3.2.1 The Vice-President shall assist the President as required to further the goals of the Club.
 - 5.3.2.2 In the absence of the President, the Vice-President shall serve as chair of all meetings and may perform all functions and duties associated with the office of President.
 - 5.3.2.3 In the event of the resignation, removal or inability to serve of the President, the Vice-President shall immediately assume the office of the President.
 - 5.3.3 Secretary
 - 5.3.3.1 The Secretary shall attest to all official documents for the Club.
 - 5.3.3.2 The Secretary shall keep and maintain full and impartial records of the activities of the Club as required by law.
 - 5.3.3.3 Records to be kept and maintained shall include membership rolls, voting records, minutes, corporate documents, bylaws and such other records as may be required by law. The secretary shall maintain a list of eligible voters in accordance with Article 1396-211B of the Texas Non-Profit Corporation Act.
 - 5.3.3.4 The Secretary shall insure that the records of the Club shall be available by appointment for inspection by any Member during the regular business hours of the Club.
 - 5.3.3.5 The Secretary shall, within five business days of leaving office, turn over all records of the Club to the Secretary-elect. The Secretary-elect shall inspect the records of the Club as delivered by the preceding Secretary and shall provide a written receipt for those records.
 - 5.3.3.6 In the absence of the President and Vice-President the Secretary shall serve as chair of all meetings.
 - 5.3.4 Treasurer
 - 5.3.4.1 The Treasurer shall be the custodian of all funds of the Club.
 - 5.3.4.2 The Treasurer shall keep a correct and faithful account of all receipts and expenditures of the Club.
 - 5.3.4.3 The Treasurer shall insure that the financial records of the Club shall be available by appointment for inspection by any Member during the regular business hours of the Club.
 - 5.3.4.4 The Treasurer shall present a report of income and expenses since the last meeting, as well as a statement of current financial condition, at each general or annual meeting of the Board or Membership.

5.3.4.5 The Treasurer shall, within five business days of leaving office, turn over all records of the Club to the Treasurer-elect. The Treasurer-elect shall inspect the records of the Club as delivered by the preceding Treasurer and shall provide a written receipt for those records.

5.3.4.6 In the absence of the President, Vice-President and Secretary, the Treasurer shall serve as chair of all meetings and may perform all functions and duties associated with the office of President.

6. Directors

6.1 Section Directors

6.1.1 There shall be one Section Director elected to represent each section of the Westbury and Parkwest subdivisions as designated on the plat or map thereof, in the map records of Harris County, Texas, with the exception of Westbury Sections 3, 4 & 5. For the purposes of the Club and these Bylaws only, there shall be two Section Directors each for Section 3 and Section 4. There shall be one Section Director elected to represent that portion of Westbury Section 5 that lies West of Hillcroft Street, which area shall be designated as Westbury Section 5 West. There shall be one Section Director elected to represent the remainder of Westbury Section 5, which area shall be designated as Westbury Section 5 East.

6.1.2 Eligibility to serve as a Section Director shall reside with any Member in good standing residing in that section

6.1.3 Each Section Director shall be elected by a plurality of the votes of the Members in that Section.

6.2 Directors-at-Large

6.2.1 There shall be seven Directors-at-Large, each of whom shall be elected by a plurality vote of the membership of the Club.

6.2.2 The Director-at-Large positions shall be:

- Director of Community Relations
- Director of Deed Restrictions Compliance
- Director of Flood Control and Infrastructure
- Director of Maintenance and Beautification
- Director of Membership
- Director of Security
- Director of Volunteer Coordination

6.2.3 Eligibility to serve as a Director at Large shall reside with any Member in good standing residing in the Community.

7. Vacancies, Resignation, and Removal

7.1 Any Officer or Director may resign at any time by submitting written notice to the Board, the President, or Secretary. Such Resignation shall take effect on the date of receipt of such notice, or at any later time as may be specified therein. Unless stated within the notice, acceptance of the resignation shall not be necessary to make the resignation effective.

7.2 If any Board Member fails to attend three consecutive meetings of the Board without valid reason for the absences in the judgment of the Board, such Board Member may be removed upon a majority vote of the Board.

- 7.3 Any Board Member may be removed from office for any cause other than absences by a 2/3 vote of the Members casting votes in a special election or meeting called for such purpose. Notice of the special election or meeting, providing the reason for the removal, must be published in the Official Publication at least ten days prior to such special election or meeting.
- 7.4 Vacancies on the Board shall be announced in the Official Publication. The announcement of the vacancy shall include an invitation for qualified Members to submit their recommendations or an expression of their own interest in filling the vacant position.
- 7.5 All vacancies of the Board shall be filled by vote of the Board, at the next regular Board meeting occurring after publication of the announcement of the vacancy in the Official Publication.
- 7.6 The Member selected to fill the vacant office shall meet all criteria for election to that office except for election by vote of members.
- 7.7 All interim appointments shall serve the remainder of the unexpired term.

8. Meetings

- 8.1 Notice of all regular meetings of the Club, both of Membership and of the Board of Directors shall be published in the Official Publication.
- 8.2 Roberts Rules of Order shall govern the conduct of the meetings of the Club except where those Rules conflict with the Articles of Incorporation or these By-Laws. If a conflict arises between these documents, the hierarchy of precedence shall be the Articles of Incorporation, the By-Laws and Roberts Rules of Orders.
 - 8.2.1 The Board may, by a two-thirds affirmative vote of the Board, waive a portion of the By-Laws in order to take timely action on an issue important to the best interests of the Members.
- 8.3 The location for the meeting shall be in the proximity of the Westbury neighborhoods as determined by the Board.
- 8.4 The regular meetings of the Club shall be scheduled to start not earlier than 7:00 P.M. nor later than 8:30 P.M.
- 8.5 The Board of Directors shall meet each month on a date and at a location as determined by the Board.
- 8.6 The President may call a Special Meeting of the Board at his/her discretion.
- 8.7 A Special Meeting of the Board shall be called by the President when requested to do so in writing by 3 Members of the Board stating the purpose of the meeting. In this case, the meeting shall be called within 10 days.
- 8.8 The Annual Meeting shall be scheduled to start not earlier than 7:00 p.m. nor later than 8:30 p.m.
- 8.9 The Annual Membership Meeting shall be held in the month of September on a date that does not conflict with other major community events.
- 8.10 Special Meetings of the Membership may be called in any of the following manners:
 - 8.10.1 The President may, in case of an emergency to be determined by him/her, call a Special Meeting of the membership.
 - 8.10.2 The President shall call a Special Meeting of the Membership upon receipt of a written request of 20 or more Members or a majority of the board members to discuss a specific issue or issues. The Special Meeting so requested shall be held within 60 days of receipt of the request and notice shall be provided to all Members not less than 10 days prior to the meeting. No other business shall be presented other than that for which the meeting is called.

- 8.11 Quorum
- 8.11.1 A quorum must be present at any meeting of the Membership or Board for any action binding on the Club to be taken.
- 8.11.2 A quorum of the Board shall consist of a majority of its members.
- 8.11.3 A quorum of Membership shall consist of the Members in good standing at the meeting.
- 8.12 Officers, Directors and committee members may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.
- 8.13 The President or his/her designee may conduct a phone or E-mail poll of all members of the board in the event an issue arises that requires an immediate decision such that calling of either a special meeting or setting up a phone conference is not deemed practical. The quorum requirements of Section 8.11.2 shall apply. The person conducting the poll shall publish the results of the poll to all board members. The poll results shall be recorded at the next regularly scheduled Board meeting.

9. Elections

- 9.1. Nominations
- 9.1.1 An announcement of the annual election of officers and directors shall be published in the July issue of the official publication of the Club. The announcement shall include an invitation for all members who wish to run for a position to submit their applications to the Club office.
- 9.1.2 Applications must be received in the Club office not later than 4:00 P.M. on the first Thursday in August.
- 9.1.3 The applicants may also submit a statement, not exceeding 100 words in length, describing their qualifications and interest in the position for which they are applying.
- 9.1.4 The President shall appoint a committee to organize the election. The committee shall review all applications to confirm that the applicants are Members in good standing and meet all eligibility requirements for the position to which they are applying as set forth in these by-laws.
- 9.1.5 The names of all candidates and statements, if any, shall be published in the September issue of the official publication.
- 9.2. Voting Procedures
- 9.2.1 Voting for officers and directors shall be by ballot.
- 9.2.2 The ballot for each section shall contain only the names for positions that pertain to that section.
- 9.2.3 Ballots shall be mailed during the first week in October to every member in good standing as listed in the Club records as of the official date of record. The official date of record shall be September 30th.
- 9.2.4 Two return envelopes and a letter of instruction for completing and returning the ballot shall be included with each ballot. One envelope shall be marked only with the section number the member's residence is located in. The other envelope shall be addressed to the Club office. The member shall place the completed ballot in the envelope marked with the section number. This envelope will then be placed in the envelope with the address. The member will sign the outer envelope in the space provided.
- 9.2.5 All ballots must be received by the no later than 4:00 P.M. on the third Saturday in October. Members may return their ballots by mail or hand carry them to the Club office.
- 9.2.6 The President with the approval of the board shall appoint a committee consisting of at least three persons to open and count the ballots. Candidates for board positions shall not be eligible to serve on the committee.

- 9.2.7 When the ballot envelopes are received by the Club, the outer envelope shall be opened and retained until after the election. After confirming that the person submitting the ballot is eligible to vote, the unopened inner envelope containing the ballot shall be placed in a locked ballot box for that section. The boxes shall be opened and the ballots opened and counted within 72 hours after the close of voting. The results of the election shall be published in the next edition of the Official Publication and shall be available in the office.
- 9.2.8 Results of the election may be contested within 10 days of the announcement of votes. The votes shall be canvassed by the board at the next regularly scheduled meeting. The ballots may be destroyed by approval of the board.

10. Budget

- 10.1 The annual budget shall be created on a "Balanced Budget" basis and accounted for on a cash basis. The budget shall be based on estimated dues and assessments to be collected in the coming year. The fiscal year shall be the calendar year.
- 10.2 The budget may be adjusted to reflect the variances in income and expenditures experienced by the Club.
- 10.3 The proposed budget shall be published the Official Publication prior to adoption by the Board. The final budget shall be published in the next issue of the official publication after adoption by the Board. A copy of the final budget shall be available by appointment for inspection by any Member during the regular business hours of the Club.
- 10.4 The Board shall publish a formal report in the June issue of the Official Publication specifying in reasonable detail the items of expenditures incurred by the Club to date.
- 10.5 Board members who are granted responsibility over activities for which a budget category or fund has been established shall have authority to incur expenses or request checks up to the budgeted amount for the purpose of that item. The board may ratify expenditures incurred or authorized.
- 10.6 Expenditures for items not included in the budget shall require Board approval.
- 10.7 All checks shall require two signatures of authorized individuals. Check signing authority shall be limited to the officers of the club. The office manager may also be granted limited check signing privileges with board approval.
- 10.8 The Board may require any Officer or employee of the Club to give a proper surety bond for the faithful accounting of the Club's funds. The premium for such bond shall be paid by the Club.

11. Financial Oversight

- 11.1 The President shall appoint, and the Board shall approve, a Financial Review Committee each year. The Committee shall be composed of three Members who are not currently Officers or Directors of the Club.
- 11.2 The Financial Review Committee shall conduct an annual independent review of the Club's financial records except in years in which an audit is conducted. The review shall be in sufficient detail to assure that the monies of the Club received and disbursed have been properly accounted for to the Members.
- 11.3 The Committee's report shall be presented to the Board at the Board's regular March meeting. The report shall be published in the next regular edition of the official publication.
- 11.4 There shall be an independent audit of the Club's books by a Certified Public Accountant conducted every 3 years commencing with the Fiscal Year 2003.
- 11.5 The Financial Review Committee shall interview and solicit proposals from a minimum of three Certified Public Accountants and shall select one subject to the Board's approval. The Financial Review Committee shall be the recipient of the audit report.

- 11.6 The audit shall be conducted during the first quarter of the next fiscal year and the report shall be presented to the Board at the next regular board meeting following its receipt by the Financial Review Committee.
- 11.7 The audit report shall be published in the next issue of the Official Publication following its presentation to the Board. A copy of the audit report shall be maintained in the Club's business office and shall be available by appointment for inspection by any Member during regular business hours.

12. Publications

- 12.1 The Club shall publish an Official Publication on a monthly basis.
- 12.2 The "Westbury Crier" shall be the official publication of the Club. The domain www.westburycrier.com shall be the official web site of the Club.
- 12.3 The President shall be responsible for the publication and distribution of the Official Publication.
- 12.4 The President shall appoint a Publication Committee for the management and oversight of the compilation, printing and distribution of the Official Publication.
- 12.5 Any [person or legal entity/member or sponsor] may submit an article to the Publication Committee for publication. The Publication Committee shall review the submission for content and length. The Publication Committee may reject any article deemed inappropriate for publication. Any such rejection may be appealed to the Board by submission of a written request submitted to the President or the Club's business office at least one week prior to a regular Board meeting. The Board's decision regarding publication shall be final.
- 12.6 Any member or sponsor may submit a paid advertisement to the Publication Committee for publication. The Publication Committee shall review the submission for content and length. The Publication Committee may reject any advertisement deemed inappropriate for publication. Any such rejection may be appealed to the Board by submission of a written request submitted to the President or the Club's business office at least one week prior to the regular board meeting. The Board's decision regarding the publication shall be final.

13. Amendments

- 13.1 These bylaws may only be amended by a majority vote of a quorum of the Club's membership. The by-laws may not be amended solely by vote of the Board of Directors.
- 13.2 Any member may submit a proposed amendment to the by-laws. Proposed amendments shall be submitted to the Board by 4:00 P.M. on the first Thursday in August.
- 13.3 The Board shall review the proposed amendment(s) at the next regularly scheduled Board meeting. The Board shall vote on whether or not the proposed amendment shall be presented to the Membership for a vote.
- 13.4 In the event the Board votes not to present the proposed amendment to the Membership the member submitting the proposed amendment shall be notified in writing of the Board's decision. The member may then petition the Board to have the proposed amendment placed on the ballot. The petition must contain the signatures of at least 50 members in good standing to be valid. Upon receipt of the petition the Board shall verify the validity of the signatures. Upon verification of the required number of signatures the Board shall place the proposed amendment on the ballot.
- 13.5 Amendments to the by-laws shall be voted on by the general membership at the same time as the election of officers and directors. Proposed amendments shall be mailed to each member in good standing along with the ballots for officers and directors. The member shall vote "yes" or "no" on each amendment, and return the completed amendment ballot along with the completed ballot for officers and directors.
- 13.6 The results of the vote of the Membership whether to amend the by-laws shall be published in the next edition of the Official Publication.

Amended 17 September, 2003

14. Committees

- 14.1 The President or the Board may create such committees as deemed necessary to accomplish the goals of the Club.
- 14.2 The members of committees shall be appointed by the President subject to approval by the Board. The President may delegate authority to select committee members to the Committee Chairman.

15. Indemnification

- 15.1 The Club shall indemnify and hold harmless the Officers, Directors and Committee Chairs against any loss, damage or expense, including but not limited to legal fees, court costs and any sums due as a result of litigation, which such individuals may sustain or incur as a result of any acts or activity taken or not taken on behalf of the Club. Any right of indemnification provided for herein shall not be exclusive of any other rights to which a person may be entitled by law, agreement, Board vote, Member vote or otherwise.

16. Special Provisions

- 16.1 Notwithstanding any contrary provisions of these bylaws or Texas law, the Club may not purchase real property without prior authorization by the membership of the Club.
- 16.2 There shall be no proxy voting.