

July 2005 By-Laws of the Maplewood Civic Club, Inc.

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Article I. Name

The name of this corporation shall be "Maplewood Civic Club, Inc." (hereinafter referred to as the Club).

Article II. Purpose

The purpose of this organization shall be to promote the civic, cultural, aesthetic and general welfare of the residents; and to protect the single family residential character of the Maplewood Addition to the City of Houston, Harris County, Texas.

Article III. Membership

Membership in the Club shall be open, either as an individual membership or family membership, to all residents of the Maplewood Addition to the City of Houston, Harris County, Texas, if such applicants pay all dues and special assessments. Said members shall pay such dues and special assessments and have such rights as are provided in the By-Laws of this organization. A member who becomes a non-resident, or fails to pay dues or special assessments, automatically ceases to be a member. Non-resident owners may pay dues and special assessments, if any, to maintain Club membership; however, membership is limited to one for each residential property

Article IV. Rights of Members

Section A. Members of the Club shall have the right to initiate resolutions, plans, policies and projects which, when passed by a majority of those present, and voting at any meeting at which a quorum is present, shall be binding upon the Club and upon the Board of Directors (hereinafter referred to as the Board).

Section B. Members in good standing shall have the right to vote and hold office in the Club.

Section C. Each family membership and individual membership shall be entitled to one vote whenever votes are to be counted as mentioned in the By-Laws. Each family membership shall be considered as one membership for all purposes of the Club.

Section D. Members shall not be entitled to vote by proxy or by mailed ballot.

Article V. Dues

Section A. The fiscal year shall begin January 1 and end December 31. The annual dues shall be as prescribed and voted by the Board of Directors.

Section B. Delinquent members may be reinstated upon payment of dues and special assessments, if any, for which the member was in arrears for the current fiscal year.

Section C. Dues are not refundable either in part or in whole.

Article VI. Special Assessments

Special assessments against each membership may be levied by a three-fourths vote of the members in good standing present at any Club meeting at which a quorum is present; provided, however, that such proposal for special assessments shall have been submitted in writing at the previous meeting of the Club.

Article VII. Management

The management and administration of the Club shall be vested in the Board, constituted as provided by Article VI of the Articles of Incorporation and Article VIII of the By-Laws and subject to other provisions of the By-Laws.

Article VIII. Officers

Section A. There shall be six Officers of the Club, namely: President, First Vice-President, Second Vice-President, Third Vice-President, Secretary and Treasurer.

Section B. There shall be a Board consisting of the elected Officers of the Club and the immediate past president of the Club.

Article IX. Qualifications for Elected Officers

No member shall be entitled to hold office unless he/she is in good standing with dues and special assessments, if any, paid for the current year.

Article X. Duties and Powers of Officers

Section A. *Duties of President.* Except as provided in Article IV, Architectural Committee of the Deed Restrictions of the Maplewood Addition (hereinafter referred to as the Deed Restrictions), it shall be the duty of the President to preside at all meetings of the Club and the Board; to enforce the By-Laws; to preserve order and decorum; to require all officers and members of the Committees to perform their duties; to appoint Committees and Committee Chairs and to sign all official documents. The President shall be an ex-officio member of all Committees and generally perform all the duties pertaining to his/her office, and shall decide all questions of procedure and order.

Section B. *Duties of First Vice-President.* It shall be the duty of the First Vice-President to aid the President in the performance of his/her duties, and in the absence or inability of that officer to serve, the First Vice-President shall serve in his/her stead; and shall have such duties as the Board deems appropriate.

Section C. *Duties of Second Vice-President.* In the event of the absence of the President and the First Vice-President or their inability to serve, the Second Vice-President shall serve in their stead; and shall have such duties as the Board deems appropriate.

Section D. *Duties of Third Vice-President.* In the event of the absence of the President, the First Vice-President, and the Second Vice-President or their inability to serve, the Third Vice-President shall serve in their stead; and shall have such duties as the Board deems appropriate.

Section E. *Duties of Secretary.* It shall be the duty of the Secretary to keep full and impartial records of the Club and the Board; to perform such other duties as may be prescribed by the Board. His/her records shall at all times be open for inspection by the President, members of the Board, or any other member of the Club. He/she shall, within five days after retiring from office, deliver to his/her successor all papers and other property in his/her possession belonging to the Club.

Section F. *Duties of Treasurer.* It shall be the duty of the Treasurer to be the custodian of all Club funds, and to keep a correct and faithful account of all receipts and expenditures; and to keep all books belonging to his/her office, which shall at all times be open to inspection by the President, or any other member of the Club. The Treasurer shall submit a report at all meetings in detail of all income and expenditures, and a detailed report of balances of cash on hand as of the last day of the preceding calendar quarter end. He/she shall within five days after retiring from office, deliver to his/her successor all monies, papers and other property in his/her possession belonging to the Club.

Article XI. Duties and Powers of the Board of Directors

Section A. The Board shall have, subject to Article IV, Section A, of the By-Laws, the entire charge, control of the administration and management of the affairs of the Club, subject to Section B of this Article. The Board shall execute all measures and proceedings necessary to advance the purposes of the Club. It shall keep a correct record of proceedings.

Section B. The Board shall have the power to expend such sums of money as are necessary for the maintenance of the Club, not to exceed the amount at such time in the hands of the Treasurer of the Club. The Club may, however, incur indebtedness in such sums as a three-fourths vote of a quorum present at a special meeting called for that purpose.

Article XII. Committees

Section A. With the exception of the Architectural Committee, the number and duties of all committees shall be determined by the President with the approval of the Board.

Section B. With the exception of the Architectural Committee, the members of such committees shall be appointed by the Chairs of those Committees with the approval of the President .

Section C. The Architectural Committee shall be a permanent standing committee of the Club. The business of the Committee shall be to administer the Deed Restrictions. The number, qualifications, election, duties and responsibilities of the members shall be exclusively governed by Article IV, Architectural Committee of the Deed Restrictions of the Maplewood Addition.

Section D. The Club shall provide financial, legal and organizational support to the Architectural Committee as provided in Article IV, Architectural Committee of the Deed Restrictions of the Maplewood Addition.

Article XIII. Meetings

Section A. The annual meeting of the Club shall be held on the second (2nd) Thursday in November.

Section B. Special meetings may be called by the following persons and in the following manner:

1. The President may in case of an emergency call a meeting of the Board or the full membership of the Club.

2. It shall be the duty of the President to call a meeting of the full membership of the Club whenever requested to do so by vote or in writing by a majority of the members of the Board stating the purpose of the meeting.

3. It shall be the duty of the President to call a meeting of the full membership of the Club upon written request of twenty (20) or more members, which request shall state the subject of the called meeting.

4. It shall be the duty of the President to call a meeting of the Board when requested to do so by vote or in writing by three (3) members thereof, stating the purpose of the meeting. Said meeting shall be called within seven (7) days of receipt by the President of such notice requesting a meeting of the Board. Notice of any special meeting of the Board will be given to all members by telephone, in person or by written notice. Such notice will be given at least one (1) day prior to the time of any such meeting.

Article XIV. Notices

Section A. Notice of special meetings under Article XIII, Section B, 2 and 3 of the By-Laws shall be mailed not later than one week after the receipt of a written request. The notice shall state the subject, the date and the hour of the meeting and said meeting shall be held not earlier than seven (7) nor later than thirty (30) days from the date of the notice. However, if a regularly scheduled Club meeting will occur within the aforementioned periods of time, said special meeting may be held immediately preceding a

regularly scheduled meeting. No other business shall be presented at said special meeting except that for which it is called and so stated in said notice.

Section B. Any notice required to be given under the By-Laws may be waived in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, and such waiver in every instance shall be deemed equivalent to notice to the person or persons who executed the same.

Article XV. Quorums

For all purposes a quorum at an annual or specially called meeting of the Club or the Board shall consist of:

1. All the members in good standing present at a Club meeting, and
2. Fifty (50) percent of the members of the Board at a meeting of such group.

Article XVI. Voting

Section A. A majority vote of the members present at an annual or specially called meeting of the Club or Board at which a quorum is present shall be the deciding act of such membership or Board unless otherwise specified in the By-Laws.

Section B. A written ballot may be used for election and removal of officers and members of the Board as well as for the preliminary steps in these instances. On all other matters a majority vote of a quorum may be taken by voice vote, show of hands, standing, division of the assembly, roll call or written ballot.

Article XVII. Nominations and Elections

Section A. At least sixty (60) days before the annual meeting of the Club, the President shall appoint a Nominating Committee. The Chair of the Nominating Committee shall be named by the President at the time the members are appointed. Any vacancies occurring on said committee shall be filled by appointment by the President. The Nominating Committee shall present a slate of candidates at least thirty (30) days prior to the annual meeting. The officers shall be elected at the annual meeting by vote of a majority of the Club members present. Nothing in this provision shall prevent nominations from the floor.

Section B. The members of the Architectural Committee shall be elected at the annual meeting of the Club as provided in Article IV, Architectural Committee of the Deed Restrictions.

The Chair shall be a resident property owner in the Maplewood Addition and shall be appointed by the President of the Club with the approval of the Board from among the Vice-Presidents of the Club as provided in Article IV, Architectural Committee of the Deed Restrictions.

Article XVIII. Vacancies

Section A. All vacancies occurring among the elected Officers on the Board between annual meetings shall be filled by appointment by the President and approved by unanimous vote of the remaining elected Officers of the Club.

Section B. All unexpired terms or vacancies in the office of the President, Vice-Presidents, Secretary and Treasurer shall be filled by appointment by the Board or by election by a majority of a quorum at the next annual meeting of the Club, subject to Article X, Sections B, C and D of the By-Laws.

Section C. All vacancies on the Architectural Committee shall be filled as provided in Article IV, Architectural Committee of the Deed Restrictions.

Article XIX. Removal

Any Officer of the Club may be removed from office by a three-fourths vote of the members of the Board present at such meeting called for such purpose.

Article XX. Bonding

The Board may require any Officer and/or employee of the Club to give a proper Surety Bond for the faithful accounting of Club funds, with surety or sureties satisfactory to the Board and with the premium of the bond paid by the Club.

Article XXI. Expenditures

Section A. All expenditures of Club funds for operations shall be authorized by the Board who may direct the Treasurer to pay all bills incurred or to be incurred by the Club; provided, however, that the Board may, at the beginning of its term, authorize the Treasurer to pay for the necessary stationary, stamps and the cost of holding meetings, and no further authorization therefore shall be necessary during the remaining term of such Board All drafts and/or checks must be signed by both the Treasurer and either the President or a Vice-President.

Section B. The President shall be allowed a One Hundred Dollars (\$100.00) Working Fund to pay for expenses deemed necessary for the welfare of the Club. This fund may be replenished by the Board at any time. None of the aforementioned Fund may inure to the personal benefit of the President, or any Officer or member of the Board.

Section C. No officer, director, nor other members of the Club acting in an official capacity for the Club can receive compensation or remuneration for any services performed which might accrue benefits for the Club while he retains such positions in the Club.

Article XXII. Order of Business and Rules of Order

Section A. The order of business shall be:

1. Reading of the Minutes of the last meeting.
2. Treasurer’s Report.
3. Committee Reports.
4. Unfinished Business.
5. New Business.
6. Program or Miscellaneous.
7. Adjournment.

Section B. Robert’s Rules of Order, Revised, shall determine the conduct of business in all meetings of the Club, its governing bodies and committees, except where inconsistent with the Articles of Incorporation and the By-Laws.

Article XXIII. Amendments

At two consecutive special meetings, the By-Laws may be amended by resolution in writing, presented, read and approved by a two-thirds majority vote of a quorum as defined in Article XV, Quorums of the By-Laws.