

By-laws of the Maplewood Civic Club, Inc. as Amended on May 27, 2015

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.

The property owners of Maplewood amended the deed restrictions (hereinafter referred to as the Restrictions) in 2014. Amendment Article VII Assessments of the Restrictions created assessments, defined their purpose and provided for their enforcement. It requires rules and procedures to enable the Board of Directors (hereinafter referred to as the Board) of the Club to administer the Restrictions for the benefit of the owners, residents and Club.

Article III. Membership

The property owners, both resident and nonresident, of each lot in the various sections of Maplewood are members of the Club. Said members shall pay all regular and special assessments, if any, as provided in the Article VII Assessments of the Restrictions. Said members shall have such rights as are provided in the By-laws of this organization.

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.

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

Section C. Members shall be entitled to one vote for each lot whenever votes are to be counted.

Section D. Members shall not be entitled to vote by proxy or by mailed ballot except as otherwise provided in the Restrictions and By-laws.

Article V. Regular Assessments

Section A. The fiscal year shall begin on January 1 and end on December 31. The annual Regular Assessment, also known as the dues, shall be as prescribed and voted by the Board as provided in the Article VII Assessments of the Restrictions.

Section B. Enforcement of the annual Regular Assessment shall be as provided in Article VII Assessments of the Restrictions. Regular Assessments, interest and other costs are not refundable either in part or in whole.

Article VI. Special Assessments

Section A. In addition to the Regular Assessment authorized above, the Club may levy in any calendar year a Special Assessment applicable to that year for the purpose of defraying, in whole or in part, any deficit created by an excess of expenditures of the Club over receipts for the previous year, or any anticipated extraordinary expenditures as provided in the Article VII Assessments of the Restrictions.

Section B. Enforcement of Special Assessment shall be as provided in Article VII

Assessments of the Restrictions. Special Assessments, interest and other costs are not refundable either in part or in whole.

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

Any member shall be entitled to hold office.

Article X. Duties and Powers of Officers

Section A. Duties of President. 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 their 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 their duties, and in the absence or inability of that officer to serve, the First Vice-President shall serve in their 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. Their records shall at all times be open for inspection by the President, members of the Board, or any other member of the Club. They shall, within five days after retiring from office, deliver to their successor all papers and other property in their 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 their 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. They shall within five days after retiring from office, deliver to their successor all monies, papers and other property in their possession belonging to the Club.

The Treasurer shall, on demand and for a reasonable charge, furnish a certificate signed by

an officer of the Club, setting forth whether assessments, interest and other costs against a specific lot or owner have been paid.

Article XI. Duties and Powers of the Board of Directors

Section A. The Board shall have, subject to Article IV Rights of Members of the By-laws, the entire charge, control of the administration and management of the affairs of the Club. 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 Restrictions. The number, qualifications, election, duties and responsibilities of the members shall be exclusively governed by Article IV of the Restrictions.

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

Article XIII. Meetings

Section A. The annual meeting of the Club shall be held on the second (2nd) Thursday in November. In extraordinary circumstances, the Board may move it to another date 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 annual and special meetings under Article XIII of the By-laws shall be mailed not later than one week (1) after the receipt of a written request. The notice shall state the subject, the date and hour of the meeting and said meeting shall be held not earlier than ten (10) nor later than thirty (30) day from the date of the notice. Notice of meetings for the matter of voting on assessments shall be given not earlier than ten (10) days from the date of the notice as provided in Article VII Assessments of the Restrictions. 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 shall consist of all members present at the meeting and four (4) members of the Board.

For all purposes at a meeting of the Board, a quorum shall consist of four (4) members of the Board.

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 except as otherwise specified in the By-laws.

Section B. A written ballot may be used for voting for election and removal of officers as well as for the preliminary steps in these instances. A written ballot shall also be used for voting on Special Assessments as provided in Article VII Assessments of the Restrictions. On all other matters, a vote of the members may be taken by voice vote, show of hands, standing, division of the assembly or roll call.

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 of the Restrictions.

The Chair 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 of the 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 majority 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 of the By-laws.

Section C. All vacancies on the Architectural Committee shall be filled as provided in the Article IV of the 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. 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. No officer or 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 they retain such positions in the Club.

Article XXI. 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 as 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 XXII. Amendments

The By-laws may be amended in two consecutive special meetings of the Club at which a quorum is present. The proposed amendments shall be presented at the first meeting. They shall be read and amended by resolution in writing approved by a two-thirds majority vote at the second meeting.

BY-LAWS RESOLUTION

Maplewood Civic Club Special Meeting: May 27, 2015, 7:00 pm at St. Philips United Methodist Church Room 101 located at 5501 Beechnut, Houston, Texas 77096

INTRODUCED BY: Maplewood Civic Club Board of Directors. Phil Kunetka, President; Robert Baumgartner, Craig Murphy, Greg Chilek, Marilyn Rambow, Clayton Black

Subject: Changes in the By-laws for the Maplewood Civic Club

Type: Resolution of the By-laws

WHEREAS the Board of Directors of the Maplewood Civic Club serves as the voice of our members; and

WHEREAS the efficacy of the Board in this process is directly related to its ability to represent the membership fairly and equitably, and to address all issues submitted by the members; and

WHEREAS the existing By-laws have not been updated in many years and both updating and minor changes to By-laws need to be made as the community changes as well as the role of the Maplewood Civic Club within the community,

THEREFORE BE IT RESOLVED that the By-laws, in whole be updated and adopted to include changes that were presented separate from this resolution in a special meeting of the Maplewood Civic Club on May 20, 2015 at 7:00 pm at St. Philips United Methodist Church Room 101 located at 5501 Beechnut, Houston, Texas 77096.