

By – Laws of
Baywood Shadows Civic Association

Article I.

NAME

Section 1. The name of the association shall be Baywood Shadows Civic Association.

Section 2. The principal office of this Association shall be located at the residence of the President then in office, Pasadena, Harris County, Texas, or such other place as the board of Trustees may from time to time designate.

Article II.

MEMBERSHIP

Section 1. Adult residents who have paid their dues to the association and are in good standing shall be members of the association.

Section 2. The Association may issue suitable certificates, cards or other instruments evidencing membership rights, to the members of the Association, under the direction of the Board of Trustees of the Association.

Section 3. The Association is organized as a non-profit corporation, and has no capital stock.

Article III.

FISCAL YEAR

Section 1. The fiscal year of the Association shall begin on January 1 and end on December 31 of each year.

Article IV.

BOARD OF TRUSTEES

Section 1. The affairs of the Association shall be managed by a Board of Trustees, who shall serve annual terms coinciding with the fiscal year of the corporation, which shall consist of eleven (11) persons, five of whom shall also serve as officers, each to hold office until their

respective successors shall have been duly elected, qualified and take office. The retiring President of the Association shall automatically become a member of the Board of Trustees for one (1) year.

Section 2. A nominating committee, consisting of five members, shall be appointed by the President not less than one month prior to the annual meeting and shall provide each member a proper written notice of the call of such meeting, which shall set out the report of the nominating committee. This shall not preclude further nominations from the floor at such annual meeting.

Article V.

MEETING OF MEMBERS

Section 1. The regular annual meeting of the Association shall be held at 7:30 P. M. on a day in the third full week 30 days after incorporation of each year, as designated by the board of Trustees.

Section 2. Special meetings of the members may be called by the Board of Trustees at any time.

Section 3. Members holding one-tenth of the votes entitled to be cast shall constitute a quorum of the membership based upon one adult representative in good standing from each residence.

Section 4. In all votes of members taken at meetings of the Association, a majority of those present and entitled to vote shall govern. Voting shall be by vote, except that if the presiding officer deems it advisable before or after the voice vote is taken. He may require a count of raised hands or a secret ballot.

Section 5. Robert's Rules of Order shall prevail in the conduct of the meetings of the Association.

Section 6. Written notice of each regular or special meeting of the membership shall be mailed or delivered not less than seven (7) days before the meeting of each member entitled to vote at such a meeting.

Article VI.

COMMITTEES

Section 1. The President shall have the power to appoint and dissolve any committees which he may deem necessary. This power to appoint and dissolve committees shall be concurrent with the same power hereby vested in the Board of Trustees. In the event any action taken by the Board of Trustees conflicts with any action taken by the President of the Association, the action taken by the Board of Trustees shall supersede and be superior to any conflicting action taken by the President. The President shall be an ex-officio member of all committees. Such committees shall report directly to the President, who shall promptly submit such report, together with his comments and recommendations, to the Board of Trustees. Such committees shall remain standing until discharged or dissolved by the President then serving, or by the Board of Trustees.

Article VII.

AMENDMENTS

Section 1. These By-Laws may be amended, altered or repealed by a majority affirmative vote of the members, provided that a quorum is then present.

Section 2. In the event of the death, resignation, or refusal to act of any member or members of the Board of Trustees, the remaining member or members shall have full authority to act and shall appoint a successor Trustee or Trustees with-in 30 days of such occurrence, to serve until the next slate of Trustees are duly elected.

Section 3. Members of the Board of Trustees and Officers shall be elected by a majority vote of a quorum of the membership of the Association, or at any other meeting of the members called for the purpose of electing Trustees.

Section 4. The number of Trustees of the Association may be increased or decreased from time to time in the manner provided for amending these By-Laws, but in **NO** event shall the number be less than eight (8). **NO** decreases in number shall have the effect of shortening the term of any incumbent Trustee.

Section 6. At regular or special meetings of the Board of Trustees, a majority of the number of Trustees shall constitute a quorum, and the act of the majority of the Trustees present at a meeting at which a quorum is present shall constitute the act of the Board of Trustees.

Section 7. Notice of the call of special and regular meetings of the Trustees shall be communicated to each Trustee no less than five (5) days prior to such meeting. Attendance of a Trustee at a meeting shall constitute waiver of notice of such meeting.

Section 8. No Officer or Trustees shall be liable in any manner or to any extent for any act in his or her official capacity, absent fraud or culpable conduct for which he or she is convicted of a crime.

Section 9. Initially three of the Directors shall be elected for a term of two years and three of the Directors replacing those serving one year terms will be elected to a term of two years.

Article VIII.

OFFICERS

Section 1. The Officers of the Association shall consist of a President, a Vice-President, a Secretary, a Treasurer, and an Assistant Secretary-Treasurer, who shall perform the duties usually associated with each office.

Section 2. The President, or the person acting in that office, shall be Chairman of the Board of the Trustees of the Association.

Section 3. The Treasurer shall make such fidelity bond as may be required from time to time by the Board of Trustees, with the fee therefor to be paid by the Association.

Section 4. Vacancies occurring in any of the offices of the Association shall be filled by the board of Trustees as specified in Article V, Section 2: except that if a vacancy occurs in the position of the President, the Vice-President shall forth-with assume the duties of such office, and the new Vice-President shall so be elected. No Amendment shall be voted upon unless written notice of such amendment shall have been communicated to each member of the Association no less than seven (7) days prior to the meeting at which the amendment is to be voted upon, stating the proposed amendment in said notice.

Article IX.

MISCELLANEOUS ADMINISTRATIVE PROVISIONS

Section 1. The Association shall keep correct and complete books and records of account and shall also maintain a record showing the names of all members of the Association, including all members of the Association who are eligible to vote. All books, records, and minutes of the Association may be inspected by any member of the Association upon written request within five (5) days.

Section 2. The Board of Trustees may authorize the President or Vice-President to enter into any contract or execute and deliver any legal instrument in the name of and on behalf of the Association.

Section 3. The Association shall have and continually maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by Article 1396-2.05 of the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Trustees.

Section 4. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Trustees shall designate.

Section 5. No financial Commitment of the Association nor expenditure of funds of the Association shall be made without the prior approval of the Association thereof by the Board of Trustees. Each such approval and authorization shall be identified by an **Authorization Number** which shall appear both in the minutes of the meetings of the Board of Trustees and on each check written by the Association in payment for such expenditures. No mere approval of budget shall not be considered as such required approval of financial commitments or expenditures. No commitment or expenditure of funds of the Association shall be made for any purpose inconsistent with the purposes of the Association as stated in the Articles of Incorporation and By-Laws of the Association.

Section 6. In the event the Association is dissolved, any assets of the Association remaining after the payment, discharge and satisfaction of all liabilities, debts, and obligations of the Association, shall be assigned, delivered and conveyed to voting members in good standing.

Section 7. The Civic Association shall attempt to maintain the residential character of the addition through the enforcement of the recorded Deed Restrictions, by taking whatever action is necessary for their enforcements, and to render Civic Services and provide projects for the entire community.