

**BY-LAWS
OF
THE TIMBERGROVE MANOR CIVIC CLUB**

ARTICLE I

SECTION 1. The management and administration of the "Timbergrove Manor Civic Club" (hereinafter referred to as "Club") shall be vested in the Board, constituted as provided by and subject to Article V of the Constitution of this Club and subject to Section 29 of Article XI of these By-Laws.

**ARTICLE II
MEETINGS**

SECTION 2. The Annual Meeting of this Club shall be held at 7:30 P.M. on the second Tuesday in January of each year. This meeting may be postponed for not more than thirty (30) days at the discretion of the Board. Notice of the Annual Meeting shall be announced by the Secretary in the Timbergram and shall be delivered to members in good standing prior to the date of said meeting.

SECTION 3. At least sixty (60) days before the regular November meeting, the President shall appoint a nominating committee composed of four members of the Club, not members of the Board and three additional members who shall be members of the Board. This nominating committee shall present a slate of Officers and Directors to be elected at the regular November meeting. Five members of the nominating committee shall constitute a quorum and any vacancies on said committee shall be filled by appointment by the President. This proviso shall not prevent any nominations from the floor.

SECTION 4. At each regular November meeting an election shall be held for election of Officers and Directors for the ensuing year as set out in the Constitution, who shall take office immediately following the annual meeting.

SECTION 5. Regular meetings of the Club shall be held on the second Tuesday of the months of January, March, May and November, and the second Tuesday following Labor Day in September, unless suspended or changed by a vote of the majority of the membership at a regular meeting.

SECTION 6. Special meetings may be called by the following persons in the following manner:

- (a) The President may, in case of emergency to be determined by him, call a meeting of the full membership of the Club.
- (b) It shall be the duty of the President to call a meeting of the full membership of the Club whenever requested to do so in writing by five (5) members of the Board, stating the purpose of the meeting.
- (c) It shall be the duty of the President to call a meeting of the full membership of the Club upon written request of twenty-five (25) or more members in good standing, which request shall state the object of the called meeting.
- (d) Notice of a special meeting of the Club under (b) and (c) shall be given the Secretary not later than one week after the receipt of written request provided in (b) and (c) above. The notice shall state the object, the date, and the hour of the meeting. Said meeting will not be held earlier than ten (10) nor later than thirty (30) days from the date of the notice. No other business shall be presented at said meeting except that for which it is called and so indicated in said notice.

ARTICLE III
QUALIFICATIONS OF OFFICERS AND DIRECTORS

SECTION 7. No person shall be eligible to be an Officer, a Director, or a Committeeperson, unless such person is a member in good standing. An Officer, a Director, or a Committeeperson who ceases to reside within the boundaries of Timbergrove Manor, as described in Article III of the Constitution of the Club, shall thereupon be disqualified to serve in such capacity and the service of such person as an Officer, Director or Committeeperson shall be forfeited immediately upon the cessation of such person's residence within the boundaries of Timbergrove Manor and without the necessity of further action by the Board.

ARTICLE IV
BOARD MEETINGS

SECTION 8. The Board shall hold at least one meeting each month of the year, but they may at their discretion suspend during July and August.

SECTION 9. The President of the Club shall preside at all meetings of the Board. It shall be his duty to generally perform all the duties appertaining to his office and he shall decide all questions of procedure and order at the meetings of the Board.

SECTION 10. In the absence of the President, the Vice-President of the Club shall perform the duties of such position and in the absence of the President and Vice-President, the remaining members of the Board by a majority vote may elect one of their members as temporary Chairman to act in their stead.

SECTION 11. Any director who fails to attend the regular monthly meetings of the Board for three successive meetings without good and valid reasons shall cease to be a member of the Board and the vacancy created shall be filled as provided in Article V, Section 13 of these By-Laws.

SECTION 12. Special meetings of the Board may be called by the following persons and in the following manner:

- (a) The President may in case of any emergency, to be determined by him, call a meeting of the Board.
- (b) It shall be the duty of the President to call a meeting of the Board when requested to do so in writing by three members thereof, stating the purpose of the meeting.
- (c) Notice of any special meeting of the Board may be given to all members thereof by telephone, in person or by written notice. Such notice to be given at least three days prior to any such meeting.

ARTICLE V
VACANCIES

SECTION 13. All vacancies occurring on the Board between Annual Meetings shall be filled by appointment by the Board.

SECTION 14. Any unexpired term or vacancy in the office of the President shall be filled by the Vice-President. All unexpired terms or vacancies in the offices of the Vice-President, Secretary, and Treasurer shall be filled by appointment by the Board.

ARTICLE VI
REMOVAL OF OFFICERS

SECTION 15. Any Director or Officer of the Club may be removed from office by a three-fourths vote of the members in good standing present at a meeting called for such purpose, at which a quorum, as defined by the Constitution, is present.

ARTICLE VII
MEETING PLACE

SECTION 16. Meeting of Directors, Officers, Board and/or the membership of this Club may be held at such place or places within Harris County, Texas, as may, from time to time, be designated by the Board.

ARTICLE VIII
DUTIES AND/OR POWERS OF OFFICERS AND BOARD

SECTION 17. DUTIES OF THE PRESIDENT. It shall be the duty of the President to preside at all meetings of the Club; 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 all committees not otherwise provided for; and to sign all official documents. He shall be an ex-officio member of all committees and generally perform all the duties appertaining to his office, and shall decide all questions of procedure and order. He shall not be required to vote at meetings of the Club, except in case of a tie vote.

SECTION 18. DUTIES OF THE VICE-PRESIDENT. It shall be the duty of the Vice-President to aid the President in the performance of his duties and in the absence of that Officer to act in his stead. He or she shall be ex-officio a member of all regular and special committees.

SECTION 19. In the event of absence of both the President and Vice-President, or in their inability to serve, a temporary President may be appointed by the Board to serve in their stead.

SECTION 20. DUTIES OF THE SECRETARY. It shall be the duty of the Secretary and his assistant to keep full and impartial records of the Club and Board; to perform such duties as may be prescribed for him by the Board. His records shall at all times be open for inspection by the President and Board, or any other member of the Club in good standing. He shall, within five days after retiring from office, deliver to his successor all papers or other property in his possession belonging to the Board.

SECTION 21. DUTIES OF THE TREASURER. It shall be the duty of the Treasurer to be the custodian of the Club's funds, to keep a correct and faithful account of all receipts and expenditures, and keep books belonging to his office, which shall at all times be open to inspection of the President and the Board. He shall, within five days after retiring from office, deliver to his successor all monies, papers and other property in his possession belonging to the Club.

SECTION 22. All checks must be signed by two Officers of the Club. No Officer shall be a signatory of any check payable to him.

SECTION 23. DUTIES AND POWERS OF THE BOARD. The Board shall have, subject to Article XI, Section 28 of these By-Laws, the entire charge, control, administration and management of the affairs of the Club. It shall execute all measures and proceedings necessary to advance the purposes of the Club. It shall keep a correct record of its proceedings and submit a report of the same to the members at the regular meetings herein above provided for. It shall have the power to authorize expenditures of the Club as described hereinafter in Article X, Section 27 of the By-Laws. The Board may require any Officer and/or employee of the Club who shall have custody of the funds to give a proper Surety Bond for the faithful accounting of such funds, with surety or sureties satisfactory to the Board and the premium paid by the Club.

SECTION 24. INDEMNIFICATION OF DIRECTORS AND OFFICERS. Each Director and each Officer or former Director or Officer of the Club shall be indemnified by the Club against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or Officer, and against such sum as independent counsel selected by the Directors shall deem reasonable payment in settlement of such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or Officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or Officers may be entitled.

ARTICLE IX DUES

SECTION 25. The annual dues for each member shall be \$30.00 in legal tender, and shall be due and payable beginning January 1st of each calendar year. Annual dues will be credited through December of the same calendar year and renewed each January for the next calendar year.

SECTION 26. Any member delinquent for sixty days in payment of dues may be suspended by a majority vote of the Board at any meeting of the Board.

ARTICLE X EXPENDITURES

SECTION 27. All expenditures of the Club funds 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 any Board may, at the beginning of its term authorize the Treasurer to pay for the necessary stationery, stamps, and the cost of holding meetings, and no further authorization therefore shall be necessary during the remaining term of the Board.

ARTICLE XI RIGHTS OF MEMBERS

SECTION 28. The 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 regular or special meeting at which a quorum is present, shall be binding upon the Club and the Board.

SECTION 29. Every member in good standing shall have all the rights and privileges of membership including the right to vote and hold office in the Club; provided, however, that only one resident of the same household shall hold office at the same time; provided, further, that any person residing in the same household as an Officer or Director may serve as a Committeeperson at the same time as the Officer or Director residing in the same household.

Section 30. No member shall be considered in good standing who is in arrears in payment of dues, assessments or other charges. He or she shall not be entitled to vote, nor shall he or she be eligible to be an Officer or Director in this Club, nor be entitled to any of the other privileges of a member of this Club.

ARTICLE XII
COMMITTEES

SECTION 31. There shall be, in addition to such committees as the Board shall determine, the following standing committees, with such duties as the Board may designate, such committees being: Membership Committee, Program Committee, Publicity Committee, Recreational Activities Committee, Restrictions Enforcement Committee.

SECTION 32. The members of such Committees shall be appointed by the President with the approval of the Board.

ARTICLE XIII
ORDER OF BUSINESS

SECTION 33. The order of business shall be:

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| (a) Reading the Minutes of the last meeting | (e) Unfinished business |
| (b) Program | (f) New business |
| (c) Treasurer's report | (g) Notification of next regular meeting |
| (d) Committee reports | (h) Adjournment |

SECTION 34. Robert's Rules of Order shall determine the conduct of business in all meetings of the Club, its governing bodies and committees, except where inconsistent with the Constitution and these By-Laws.

ARTICLE XIV
AMENDMENTS

SECTION 35. These By-Laws may be amended, from time to time, by resolution in writing, presented at a regular meeting of the Club, read and approved by a two-thirds majority vote at two successive meetings at which a quorum is present at each meeting.

SECTION 36. The terms of the Officers and Directors elected and installed at the regular meeting in September, 1994 shall run until the close of the Annual Meeting in January, 1996.