

**BYLAWS  
OF  
SHEPHERD FOREST CIVIC CLUB  
A NONPROFIT CORPORATION**

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**ARTICLE I. OFFICERS**

Section One. Principal Officer.

The principal office of the corporation in the State of Texas shall be located in the City of Houston, County of Harris, Shepherd Forest Subdivision.

**ARTICLE II. MEMBERS**

Section One. Classes of Members.

The corporation shall have members and honorary members. Voting members shall have paid annual dues and must reside in Shepherd Forest sections 1, 2, or 3 of Harris County, Texas. Honorary members who are elected by the Board of Directors may attend all meetings and enter into all discussions at the meetings but shall not have any rights to vote or hold-office.

Section Two. Voting Rights.

Each voting member shall be entitled to one vote on each matter submitted to a vote of the members.

Section Three. Termination of Membership.

The Board of Directors, by affirmative vote of two-thirds of all board members, may suspend or expel a member for cause after an appropriated hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article IX of these bylaws.

Section Four. Resignation.

Any member may resign by filing a written resignation with the Secretary.

Section Five. Reinstatement

A member may be reinstated by the payment of annual dues unless otherwise provided by resolution of the Board of Directors.

Section Six. Transfer of Membership.

Membership in this corporation is not transferable.

### **ARTICLE III. MEETINGS OF MEMBERS**

Section One. Annual Meetings.

An annual meeting of the members shall be held on the third Monday of September, at 7:00 p. m. each year beginning with 1978, for the purpose of electing directors and for the transaction of such other business as may be on the agenda. If the day fixed for the annual meeting shall be a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for the annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently possible.

Section Two. Special Meetings.

Special meetings of the members may be called by the President, the Board of Directors, or upon written request by not less than one-tenth of the members having voting rights, which request shall state the purpose of the special meeting called. Expenses of mailing notices and meeting facilities expenses shall be paid in advance by members wanting the special meeting called.

Section Three. Place of Meeting.

The Board of Directors may designate any place within Harris County, Texas, as the place of a meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting is called, the place of meeting shall be in or near Shepherd Forest Subdivision, Harris County, Texas, but if all of the members shall meet at any time and place within the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section Four. Notice of Meetings.

Written or printed notice stating the place, day, and hour of any special meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting not less than five nor more than thirty days before the date of such meeting, by or at the direction of the President or the Board of Directors. In case of a special meeting or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at the

individual's address as it appears on the records of the corporation, with postage thereon prepaid.

Section Five. Informal Action by Members.

Any action required by law to be taken at a meeting of the members may be taken without a meeting if a consent is in writing, setting forth the action to be taken, and signed by all members entitled to vote with respect to the subject matter thereof.

Section Six. Quorum.

The members holding fifty percent (50%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting.

Section Seven. Proxies.

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the person's duly authorized attorney in fact. No proxy shall be valid after one month from the date of its execution.

Section Eight. Voting by Mail.

When Directors are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

**ARTICLE IV. BOARD OF DIRECTORS**

Section One. General Powers.

The Board of Directors shall manage the affairs of the corporation. Directors and Officers shall be members of the corporation.

Section Two. Number, Tenure, and Qualifications.

The number of Directors shall be five (5). If any Director shall fail to attend the regular monthly meeting of the Board of Directors for three successive meetings without good and valid reasons for the absences in the judgment of the Board of Directors, such Director shall by resolution of the Board of Directors, cease to be a member of the Board of Directors and the vacancy shall be filled as provided in Article IV, Section Eight of these bylaws. Otherwise, each Director shall hold a two-year term in office or until a successor shall have been elected and qualified not to exceed four consecutive years.

Section Three. Regular Meetings.

An annual meeting of the Board of Directors shall be held without other notice than this bylaw, on the first Monday of October. The Board of Directors may provide by resolution the time and place within Harris County, of the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section Four. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the board may fix any place, within Harris County, of the State of Texas, as the place for holding any special meeting of the board called.

#### Section Five. Notice.

Notice of any special meeting of the Board of Directors shall be given at least three (3) days previously thereto by phone or written notice delivered personally or sent by mail/email to each Director at the individual's address as shown by the records of the corporation. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Any Director may waive notice of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting must be specified in the notice or waiver of notice of such meeting.

#### Section Six. Quorum.

A majority of the Board of Directors and Officers shall constitute a quorum for the transaction of business at any meeting of the Board.

#### Section Seven. Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

#### Section Eight. Vacancies.

Any vacancy occurring on the Board of Directors shall be filled by appointment of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of the predecessor in office.

#### Section Nine. Compensation.

Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors, any Director may be indemnified for expenses and costs, including attorneys' fees, actually and necessarily incurred by the Director in connection with any claim asserted against the individual, by

action in court or otherwise, by reason of the person being or having been such Director, except in relation to matters as to which the Director shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

## **ARTICLE V. OFFICERS**

### Section One. Officers.

Officers of the corporation shall be a President, Vice-President, Treasurer, Secretary, and such other Officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect such other Officers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed by the Board of Directors. The President must have served on the Board or as an Officer prior to becoming President.

### Section Two. Election and Term of Office.

Officers of the corporation shall be elected annually by the voting members at the annual meeting in September. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have been qualified. The Officers of this corporation may not hold the same office for a term exceeding four (4) consecutive years.

### Section Three. Removal.

Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

### Section Four. Vacancies.

A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by appointment of the Board of Directors for the unexpired portion of the term.

### Section Five. President.

The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all business and affairs of the corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President shall cast any tie-breaking vote when the Board of Directors cannot otherwise reach a decision by the majority. He or she shall be an ex-officio member

of all committees. In addition, the President may appoint a Parliamentarian, Chaplain, Sergeant-at-Arms and Historian. The President may sign, with the Secretary or any other proper Officer of the corporation authorized by the Board of Directors, any contracts, or other instruments that the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other Officer or agent of the corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

#### Section Six. Vice-President.

In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all powers of, and be subject to, all the restrictions on the President. Any Vice-President shall perform such other duties as may be assigned by the President or by the Board of Directors.

#### Section Seven. Treasurer.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever; and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. In general, the individual shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board of Directors.

#### Section Eight. Recording Secretary.

The Recording Secretary shall keep the minutes of the meetings of the members and of the Board of Directors and see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the mailing address of each member, which shall be furnished to the Secretary by such member; and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or Board of Directors.

#### Section Nine. Assistant Treasurers and Assistant Secretaries.

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant

Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer, Secretary, President, or Board of Directors.

## ARTICLE VI. COMMITEES

### Section One. Committees of Directors.

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of a chair and members appointed by the Board of Directors. The committee chair, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, but the designation of such committees and the delegation thereto of authority to the committee chair shall not operate to relieve the Board of Directors, or any Director, of any responsibility imposed on it or a Director by law.

A chair of a committee duly designated may perform functions as set out in the resolution appointing him or her.

### Section Two. Other Committees.

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be members of the corporation, and the Board of Directors of the corporation shall appoint the members thereof. Any member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Standing committees may be as follows:

Program Committee shall arrange for programs and speakers at the regular meetings of the members after approval by resolution of the Board of Directors.

Membership Committee shall be responsible for the membership drive each year and the enlistment of new members during the year.

Telephone Directory Committee shall be responsible for the compiling and publishing of a telephone directory of the names, addresses, and phone numbers of the residents of Shepherd Forest sections 1, 2, and 3 who are members of the organization after approval by resolution of the Board of Directors.

Auditing Committee shall annually audit the records of the Secretary, Treasurer, and Finance Committee to verify that the reports and records are correct and that the bylaws and resolutions of the Board of Directors are properly complied with. The chair shall report directly to the Board of Directors.

Bylaws Committee shall examine the articles, bylaws, and operations of the committees and determine that the Board of Directors, Officers and committees are complying with the authority and responsibilities they are charged with. They shall make recommendations to the Board of Directors for changes in the Articles of Incorporation and bylaws to make the management of the corporation more efficient. Following approval of the Board of Directors, said recommendation shall be submitted to the voting membership for approval.

Deed Restrictions Committee shall see that the deed restrictions are being complied with.

Telephone Committee shall use the telephone for notifying members for any purposes necessary.

Community Interest Committee shall arrange for any event that may be of community interest that does not include a fundraising or social function. Approval shall be by resolution of the Board of Directors.

Security Committee shall be responsible for the Citizens on Patrol program, as well as any additional crime-prevention initiatives.

Ways and Means Committee shall recommend ways to raise funds for the Shepherd Forest Civic Club.

Welcome Committee shall welcome new residents and personally invite them to become active in the civic club.

News and Publications Committee shall publish a newsletter as regularly as practical to be distributed to the residents of Shepherd Forest sections 1, 2, and 3.

Nominating Committee shall be appointed by the Board of Directors during June of each year to place in nomination names for the Board of Directors and Officers to be elected.

Refreshment Committee shall arrange for refreshments at all meetings.

Social Committee shall oversee and plan the social activities for the club after approval by resolution of the Board of Directors.

### Section Three. Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

### Section Four. Chair.

The Board of Directors shall appoint one member of each committee to be chairperson.



Section Five. Vacancies.

Vacancies in any committee membership may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section Six. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the members at a meeting at which a quorum is present shall be the act of the committee.

Section Seven. Rules.

Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

**ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS, FUNDS**

Section One. Contracts.

The Board of Directors may authorize any Officer or Officers of the corporation, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation, and such authority may be general or confined to specific instances.

Section Two. Checks, Drafts, or Orders for Payment.

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such Officer or Officers of the corporation and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice-President of the corporation. Any checks written in an amount exceeding \$200 will require two authorized signatures.

Section Three. Deposits.

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### Section Four. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purpose, or for any special purpose, of the corporation.

#### Section Five. Expenditures.

All expenditures not previously approved in excess of \$200 must be presented to and approved by the Board of Directors.

### **ARTICLE VIII. MEMBERSHIP CARDS**

#### Section One. Membership Cards.

The Board of Directors may provide for the issuance of cards evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such cards shall be signed by the Secretary and bear the seal of the corporation. The name and address of each member and the date of issuance of the card shall be entered on the records of the corporation. If any card shall become lost, mutilated, or destroyed, a new card may be issued therefore on such terms and conditions as the Board of Directors may determine.

#### Section Two. Issuance of Cards.

When members have paid any dues that may then be required, membership cards may be issued in their names and delivered to them.

### **ARTICLE IX. DUES**

#### Section One. Annual Dues.

The Board of Directors shall determine prior to January 1st of each year the amount of annual dues payable to the corporation by members for the following fiscal year.

#### Section Two. Payment of Dues.

Dues shall be payable in advance of the first day of January each fiscal year.

Section Three. Default and Termination of Membership.

When any member shall be in default in payment of dues, his membership shall thereupon be terminated.

**ARTICLE X. MISCELLANEOUS**

Section One. Books and Records.

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, at the home of the Secretary in Shepherd Forest subdivision. All books and records of the corporation may be inspected by any member for any proper purpose at any reasonable time.

Section Two. Fiscal Year.

The fiscal year of the corporation shall begin on the first day of October and end the last day of September in each year.

Section Three. Corporate Seal.

The Board of Directors shall provide a corporate seal, which shall be in the form of a star circle with the wording, Shepherd Forest Civic Club.

Section Four. Waiver of Notice.

Whenever any notice is required to be given under the provisions of the Texas Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section Five. Compensation.

No Officer, Director, or member shall receive a salary or other compensation for services rendered on behalf of the corporation. However, this stipulation does not preclude the reimbursement for actual expenses incurred on behalf of the corporation.

Section Six. Dissolution.

In the event of dissolution, the corporation shall give any and all assets to a charity chosen by the Board of Directors and Officers in office at the time of dissolution. No Officer, Director, or member shall receive any of the corporation assets.

**ARTICLE XI. RULES OF ORDER**

Section One. Points of Order.

In all points of order not covered by these bylaws, *Roberts Rules of Order* shall act as a guide and authority.

**ARTICLE XII. AMENDMENTS**

Section One. Power of Board of Directors to Amend Bylaws.

The bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by resolution of the Board of Directors and Officers. Following approval of the Board of Directors and Officers, said recommendations shall be submitted to the voting membership for approval.

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Secretary

Date