

BYLAWS  
OF THE  
SOUTHGATE CIVIC CLUB,  
a Texas nonprofit corporation

ARTICLE I  
PURPOSES

In furtherance of the purposes of the Southgate Civic Club stated in its Articles of Incorporation, it shall:

- A. Sponsor and support civic activities, and encourage governments and governmental agencies to make decisions, adopt legislation and take actions, that will maintain or enhance the quality of life in, and relative value of, the Southgate neighborhood as a highly desirable residential area.
- B. Encourage improvements in the appearance of the homes and properties.
- C. Promote wholesome social and recreational activities for the resident adults and children.

D. Support the enforcement and promote the observance of the applicable deed restrictions covering land use of the property located within the Southgate neighborhood (excluding, however, any provision purporting to restrict ownership or occupancy of property on the basis of race).

E. Promote the safety and security of the residents and property within Southgate neighborhood.

## ARTICLE II

### THE NEIGHBORHOOD

The Southgate neighborhood is an area located in the City of Houston, Texas, bounded on the north by University Boulevard, on the east by Travis Street, on the south by Holcombe Boulevard and on the west by Greenbriar Drive and consists of four subdivisions reflected by maps or plats filed in the Office of the County Clerk of Harris County, Texas, to wit: (i) Southgate Addition; (ii) Southgate Addition, Section Two; (iii) Southgate Addition, Section Three; and (iv) Southgate Annex.

## ARTICLE III

### MEMBERSHIP

Any adult who is a property owner or is a resident of the Southgate neighborhood may become a voting member upon payment of the annual dues established pursuant to these Bylaws. All adults who are members in good standing of the Southgate Civic Club, an unincorporated association, at the time of the organization of this corporation and adoption of these Bylaws shall automatically be members of the Club until January 1st of the next calendar year. There may not be more than one vote cast at any meeting of the Civic Club with respect to any matter for any one separately owned building site or lot. All members who own, or reside on, the same property must agree as to how the vote for

such property is to be cast. In case of a conflict between an owner (or the owners) and a resident non-owner member, the decision of the owner (or owners) shall determine how the vote for such property shall be cast. No votes may be cast by proxy. Nonpayment of dues is a ground for forfeiture of membership only after the dues remain unpaid for three months. The privilege of holding office, making motions, debating, and voting is limited to members current in the payment of dues.

#### ARTICLE IV

##### DUES

Section 1: General. The amount of the annual dues for membership shall be payable in March. A portion of the annual dues paid by each member shall be deposited in an interest bearing fund entitled Restrictions Enforcement Fund. The balance of the annual dues shall be deposited in an Operating Fund to be used for operating expenses of the Civic Club.

Section 2: Amount. The initial amount of the annual dues shall be \$30.00 and the portion of such amount to be initially deposited in the Restrictions Enforcement Fund shall be \$20.00. For any calendar year subsequent to adoption of these bylaws, such amount and such portion shall be established at the last regular meeting of a calendar year effective the first day of January of the next calendar year. The amount of annual dues and the portion to be deposited in the Restrictions

Enforcement Fund shall remain the same from year to year unless the Executive Committee recommends a change, notice of such recommended change is contained in the notice of the last regular meeting of the calendar year, and such change is approved at such meeting.

Section 3: Restrictions Enforcement Fund Uses. The principal of the Restrictions Enforcement Fund shall be used for restrictions enforcement. Interest from the Restrictions Enforcement Fund may be used for (i) restrictions enforcement, (ii) education of new residents concerning restrictions, (iii) promotion of compliance with restrictions among owners and residents of property in the neighborhood, (iv) extension or renewal of existing restrictions, (v) adoption of new restrictions, and (vi) up to \$500 in any calendar year, for operating expenses that exceed the amounts allocated to the Operating Fund.

Section 4: Over 65 Dues. Annual dues for membership of residents over 65 years of age shall be an amount equal to the portion of the annual dues to be deposited in the Restrictions Enforcement Fund.

## ARTICLE V

### OFFICERS AND THE MANNER OF ELECTING OFFICERS

Section 1: Positions. The officers of the Civic Club shall consist of a president, three vice-presidents, a secretary and a treasurer. The initial officers of the Club shall be those persons serving on the initial Executive Committee and holding the same positions with the Southgate Civic Club, an unincorporated association, and will serve until January 1st of the first calendar year after adoption of these Bylaws or until their successors are elected, whichever occurs later.

Section 2: Term. All officers are elected for a term of one calendar year at an annual election held at the general meeting in November of the preceding year. Elected officers take office on January 1 following the election and serve for a term of one year and until their successors are elected and qualified.

Section 3: Nominating Committee. The president shall appoint a nominating committee of three members and announce the names of the committee members at the September general meeting. Before the Executive Committee meeting in November, the nominating committee shall select a slate of candidates for elected offices and recommend such candidates to the Executive Committee for presentation to the membership at the next general meeting.

Section 4: Election. In addition to the candidates recommended by the nominating committee, additional nominations shall be received from the floor. Election is by a show of hands,

unless a member requests election by written ballot. If there are more than two candidates for office, and one candidate fails to receive a majority of the votes cast, there shall be a runoff between the two candidates receiving the most votes on the first ballot.

Section 5: Vacancies. Vacancies in office shall be filled by the president. Appointees serve until their successors have been elected at the next general meeting following a vacancy. If the vacant office is that of president, the vice-president designated by the Executive Committee shall perform the duties of president until the election of a successor at the next general meeting. That election shall be held by calling for nominations from the floor, and otherwise in accordance with the rules in Article V, Section 4.

Section 6: Resignation and Removal. Any officer may be removed from office with or without cause by the Executive Committee. Any officer may resign at any time giving written notice to the Executive Committee, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## ARTICLE VI

### DUTIES OF OFFICERS

Section 1: President. The president shall prescribe the duties of officers in addition to those stated herein (including, but not limited to, designating one of the vice-presidents to chair meetings in the absence of the president). The president has the power to appoint committees as needed.

Section 2: Treasurer. The treasurer shall collect all funds due the Club, appropriately disburse all funds, and make a report at the November general meeting of receipts and disbursements of funds. Withdrawals from funds of this club shall be signed by two of the following three officers: president, treasurer, and a vice-president designated by the president.

Section 3: Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Executive Committee and of the Members; serve notice of meetings of the Executive Committee and of the Members; keep appropriate current records showing the Members of the Club together with their addresses; and shall perform such other duties as required by the Executive Committee.

Section 4: Authority of Officers. No officer or member of this club has the authority to give the assent of the club approving construction or erection of construction of improvements to an existing structure or a new structure on any building site in the neighborhood without approval of a majority of the Executive Committee subsequent to consultation with and evaluation by any existing architectural review committee of the club.

Section 5: Financial Reporting. To the extent required by law, the Treasurer shall prepare and the Club shall maintain in its records such financial reports as may be required by Article 1396-2.23A of the Texas Non-Profit Corporation Act, as amended.

## ARTICLE VII

### MEETINGS

Section 1: General. General meetings shall be held at 7:30 p.m. on the fourth Tuesday of February, April, May, September and November of each year at such place as designated in the notice for such meeting. Joint meetings with the Southgate Garden Club may be held from time to time as determined by the Executive Committee. At least ten days (but not more than fifty days) written notice shall be given of each general meeting to all members.

Section 2: Special. Special meetings may be called at any time by the president, the Executive Committee, or upon written request by ten members of the club. Not less than ten days (but not more than fifty days) notice of special meetings shall be given in writing to each member in good standing. Notices of special meetings shall state the purpose or purposes for which the meeting is called, and matters not described in the notice may not be considered at the special meeting.

Section 3: Quorum. The presence of at least ten members, including officers, shall constitute a quorum at any meeting.

Section 4: Dates. The dates for general meetings may be changed by the president at any time if it is in the best interest of the membership.

## ARTICLE VIII

### COMMITTEES

Section 1: Executive Committee. Unless otherwise expressly provided by law, in the Articles of Incorporation or in another provision of these bylaws, the affairs of the Club shall be managed by a board of directors, referred to in these bylaws as the "Executive Committee," composed of not less than six nor more than seventeen members of the club, including the officers, which shall be presided over by the president. Members of the Executive Committee not officers shall be

appointed by the president and serve during the year for which the appointing president was elected. After the filing of the Articles of Incorporation of the Club, the issuance of its corporate charter by the Secretary of State of Texas, the holding of the first meeting of the initial Executive Committee established in such Articles and adoption of these Bylaws, the president shall appoint additional members of the Executive Committee, not to exceed 11, who shall serve for the remainder of the president's term. The Executive Committee shall exercise executive supervision over the affairs of the club. The president may call a meeting of the Executive Committee at any time. The Executive Committee shall meet regularly on the first Tuesday of February, April, May, September and November. Following each meeting, a summary of current matters of interest to the general membership shall be circulated to the membership along with the regular meeting notices.

Section 2: Advisory Committee. There shall be an advisory committee composed of past presidents of the club for so long as they remain members of the club (subject to removal pursuant to Section 3, below). They shall be notified of all Executive Committee and membership meetings. The prime purpose of this committee is to lend assistance to members of the Executive Committee. Members of the advisory committee not also members of the Executive Committee shall have no vote at meetings of the Executive Committee.

Section 3: Removal. Any member of the Executive Committee or the advisory committee may be removed, with or without cause, by a majority vote of the Executive Committee or a majority vote of the Members. In the event of death, resignation or removal of a member of the Executive Committee, such member's successor shall be selected by the president and shall serve for the unexpired term of the removed member.

Section 4: Compensation. No member of the Executive Committee shall receive compensation for any service such member may render to the corporation. However, any member may be reimbursed for actual expenses incurred in the performance of such member's duties.

Section 5: Action Taken Without a Meeting. The Executive Committee shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the members of the Executive Committee or by telephone conference call of a quorum of the Executive Committee or by telephone poll of the members of the Executive Committee taken by the president or the secretary. Any action so approved shall have the same effect as though taken at a meeting of the Executive Committee.

Section 6: Quorum. Six of the members of the Executive Committee shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the

members of the Executive Committee actually present at a duly held meeting at which a quorum is present shall be regarded as the act of the Executive Committee.

## ARTICLE IX

### POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

Section 1: Powers. The Executive Committee shall have power to:

(a) Suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any dues of the Club; and

(b) Exercise, for the Club, all powers, duties and authority vested in or delegated to this Club and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation.

Section 2: Duties. It shall be the duty of the Executive Committee to:

(a) Cause to be kept a record of all its acts and corporate affairs;

(b) Supervise all officers, agents and employees of this Club, and to see that their duties are properly performed;

## ARTICLE X

### INDEMNIFICATION

Section 1: Right to Indemnification.

Each person who was or is made a party to or is threatened to be made a party to, or is otherwise involved in any action, suit or proceeding, whether civil, criminal, arbitrative, administrative

or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation ("agent," as used in this Article X, including, without limitation, a volunteer in service to or on behalf of the corporation), or who is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent shall be indemnified and held harmless by the corporation to the full extent authorized by the Texas Non-Profit Corporation Act (the "Non-Profit Corporation Act"), as the same exists or may hereafter be amended (provided that no such amendment shall adversely affect any right or protection of any such person existing at the time of such amendment), against all expense, liability and loss (including attorney's fees, judgments, fines, excise or similar taxes, or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that,

except as provided in Section 2 of this Article X with respect to proceedings to enforce rights to indemnification, the corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Executive Committee of the corporation. The right to indemnification conferred in this Section 1 of Article X shall be a contract right and shall include the right to be paid by the corporation the reasonable and actual expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that an advancement of expenses incurred by a director, officer, employee or agent who is an indemnitee shall be made only (i) upon delivery to the corporation of a written affirmation by such person of such person's good faith belief that such person has met the standard of conduct necessary for indemnification under the Non-Profit Corporation Act (hereinafter an "affirmation") and a written undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such person is not entitled to be indemnified for such expenses under this Article X or otherwise (hereinafter an "undertaking"), and (ii) if required by law, following a determination that the facts known to those making the determination would not preclude indemnification under the Non-Profit Corporation Act.

Section 2: Right of Indemnitee to Bring Suit.

If a claim made under and in accordance with the provisions of Section 1 of this Article X is not paid in full by the corporation within sixty days after a written claim has been received by the corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the corporation to recover an advancement of expenses pursuant to the terms of an affirmation and an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In any suit brought by the indemnitee to enforce a right to indemnification hereunder it shall be a defense that the indemnitee has not met the applicable standard of conduct set forth in the Non-Profit Corporation Act. In any suit by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the corporation shall be entitled to recover such expenses upon a final adjudication that the indemnitee has not met the applicable standard of conduct set forth in the Non-Profit Corporation Act. Neither the failure of the corporation (including its Executive Committee, independent legal counsel, or its members) to have

made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Non-Profit Corporation Act, nor an actual determination by the corporation (including its Executive Committee, independent legal counsel, or its members) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct. In any suit brought by the indemnitee to enforce a right hereunder, or by the corporation to recover an advancement of expenses pursuant to the terms of an affirmation and undertaking, the burden of proving that the indemnitee is not entitled to be indemnified or to such advancement of expenses under this Article X or otherwise shall be on the corporation.

Section 3: Non-Exclusivity of Rights.

The rights to indemnification and to the advancement of expenses conferred in this Article X shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Articles of Incorporation of the corporation, bylaws, agreement, vote of members or disinterested directors or otherwise.

Section 4: Insurance.

The corporation may purchase and maintain insurance or another arrangement, at its expense, to protect itself and any director, officer, employee or agent of the corporation against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Non-Profit Corporation Act.

## ARTICLE XI

### RULES OF ORDER

Robert's Rules of Order govern unless inconsistent with the Articles of Incorporation and bylaws of this club.

## ARTICLE XII

### SOUTHGATE GARDEN CLUB

The Southgate Garden Club may be organized and operated from time to time under the auspices of the Southgate Civic Club. The Garden Club may adopt its own bylaws providing for membership, dues, a board of directors and officers. Any dues collected shall be considered funds of the Southgate Civic Club but may be expended for purposes approved by the board of the Garden Club.

## ARTICLE XIII

### PROVISIONS FOR AMENDMENT

The bylaws may be amended at any general meeting at which a quorum is present by a two-thirds vote of the members present. Written notice of proposed amendments shall be given to the membership at least ten days prior to the general meeting or to those present at the general meeting immediately preceding the general meeting at which the amendment is voted upon.

These bylaws were adopted at a general meeting held May 23, 1989.

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PEGGY GEDDIE, Secretary