

Precinct 287 Civic Association

Bylaws

ARTICLE I. DEFINITIONS

In these Bylaws:

- 1) "Association" means Precinct 287 Civic Association.
- 2) "Resident" means a permanent, adult Resident of a home in the area served by the Association, regardless of status as owner or tenant. An "adult" is someone aged 21 years or older, and "permanent" means the individual has the address of the home on their driver license, passport or equivalent state or federal government issued ID.
- 3) "Non-Resident owner" means a natural person or corporation, limited liability company, or similar entity that owns property or properties in the area served by the Association but does not reside in the area served by the Association.
- 4) "Member" means a Resident who has registered with the Association and provided the names of the adult Residents in their household, their physical address and an email address at which they may be reached.
- 5) "Member" also means a Non-Resident owner, which may be a natural person or a natural person duly appointed to represent the Non-Resident owner if that Non-Resident owner is not a natural person, who has registered with the Association and provided the address of the property or properties owned by the Non-Resident owner within the area served by the Association and an email address where the Non-Resident owner may be reached.
- 6) "Member in Good Standing" means a Member, who has paid the annual dues of the Association in accordance with Sec. 3.03 of these Bylaws. For Residents, this term includes the other adults permanently residing in the home.
- 7) "Board" means the Board of Directors of the Association. The Board consists of the President, Vice-President, Security Director, Treasurer, Secretary and Area Representatives.
- 8) "Executive Committee" means the President, Vice-President, Security Director, Treasurer and Secretary.

- 9) "Property" means an improved or unimproved lot (or combination of lots) bearing a single street address within the area served by the Association.
- 10) "Tenant" means a Resident who has the right of possession of a property pursuant to a written lease agreement signed by the tenant and the owner, or its representative.

ARTICLE II. NAME AND PURPOSE

SECTION 2.01: NAME

The name of this organization shall be the Precinct 287 Civic Association.

SECTION 2.02: PURPOSE

The Association serves the Residents and Non-Resident owners of property within Post Oak Manor subdivision and Willow Brook subdivision.

The purposes of the Association are to advance the civic and social welfare of the Association community and its Residents; to foster a closer acquaintance and a spirit of cooperation and responsibility among all Residents; to sponsor worthwhile community interests on a Non-partisan basis; and to provide a forum for the presentation of individual ideas and opinions. These Bylaws shall govern the Association.

ARTICLE III. MEMBERSHIP

SECTION 3.01: ELIGIBILITY FOR MEMBERSHIP

Any Resident or Non-Resident owner of property within the subdivision sections listed below is eligible for Membership in the Association.

Post Oak Manor Sections 1 through 6
Willow Brook Sections 1 and 2

SECTION 3.02: MULTIPLE PROPERTY MEMBERSHIP

Residents and Non-Resident owners of multiple properties may pay dues for each property owned and, if said dues are paid timely and in full, shall be entitled to a corresponding number of votes. This right is subject to Section 3.04 below.

SECTION 3.03: ANNUAL DUES

The annual dues (which shall include a Security Patrol charge) shall be determined by the Board. Payment is due on or before September 30 of each year. If payments are being made in halves, the

first payment is due on or before September 30 and the second payment is due on or before January 15 of the following year. The Board may, on a case by case basis, and at its sole discretion, approve alternative payment arrangements with fixed amounts due at set dates, provided that the amount paid under such alternative payment arrangements equals the full amount of dues owed, and is paid in full no later than January 15 of the year following the year in which the dues are owed.

The amount required for annual dues may not be changed more frequently than once per year. New Residents' annual dues are pro-rated based on the Association's fiscal year beginning September 1.

SECTION 3.04: VOTING RIGHTS

The full and timely payment of the annual dues owed will entitle one vote to be cast per property in all Association elections and referendums. The term "full and timely" means on or before September 30, or, if the payments are divided, one half of the full amount on or before September 30 and the second half on or before January 15, or, if payment is by an alternative method approved by the Board, the Member is not in default on any payments thereunder.

A Member is in default if payment of dues is not received by the required due date. If a Member is in default and wants to vote, the Member shall pay the full amount of dues owed plus 10% of that amount. Upon said payment, the Member becomes a Member in Good Standing and may cast a vote and be counted (along with the other Residents of the property in attendance) for purpose of establishing a quorum.

In regard to Non-Resident owners and their tenant(s): as only one vote per property is permitted, the right to vote shall be vested in the party that paid the dues, provided however that if the Non-Resident owner has paid the dues and is not present at a meeting in which a vote is held, but the tenant is present at the meeting, the tenant may vote. However, if the tenant has paid the dues and is not present at a meeting in which a vote is held, but the Non-Resident owner is present at the meeting, the Non-Resident owner shall not be entitled to vote. Any lease provision or agreement between the Non-Resident owner and the tenant contrary to this provision is void as to this Section.

In regard to situations where a tenant resides in a property owned by a Resident, the same rules in the paragraph above apply, except that if the tenant has paid the dues and is not present at the meeting in which a vote is held, but the Resident that owns the property is present at the meeting, the Resident who owns the property may vote on behalf of the tenant.

SECTION 3.05: TERMINATION OF MEMBERSHIP

Membership in the Association is automatically terminated whenever the Member is no longer a Resident or Non-Resident owner

SECTION 3.06: MEMBER CONTACT INFORMATION

It shall be the sole responsibility of the Member to provide the Secretary with current contact information if the Member's physical address or email address previously provided has changed or is no longer valid.

ARTICLE IV. OFFICERS

SECTION 4.01: OFFICERS

The Association shall have the following Officers:

1. President
2. Vice-President
3. Treasurer
4. Secretary
5. Area Rep., Pl. 1 for the residences in the east side of Post Oak Manor*
6. Area Rep., Pl. 2 for the residences in the west side of Post Oak Manor
7. Area Rep., Pl. 3 for the residences in the east side of Willow Brook
8. Area Rep., Pl. 4 for the residences in the west side of Willow Brook.

*Cliffwood Dr shall serve as the divide between east and west for determining all Area Representatives.

SECTION 4.02: ELIGIBILITY REQUIREMENTS

Any Member in Good Standing shall be eligible to run for a position as an Officer of the Association, subject to the requirements set forth below.

Tenants who are Members in Good Standing are eligible to run for a position as an Officer. Tenants who reside in a property for which the dues have been paid by the owner of the property are not eligible to run for a position as an Officer, provided however, that if any such tenant desires to serve as an Officer, and the dues have been paid timely and in full by the owner of the property, the tenant may run for a position as an Officer upon payment to the Association of a \$100 candidacy fee. The Board may, in its sole discretion, reduce or waive the \$100 candidacy fee, and if so waived, or if the reduced amount is paid, and the other requirements of this Section are met, the tenant shall be eligible to run for a position as an Officer.

Residents who wish to serve as President, Vice President, Treasurer or Secretary of the Association are required to serve as a member of a committee of the Association, as an Area Representative, or in a similar voluntary capacity under the direction of the existing Board prior to seeking office.

Any Resident wishing to serve as Security Director (as shall be appointed by the President under Section 7.02 below) shall meet these same requirements.

SECTION 4.03: POTENTIAL OFFICERS

Potential candidates for Officer of the Association must submit their full name, address, contact information including their email address, and the names and contact information of two Members in Good Standing who nominate the potential candidate to the Secretary of the Association no

earlier than March 1st and no later than April 15th of the year in which the candidate is seeking election.

The President shall appoint a Nominating Committee to identify, nominate and recommend candidates to the Members. The Nominating Committee shall consist of no fewer than three nor more than five Members who have served the Association in the year preceding the election either as an Officer, a member of a committee established by the Board of Directors, a host of National Neighbor's Night Out, or those who, in the opinion of the Board of Directors, have otherwise substantially volunteered their time for the benefit of the Association.

The Nominating Committee shall receive the names of potential candidates from the Secretary and evaluate each potential candidate for eligibility under these Bylaws and shall inform each candidate of its determination regarding the candidate's eligibility or ineligibility. If a potential candidate is determined to be ineligible, the candidate may appeal the Nominating Committee's decision to the Board. The decision of the Board shall be the final.

The Nominating Committee shall announce the names of the candidates that it nominates for each position at the beginning of the meeting for the election of officers. The names of the other eligible candidates shall also be announced. There shall be no nominations from the floor at the meeting in which Officers are elected. Candidates may bring printed campaign statements to the meeting held for the election and distribute them to the Members prior to the start of the meeting.

SECTION 4.04: NOTICE OF ELECTION OF OFFICERS

A notice of the meeting for the election of Officers shall be provided no fewer than fourteen (14) days and no greater than sixty (60) days before the election. The method of notice shall be at the Board's discretion but shall be by the most effective, viable means then available to the Board (which may include signage, newsletter, posting on the Association's website or other websites regularly accessed by the Members, email, or other internet based methods).

SECTION 4.05: ELECTION OF OFFICERS

Officers shall be elected at the second meeting of the Members held each year, which should be held on a date on or between May 1 and July 31. A quorum of no fewer than 30 Members in Good Standing (which number shall include the candidates present at the meeting) representing a minimum of 30 properties is required to be present in order to hold the election, provided, however, that if one or more of the candidates is unopposed, the unopposed candidate(s) shall be deemed elected regardless of the presence of a quorum. If there are multiple candidates seeking election to the same office and no quorum is present, a subsequent meeting of the Members shall be scheduled as soon as possible for the purpose of holding the election for the contested office(s).

Notice of the rescheduled meeting date, time and location shall be provided no fewer than eight (8) days prior to the rescheduled meeting. This rescheduling process may repeat as necessary in order to conduct the election, provided however, that if the election is not held (for lack of a quorum) prior to September 1, the election shall be postponed to the next year and the current Officer(s) holding the contested office(s) will continue to serve, regardless of Sec. 4.06 below.

When there is more than one candidate seeking election to the same office, a ballot containing the names of eligible candidates and the office they are seeking shall be distributed (one per property) to the Members in Good Standing present at the meeting. The ballots shall contain no identifying information as to the identity of the voter. Ballots shall be distributed and collected at the beginning of the meeting, whereupon they shall be tallied by the Secretary and the result announced. The candidate with a majority of the votes cast shall be declared the winner. In the event of a tie, the President (who shall refrain from voting) shall cast the deciding vote.

SECTION 4.06: TERM OF OFFICE, LIMITATIONS AND STAGGERED ELECTIONS

Officers shall serve a two-year term beginning September 1 after the election. Officers may not serve more than three (3) terms consecutively. There is no lifetime limit on terms served.

No Member may hold more than one office at a time. No two Residents of the same property may serve as an Officer at the same time, except that one may serve as an Area Representative while the other holds a different office.

Election of Officers shall be staggered. Elections held in odd numbered years shall be for:

- President
- Secretary
- Area Representative, Place 1
- Area Representative, Place 3

Elections held in even numbered years shall be for:

- Vice President
- Treasurer
- Area Representative, Place 2
- Area Representative, Place 4

SECTION 4.07: DUTIES

The duties of the Officers are as follows:

- 1) PRESIDENT: The President shall be the principal executive officer of the Association and shall preside over all meetings, represent the Association on public occasions, and make such committee appointments from the Members as shall be deemed advisable for the effective conduct of the work of the Association. The President shall sign all official documents of the Association. The President shall serve as the chair for all meetings of the Members. The President may, at his or her discretion, appoint a parliamentarian. The President shall also serve as Chair of the Board and Chair of the Executive Committee.
- 2) VICE-PRESIDENT: The Vice-President shall assist the President as the President requests and represent the Association on appropriate occasions. The Vice-President shall also, in the absence or disability of the President, perform the duties and exercise the powers of the President of the Association. In the event of the resignation removal or inability to serve of

the President, the Vice-President shall immediately assume the office of the President. The Vice-President shall also serve as a member of the Board and a member of the Executive Committee.

- 3) **TREASURER**: The Treasurer shall be the custodian of all funds of the Association and keep correct and faithful accounts of all receipts and expenditures of the Association. The Treasurer shall maintain a list of eligible voters for each meeting at which a vote will be held. The Treasurer shall present a report of income and expenses, as well as a statement of current financial condition annually, and at the meetings of the Members. The Treasurer shall, within five business days of leaving office, turn over all records of the Association to the Treasurer-elect. The Treasurer-elect shall inspect the records of the Association as delivered by the preceding Treasurer and shall provide a written receipt for those records. In the absence of the President, Vice-President and Security Director, the Treasurer shall perform the duties and exercise the powers of the President of the Association. The Treasurer shall also serve as a member of the Board and a member of the Executive Committee.
- 4) **SECRETARY**: The Secretary shall attest to all official documents for the Association. The Secretary shall keep and maintain full and impartial records of the activities of the Association in accordance with *Robert's Rules of Order*. Records to be kept and maintained shall include Membership rolls, voting records, minutes, corporate documents, and bylaws. The Secretary shall, within five business days of leaving office, turn over all records of the Association to the Secretary-elect. The Secretary-elect shall inspect the records of the Association as delivered by the preceding Secretary and shall provide a written receipt for those records. In the absence of the President, Vice-President, Security Director and Treasurer, the Secretary shall perform the duties and exercise the powers of the President of the Association. The Secretary shall also serve as a member of the Board and a member of the Executive Committee.
- 5) **AREA REPRESENTATIVES**: Area Representatives shall be responsible for assisting in communications between the Residents of their respective areas and the Board, for identifying volunteers for Association initiatives, and for keeping the Board informed of issues of importance in their respective areas. The Area Representatives shall serve as members of the Board.

The duties of the Officers shall not be limited as enumerated above, but they may discharge in addition such duties as are assigned by the Board.

Unless so authorized by the Board, no Officer shall have any power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render it liable financially for any purpose or in any amount.

SECTION 4.08: VACANCIES AND REMOVAL FROM OFFICE

Any Officer who is no longer a Member shall resign their office. Any Officer may be removed by a majority vote of a quorum present at a properly noticed meeting called at least 14 days in advance for the purpose of voting to remove an Officer. Upon the death, removal, resignation, or incapacity

of an Officer of the Association, the President shall appoint a Member in Good Standing to fill the unexpired term of the office.

SECTION 4.09: MANAGEMENT

The affairs of the Association shall be managed by its Board. The Board shall be comprised of the President, the Vice-President, the Security Director, Treasurer, Secretary and the four Area Representatives of the Association. The Board shall have the authority to carry out any lawful activity on behalf of the Association, and to authorize members of the Executive Committee to act in accordance with the decisions and directives of the Board.

The Board should meet in advance of each regular meeting of the Members, at a time and place designated by the President or as called by any five members of the Board. The presence of a minimum of seven Board members shall constitute a quorum at such meeting, and issues brought to vote shall be decided by a majority of those in attendance. The Board shall meet at least three times per year in person and may hold additional meetings as often as it deems necessary. The additional meetings may be held electronically at the discretion of the President.

Written minutes and records of all proceedings of the Board shall be kept in accordance with *Robert's Rules of Order* and shall be open to the inspection of the Members in Good Standing at reasonable times. All resolutions adopted, plans, projects and expenditures agreed upon by the Board shall be reported to the Members at the next regular meeting of the Association following the Board action.

The Executive Committee shall be comprised of the President, Vice-President, Security Director, Treasurer and Secretary. The Executive Committee shall meet at the call and in the manner prescribed by the President. The Executive Committee shall advise the President on matters placed before it and shall perform such other duties and take such actions as authorized by the Board.

ARTICLE V. MEETINGS OF MEMBERS.

SECTION 5.01: PLACE OF MEETINGS

Meetings of the Members shall be held at the Willow Meadows Baptist Church, 4300 W. Bellfort Blvd. Houston, Texas, or at any other place the President or a majority of the Members in Good Standing may from time to time select.

SECTION 5.02: REGULAR MEETINGS

Unless decided otherwise by a majority of the Board, regular meetings of the Association shall be held quarterly, at a time and place designated by the President. The Board may decide to hold a minimum of three regular meetings in each year.

All Residents and Non-Resident owners of the Association are permitted to attend the meetings. The meetings are not open to Non-Residents. However, the President has sole discretion to allow a Non-Resident to attend.

SECTION 5.03: ANNUAL MEETING

An annual meeting of the Members shall be held in the second quarter of each year and shall be counted for the purpose of 5.02 above as a regular meeting. At such meeting, the Members shall elect the Officers of the Association, receive reports on the affairs of the Association, and transact any other business which is within the power of the Members. If an annual meeting has not been called and held within three months after the time designated for it, any ten Members in Good Standing may call the annual meeting.

SECTION 5.04: SPECIAL MEETINGS

Special meetings of the Members may be called by the President, by a majority of the Board, or by five percent (5%) or more of the Members in Good Standing.

SECTION 5.05: NOTICE OF MEETINGS

A notice containing the date, place and time of the meetings shall be sent, delivered or posted no fewer than fourteen (14) days, and not more than sixty (60) days prior to the meeting date. The method of notice shall be at the Board's discretion but shall be by the most effective, viable means then available to the Board (which may include signage, newsletter, posting on the Association's website or other websites regularly accessed by the Members, email, or other internet based methods).

SECTION 5.06: QUORUM

The presence of a minimum of 30 Members in Good Standing representing a minimum of 30 properties at any properly noticed meeting shall constitute a quorum at such meeting.

SECTION 5.07: MEETING FORM

Meetings of the Members and of the Board shall be conducted pursuant to *Robert's Rules of Order*. In the event of a conflict between these Bylaws and *Robert's Rules of Order*, these Bylaws shall prevail.

ARTICLE VI. VOTING

SECTION 6.01: VOTING

Issues shall be decided by a majority vote of the Members in Good Standing present at the meetings if those present represent a quorum at the time of the voting. This section specifically excludes the amending of the Bylaws which shall be conducted according to SECTION 9.01 of these Bylaws. Voting by proxy is prohibited with the exception of voting rights relating to property owners and tenants as described in Section 3.04 above. Only one vote per property may be cast.

ARTICLE VII. COMMITTEES

SECTION 7.01: AUTHORIZATION TO ESTABLISH COMMITTEES

The Board may establish Committees as it deems necessary. The Committee leader shall be a Member in Good Standing appointed by the President. The Committee leader may appoint Committee members from among the Members, and the President shall have the option to appoint additional members to the Committee as the President deems reasonably necessary.

SECTION 7.02 AUTHORIZATION TO APPOINT SECURITY DIRECTOR

The President shall appoint a Security Director who shall meet the requirements of Sec. 4.02 above and be approved by the board. The Security Director shall establish and maintain a security patrol and shall have responsibility and authority for payment of the security patrol invoices. The Security Director shall act as Association liaison with local law enforcement and applicable city and county representatives to enhance the security of the Association. The Security Director shall receive reports by Members of actual and suspected criminal activity within the Association boundaries and give an accurate report to the Members at each Member meeting of criminal incidents which have occurred within the Association boundaries. In the absence of the President and Vice-President, the Security Director shall perform the duties and exercise the powers of the President of the Association. The Security Director shall also serve as a member of the Board and a member of the Executive Committee.

ARTICLE VIII. FINANCES

SECTION 8.01: EXPENDITURES

Approval for the expenditure of funds shall be made by the Board.

SECTION 8.03: FINANCIAL REPORTS

Financial Reports shall be prepared by the Treasurer and presented to the Members at the meetings of the Members.

SECTION 8.04: BUDGET

The annual budget shall be created by the Treasurer and approved first by the Executive Committee and then by the Board. The annual budget shall be created on a "Balanced Budget" basis and accounted for on a cash basis. The budget shall be based on estimated dues to be collected, if any, in the coming year. The fiscal year shall begin on September 1 of each year. The budget may be adjusted to reflect the variances in income and expenditures experienced by the Association.

ARTICLE IX. AMENDMENTS

SECTION 9.01: PROCEDURE

These Bylaws may be amended by a two-thirds majority vote of the Members in Good Standing present at any special or regular meeting of the Members of the Association, provided there is a quorum present at the time of voting and provided fourteen days (14) written notice of the proposed amendment and of the meeting is given. The Bylaws may not be amended more than once annually.

ARTICLE X. ACCEPTANCE OF BYLAWS

SECTION 10.01: ACCEPTANCE. Acceptance of these Bylaws shall be by majority vote of the Members of the Association present at a meeting called for the purpose of accepting these Bylaws, provided that the quorum necessary for the purpose of accepting these Bylaws is present at the time of voting. Only one vote per property may be cast. The necessary quorum for the purpose of accepting these Bylaws, and for this purpose only, is defined as 30 or more current residents or non-resident owners representing a minimum of 30 properties. The definition of “resident”, “non-resident owner” and “property(ies)” shall be as defined in ARTICLE I above.

Prior to holding the vote on the acceptance these Bylaws, copies of these Bylaws shall be distributed to the Members in attendance, and sufficient time shall be allowed by the President for discussion. Thereafter, the President may call a vote on the acceptance of these Bylaws, or, at the President’s discretion, elect to table the vote to a subsequent meeting.

ARTICLE XI. SPECIAL PROVISIONS

SECTION 11.01: IMPROVEMENTS.

The Association may improve, beautify, and maintain parks, parkways, esplanades, rights of way easements, and other public areas.

SECTION 11.02: CONFIDENTIALITY

The Association, and any of its Officers, Board Members, Executive Board Members and Members with access to Association information, are strictly forbidden to sell, exchange or provide for free to any Resident or Non-Resident any information gathered, maintained or otherwise possessed by the Association pertaining to the membership, or its individual Members, including but not limited to contact information, demographic data and voting history. Violation of this Section shall result in immediate termination of Membership for the offender.

SECTION 11.03: DEED RESTRICTIONS

A Member in Good Standing who is in violation of the Deed Restrictions applicable to the Member's property shall have their voting rights suspended until the Deed Restriction violation is corrected, provided however, that a Member's voting rights shall not be affected by any Deed Restriction violation related to a permanent improvement that is in place on the date of Acceptance of these Bylaws unless and until it constitutes New Construction. Nothing in these Bylaws, and no determination by the Association regarding a violation of a Deed Restriction shall in any way restrict any Resident or property owner from exercising the enforcement rights conveyed to the Resident or property owner under the applicable Deed Restrictions, nor shall these Bylaws restrict any Resident's or property owner's right to enforce Deed Restrictions by any other means available.

XII. INDEMNIFICATION

SECTION 12.01: INDEMNIFICATION

The Association shall indemnify and hold harmless the Officers, Board Members, Executive Board Members and Committee Members against any loss, damage or expense, including but not limited to legal fees, court costs and any sums due as a result of litigation, which such individuals may sustain or incur as a result of any acts or activity taken or not taken on behalf of the Association. Any right of indemnification provided for herein shall not be exclusive of any other rights to which a person may be entitled by law, agreement, Board vote, Member vote, or otherwise.

These Bylaws were accepted by the Members of the Association in accordance with Section 10.01 of these Bylaws on September 28, 2021



Barbara Beard

Secretary