

BYLAWS  
SHARPSTOWN CIVIC ASSOCIATION, INC.  
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BYLAWS  
OF  
SHARPSTOWN CIVIC ASSOCIATION, INC.

ARTICLE I

IDENTIFICATION

SECTION 1. NAME.

The name of the corporation is SHARPSTOWN CIVIC ASSOCIATION, INC.

SECTION 2. REGISTERED OFFICE AND REGISTERED AGENT.

The address of the registered office of the Corporation shall be such office as designated by the Articles of Incorporation, and the name of the registered agent shall be as set forth in the Articles of Incorporation. The Board of Directors, at any regular or special meeting, may from time to time change the registered agent and the address of the registered office of the Corporation.

SECTION 3. SEAL.

The seal of the Corporation shall be circular in form and mounted upon a metal die, suitable for impressing the same upon paper. About the upper periphery of the seal shall appear the words SHARPSTOWN CIVIC ASSOCIATION, INC. and in the center "CORPORATE SEAL 1976 TEXAS".

SECTION 4. CALENDAR YEAR.

The Corporation shall be on a Calendar Year beginning with the first day of January in each year to the 31st day of December of each year.

ARTICLE II

MEMBERS

SECTION 1. MEMBERSHIP CLASSES.

Membership in the Association shall be divided into four classes as follows:

A. Single - Any single individual residing within the geographical area described in the Articles of Incorporation.

B. Family - A family household consisting of a husband and wife, or either one, and children thereof, situated within the geographical area described in the Articles of Incorporation.

C. Associate - Any place of business or professional office situated within the geographical area described in the Articles of Incorporation.

D. Honorary - The Board of Directors may from time to time elect honorary members.

SECTION 2. DUES

follows:

The annual dues for membership in the Corporation shall be as

- A. Single - <sup>55.00 2002</sup> \$50.00 per year, which does not include Constables on Patrol\* with a \$5.00 discount if paid by December 31\*\*  
<sup>135 140.00 2005</sup> \$100.00 per year specifically allocated to cost of continuing Constables on Patrol\*
- B. Family - <sup>55.00 2002</sup> \$50.00 per year, which does not include Constables on Patrol\* with a \$5.00 discount in paid by December 31\*\*  
<sup>135 140.00 2005</sup> \$100.00 per year specifically allocated to cost of continuing Constables on Patrol\*

Additional adult members of the immediate family residing in the same household, 50 percent per year per individual adult.

- C. Associate - <sup>180</sup> \$150.00 per year.\*\*\*
- D. Honorary - No dues.

Subject to the approval of a majority of the members at the Annual Meeting of Members, the new elected Board of Directors shall set the annual dues for the subsequent year.

\*Amended by Board 10/07/97 (and by Membership 11/20/97) per 12/97 SCAN  
\*\*Amended by Board 11/04/97 (and by Membership 11/20/97)  
\*\*\*As previously amended from time to time

ARTICLE III

MEETING OF MEMBERS

SECTION 1. PLACE OF MEETINGS.

Meetings of the members of the Corporation shall be held at the registered office of the Corporation, or such other place as the Board of Directors may direct. Meetings of the members may be held at any place within the geographical area described in the Articles of Incorporation as designated by the Board of Directors.

SECTION 2. ANNUAL MEETING.

The annual meeting of the members shall be held in November of each year on a date designated by the Board of Directors. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Corporation.

If the Board of Directors fail to call the annual meeting at the designated time, any member may make a demand that the meeting be held within a reasonable time. The demand must be in writing sent by registered mail directed to any officer of the Corporation. Thereafter, if the annual meeting is not called within sixty (60) days after such demand, any member may compel the holding of the annual meeting by legal action directed against the Board.

SECTION 3. REGULAR MEETINGS.

Regular meetings of the members shall be held as prescribed by the Board of Directors with a minimum of six per year.

SECTION 4. SPECIAL MEETINGS.

Special Meetings of the members may be called by the President, a majority of the Board of Directors or ten (10%) percent of all voting members.

SECTION 5. NOTICE OF MEETINGS - WAIVER.

Written notice stating the place, day and hour of the meeting, and in case of special meetings, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary or the officer of person calling the meeting, to each member of record entitled to vote at such meeting.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Corporation, with postage prepaid.

A written waiver of notice of a meeting signed by a member before or after the time of the meeting shall be equivalent to receipt of such notice.

Attendance by a member at the members meeting shall constitute a waiver of notice of such meeting of which he/she has not received notice, except where attendance at the meeting is for the purpose of objecting to the meeting as not being lawfully called or convened.

In the event that the membership of the Corporation exceeds one thousand (1,000), notice may be given by publication in a newspaper of general circulation in the membership area described in the Articles of Incorporation.

SECTION 6. VOPING AT MEETINGS.

A. Single - Each single member, after having duly qualified, shall be entitled to all the rights and privileges of a member and shall be entitled to one vote on each matter submitted to a vote at a meeting of members.

B. Family - Each family, after having duly qualified, shall be entitled to all the rights and privileges of a single member and shall be entitled to one vote.

Any additional adult member of the family residing in the same household with the family member may qualify and be entitled to all the rights and privileges of a single member, and shall be entitled to one vote, in addition to the family member, by the payment of additional dues as set out in the Article II, Section 2 of these Bylaws.

C. Associate - Associate members, after having duly qualified, shall be entitled to all of the rights and privileges of a single member, excluding voting rights.

D. Honorary - Honorary members shall have no voting rights.

SECTION 7. QUORUM.

No minimum number of members is necessary to constitute a quorum.

SECTION 8. MAJORITY VOTE.

An affirmative vote of a majority of the members present at a duly called special or regular meeting shall be the act of the members.

SECTION 9. ELECTION OF OFFICERS AND DIRECTORS.

At each election for officers and directors, each eligible voter shall be entitled to vote for as many persons as there are officers or directors to be elected.

SECTION 10. PROXIES.

Members shall have the authority to vote only in person at duly convened meetings, and voting by proxy is prohibited.

SECTION 11. CUMULATIVE VOTING.

No member shall have the right to cumulate his/her votes for any election or any other voting purpose.

ARTICLE IV

THE BOARD OF DIRECTORS

SECTION 1. QUALIFICATION.

The business affairs of the Corporation shall be managed by a Board of Directors who shall be adult residents of the geographical area of the Corporation described in the Articles of Incorporation and voting members of the Corporation.

SECTION 2. NUMBER AND ELECTION.

Members of the initial Board of Directors shall be those persons designated in the Articles of Incorporation who shall hold office until the first annual meeting of the members, and until their successors shall have been elected and qualified.

At the first annual meeting of the members, there shall be elected a Board of Directors consisting of not less than thirteen (13) and not more than nineteen (19)\* members, including the four (4) hereafter designated officers who shall also be directors. The number of directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

\*Amended by Board 11/20/97 (and by Membership 01/22/98)

SECTION 3. TERM.

The directors elected at the first annual meeting shall be divided into two classes, seven of which shall serve for a one year term and eight of which shall serve for a two year term. The Board of Directors shall determine the members of each such class by the drawing of lots.

Directors elected at each annual meeting thereafter shall serve for a two-year term and until his/her successor shall be elected and qualified.

SECTION 4. VACANCIES.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor.

Any directorship filled by reason of increase in the number of directors shall be filled by an election at the annual or a special meeting of the members called for that purpose.

SECTION 5. PLACE OF MEETINGS.

Meetings of the Board of Directors, regular or special, may be held either within or without the geographical membership area described in the Articles of Incorporation.

SECTION 6. REGULAR MEETINGS.

The Board of Directors shall hold a regular monthly meeting, the date and place thereof to be designated by the Board of Directors, unless suspended by the Board at a regular meeting.

SECTION 7. SPECIAL MEETINGS.

Special Meetings of the Board may be called by the President upon one day's notice, or by any three members of the Board upon written notice given no less than three nor more than seven days from the date of said meeting.

Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to such notice whether before or after the time of such meeting and shall be equivalent to the giving of such notice.

Attendance of a director at such meeting shall constitute a waiver of notice thereof, except where a director attends for the purpose of objecting to the meeting as not being lawfully called or convened.

The purpose of any special meeting of the Board must be specified in the notice of such meeting.

SECTION 8. QUORUM.

A majority of the number of directors fixed by the Bylaws shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 9. DELEGATION OF AUTHORITY - COMMITTEES.

A. Board Committees - The Board of Directors shall have authority to designate one or more committees of directors each of which committees shall consist of two or more directors. These committees shall have the power to exercise the authority of the Board of Directors in the management of the Corporation.

B. Other Committees - Other committees may be designated and appointed by resolution of the Board of Directors, or by the President, if authorized by the Board of Directors; however, these committees shall not have nor exercise the authority of the Board of Directors in the management of the Corporation. Membership on these committees may consist of non-board members.

SECTION 10. LOANS AND DISTRIBUTIONS.

No loans shall be made by the Corporation to its officers or directors. Any officer or director who participates in any such loan shall be jointly and severally liable to the Corporation for the amount of the loan.

All directors who vote for the wrongful distribution of assets shall be jointly and severally liable to the Corporation for the value of the assets distributed until repaid.

A director is entitled to contribution from any persons who received the distribution knowing that they were wrongfully made.

Any director at a meeting of the board at which such action was taken shall be presumed to have assented to the action unless his/her dissent is recorded in the minutes, or unless he/she shall file his/her written dissent with the person acting as the Secretary before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the meeting. Any director voting in favor of an action cannot later register such a right to dissent.

A director will not be liable under this Article if he/she exercises ordinary care and relied in good faith upon written financial statements of the Corporation presented by the President or other officer whom he/she believes fairly reflects the financial condition of the Corporation.

A director shall not be liable in the exercise of good care and in good faith if he/she relies upon book value of the corporate assets in voting for such a distribution

A director will not be liable if he/she exercises ordinary care and acts in good faith upon the written opinion of an attorney for the Corporation.

SECTION 11. REMOVAL OF DIRECTORS.

If any Director shall fail to attend the regular monthly meeting of the Board for three (3) successive meetings without good and valid reasons for his or her absence in the judgment of the Board, such Director shall automatically cease to be a member of the Board. It shall be the responsibility of each individual Board member to notify an Officer of the Association in advance of the meeting of his or her reason for being absent.

ARTICLE V

OFFICERS

SECTION 1. OFFICERS.

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, all of whom shall automatically be members of the Board of Directors. Such other officers, assistant officers and agents may be appointed as may be deemed necessary by the Board of Directors, but such other officers, assistant officers and agents shall not be directors. No person shall hold two offices at the same time.

SECTION 2. ELECTION OF OFFICERS.

Officers shall be elected by the members at the annual meeting of members and shall hold office for a one-year term and until their successors are duly elected and take office. No officer shall be elected to the same office for more than three (3)\*\*consecutive terms except the Treasurer, who may be elected to that office for a maximum of four consecutive terms.\*

SECTION 3. VACANCIES.

Whenever any vacancies shall occur in any elected office by death, resignation, increase in number of officers of the Corporation, or otherwise, the same shall be filled by the Board at a special meeting duly called for that purpose, and the officer so appointed shall hold office for the remainder of the term of his/her predecessor and until his/her successor is chosen and qualified.

SECTION 4. DUTIES.

A. President - It shall be the duty of the President to preside at all meetings of the Corporation; to enforce the Bylaws; to preserve order and decorum; to encourage all officers and members of committees to perform their duties; to appoint all committees not otherwise provided for; to sign all official documents together with the Secretary; to be an ex officio member of all committees and to decide all questions on procedure and order.

B. Vice President - It shall be duty of the Vice President to aid the President in the performance of his/her duties, and in the absence of the President to act in his/her stead, and to perform such other duties as the Bylaws or the Board of Directors may prescribe.

C. Secretary - It shall be duty of the Secretary to attend all meetings of the members and Board of Directors and to keep a complete record of the proceedings of such meetings; to keep, or cause to be kept, like records of all standing committees appointed by the Board of Directors when required; and to perform such other duties as the Bylaws or the Board of Directors may prescribe.

\* Amendment, January 26, 1984

\*\* Amendment, November 30, 1989



D. Treasurer - It shall be the duty of the Treasurer to keep correct and complete records of account showing accurately at all times the financial condition of the Corporation; to be the legal custodian of all money, notes, securities and other valuables which may from time to time come into the possession of the Corporation; to immediately deposit all funds of the Corporation coming into his/her hands in a reliable bank or other depository to be designated by the Board of Directors, and to keep such bank account in the name of the Corporation.

He/she shall furnish at the meetings of the Board of Directors or the members, or whenever requested, a statement of the financial condition of the Corporation; and perform such other duties as the Bylaws may require or the Board of Directors may prescribe.

The Treasurer may be required to furnish bond in such amount as shall be determined by the Board of Directors, and shall within\* fifteen (15) days after each year's service and within fifteen (15) days after leaving office deliver to the Board of Directors all papers and other property coming into his/her possession and belonging to the Corporation.

SECTION 5. REMOVAL OF OFFICERS.

If any officer shall fail to attend the regular monthly meeting of the Association for three (3) successive meetings without good and valid reasons for his or her absence in the judgment of the Board, such Officer shall automatically cease to be an Officer. It shall be the responsibility of each individual Officer to notify an Officer of the Association in advance of the meeting of his or her reasons for being absent.

ARTICLE VI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

SECTION 1. INDEMNIFICATION.

The Corporation may indemnify any officer or director for expenses and costs incurred in connection with any claim against them by reason of having been an officer or director, except where he or she has been found guilty of negligence or misconduct.

SECTION 2. FAILURE TO INDEMNIFY.

If the Corporation does not fully indemnify a director or officer, a court may assess indemnity against the Corporation for the amount paid by the director or officer in satisfaction of any judgment or claim against him/her, plus any expenses and costs actually and necessarily incurred, in connection with his/her role as an officer or director, except where he/she is found guilty of negligence or misconduct.

SECTION 3. INSURANCE.

The Board of Directors may purchase applicable insurance to cover the cost of indemnifying officers and directors as set forth above.

\*Amendment, January 26, 1984

ARTICLE VII

AMENDMENTS

SECTION 1. BY MEMBERS.

The Bylaws of the Corporation may be amended by the affirmative vote of two-thirds (2/3) of the eligible voting members attending at two consecutive duly called special or regular meetings.

SECTION 2. DELEGATION OF AUTHORITY TO BOARD.

The power to alter or amend the Bylaws shall be vested in the members; however, the members may delegate this power to the Board of Directors by a vote of two-thirds (2/3) of the eligible members present at a meeting duly called for such purpose.

ARTICLE VIII

IMMEDIATE PAST PRESIDENT

The Immediate Past President will become the association counselor to advise the members of the Board of Directors and as counselor will have no vote in Board decisions. Amended August 3, 1987 to give the Immediate Past President a vote in Board decisions.

CERTIFICATE

I hereby certify that the attached represents a true and correct copy of the Bylaws of the SHARPSTOWN CIVIC ASSOCIATION, INC. as amended from time to time (most recently January 22, 1998).

IN WITNESS WHEREOF, I have set my hand this 29 day of May, 1998.

*Frances Lembowicz*  
RECORDING SECRETARY

At the annual meeting of the Sharpstown Civic Association on November 20, 1997 and at the regular meeting on January 22, 1998, the members were asked to vote for a change in the by-laws. The Board of Directors had voted in favor of changing the by-laws to accommodate additional board members. The present by-laws stated that no more than (17) members could be elected to serve as board members.

The proposed new amendment was read to the assembly of members:

ARTICLE IV - BOARD OF DIRECTORS  
Section 2. Number and Election

Members of the initial Board of Directors shall be those persons designated in the Articles of Incorporation who shall hold office until the first annual meeting of the members, and until their successors shall have been elected and qualified.

At the first annual meeting of the members, there shall be elected a Board of Directors consisting of not less than thirteen (13) and not more than nineteen (19) members, including the four (4) hereafter designated officers who shall also be directors. The number of directors may be increased or decreased from time to time by amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent director.

A vote was taken and the new amendment was approved by over two-thirds of the members present at the November and January meetings.

Frances Grembowiec  
Chairman, Nominating Committee

At the May 28, 2009 and the June 25, 2009 General Meetings, the members were asked to vote for a change in the by-laws.

The Board of Directors had vote in favor of redefining Membership Classes and establishing the amount of dues.

Delete ARTICLE II – SECTION 1 AND SECTION 2.

Delete ARTICLE III – SECTION 6 A & B

The proposed new amendments were read to the assembly of members:

#### ARTICLE II SECTION 1 MEMBERSHIP CLASSES

Membership in the Association shall be divided into four classes:

- A. Owners – Any single individual or family household (consisting of a husband and wife or either one and children thereof) residing within the geographical area described in the Articles of Incorporation.
- B. Mandatory Owners – Any single individual or family household (consisting of a husband and wife or either one and children thereof) residing within the geographical area described in the Articles of Incorporation whose resident is subject to Mandatory dues.
- C. Associate – Any place of business or professional office situated within the geographical area described in the Articles of Incorporation.
- D. Honorary – The Board of Directors may from time to time elect Honorary Members.

#### ARTICLE II SECTION 2 DUES

The annual dues for membership in the Corporation shall be for owners, Mandatory Owners and Associate Members. Honorary membership will not be subject to dues.

The dues will be set by the Board of Directors and approved by a majority of the members at the Annual Meeting. Annual dues – currently \$55.00 with a \$5.00 discount if paid by December 31. Constables on Patrol – currently \$145.00 – are specifically allocated to the cost of continuing this program. Property within Section 1\_a has mandatory dues established within their Deed Restrictions.

#### ARTICLE III SECTION 6 VOTING AT MEETINGS

- A. Owners – Each member – single or family, after having duly qualified, shall be entitled to all the rights and privileges of a member and shall be entitled to one vote on each matter submitted to a vote at a meeting of the members.
- B. Mandatory Owners – Each member – single or family, after having duly qualified, shall be entitled to all the rights and privilege of a member and shall be entitled to one vote on each matter submitted to a vote at a meeting of the members.

Items C and D remain unchanged.

A vote was taken and the new amendments were approved by over two-thirds of the members present at the May and June meetings.

*Linda Schmidt*

Vice President

At the September 24, 2009 and the October 25, 2009 General Meetings, the members were asked to vote for a change in the by-laws.

The Board of Directors had vote in favor of removing the term limits for all officers except the Treasurer.

The proposed new amendment was read to the assembly of members:

**ARTICLE V OFFICERS**

**SECTION 2. ELECTION OF OFFICERS:**

There will be no term limits for any office except Treasurer. The Treasurer may be elected to that office for a maximum of four consecutive terms.

All other sections of ARTICLE V remain unchanged.

A vote was taken and the new amendment was approved by over two-thirds of the members present at the September and October meetings.

*Linda Schmidt*

Vice President

At the March 22 and the April 26, 2012 General Meetings, the members were asked to vote for a change in the by-laws.

The Board of Directors had vote in favor of changing Associate Member dues.

The proposed new amendment was read to the assembly of members:

**SECTION 2. DUES:**

**C. Associate – Dues to be equal to current Membership and Dues except for schools and other non-profit entities. Dues for schools and other non-profit entities will be \$150.**

A vote was taken the new amendment was approved by over two-thirds of the members present at the March and April meetings.

*Linda Schmidt*

**Vice President**

Printed: 05/30/12  
Updated: 05/31/12

## Approved Amendment to Bylaws

### SECTION 2. DUES

The annual dues for membership in the Corporation shall be for Owner, Mandatory Owners and Associate members. Honorary membership will not be subject to dues.

The dues will be set by the Board of Directors, and approved by a majority of members at the Annual Meeting. Annual dues – currently \$65.00 with a \$5.00 discount if paid by December 31. ~~Constables on Patrol – currently \$160.00 – are specifically allocated to the cost of continuing this program.~~ Property within Section 1-A has mandatory dues established within their Deed Restrictions.

Change Annual dues to \$75.00 as approved by the Board at October Meeting.

Strike language regarding discount and Constable Patrol.

Approved by the Members at the October & November 2012 General membership meetings.