

BYLAWS SHARPSTOWN CIVIC ASSOCIATION, INC.
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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 an official Resolution of the Board of Directors, and the name of the registered agent shall be as set forth by an official Resolution of the Board of Directors. 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.

SECTION 5. GEOGRAPHICAL MEMBERSHIP AREA

The Geographical Membership Area of the Corporation shall include the single family residences and residential multiplexes described in the deed restrictions pertaining to the same and generally located in the areas as shown on the map attached as Exhibit A and described as:

S 1 /Sharpstown Section 1 Sla/Sharpstown

Section 1A S2/Sharpstown Section 2

S3/Sharpstown Section 3

S5/Sharpstown Section 5

E2/Sharpstown Country Club Estates Section 2

E3/Sharpstown Country Club Estates Section 3 T

1/Sharpstown Country Club Terrace Section 1

T2/Sharpstown Country Club Terrace Section 2

T3/Sharpstown Country Club Terrace Section 3

The areas of S4/Sharpstown Section 4 and El/Sharpstown Country Club Estates Section 1 as well as apartments, condominiums, schools, churches, commercial properties and properties owned by the City of Houston, Harris County or State of Texas which may be located in the geographical areas are excluded.

ARTICLE II MEMBERS

SECTION 1. MEMBERSHIP CLASSES.

Membership in the Association shall be divided into the following classes:

A. Household — A household is defined by an address of a single-family residence or multiplex located in the Geographical Membership Area. A household may be determined by ownership of the property or by residency at the address. (referred to as member/members)

B. Associate — Any business or professional organization found acceptable by the Board of Directors.

Membership in the Corporation is determined by the Corporation's receipt of the annual dues as set forth below.

SECTION 2. DUES

The annual dues for membership in the Corporation shall be as follows:

The annual dues for membership in the Corporation shall be as set forth by the Board of Directors and approved by a vote of the General Membership. The annual dues may include, but are not limited to, membership dues, security fees, and other fees as may be set forth by the Board of Directors and approved by a vote of the General Membership.

The membership shall be given a minimum 30 day notice before any vote on proposed dues changes.

The annual dues for those under mandatory dues shall be as described in the deed restrictions documents filed in the Harris County Property Records Office.

ARTICLE III MEETING OF MEMBERS

SECTION 1. PLACE OF MEETINGS.

Meetings of the members of the Corporation shall be at any place 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 as a forfeiture or dissolution of the Corporation.

If the Board of Directors fails 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 or electronic means directed to the Corporation's office as described in the resolution. 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 members of the corporation as of the date the notice is sent calling such special meeting.

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 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.

Notice may be given in a newspaper of general circulation, in the Corporation's official newsletter, on the Corporation's official website, or other electronic means.

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.

SECTION 5. NOTICE OF SPECIAL MEETINGS – WAIVER.

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.

SECTION 6. VOTING AT MEETINGS.

A. Household — Each household is entitled to one (1) vote provided its membership dues for the calendar year have been received by the Corporation at least seven (7) days before the Annual Meeting or any meeting at which voting by the membership is scheduled to occur.

B. Associate — Associate members have no voting privileges in or for the Corporation.

SECTION 7. QUORUM.

No minimum number of members is necessary to constitute a quorum at a General Membership meeting.

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.

Voting – Voting shall be done by voice vote or balloting. Election of officer or board members shall be done via printed paper ballot. Each member household is entitled to one (1) vote only.

SECTION 9. ELECTION OF OFFICERS AND DIRECTORS.

A. The nominating committee shall present a final proposed list of directors and a final proposed list of officers to the Board. Upon an affirmative vote by the Board, the lists shall be published to the membership no later than two general meetings before the scheduled Annual Meeting and presented to the membership for a vote at the Annual Meeting.

B. Candidates for Board Director Positions — To be considered for election the candidate must be a member in not only the year of election but any and all years in actual service on the Board. Candidates who have not paid dues or who have unresolved deed restriction violations and/or unresolved architectural control issues at the time of the Annual Meeting shall be ineligible to run or serve. Candidates must complete an application and agree to be interviewed by the nominating committee and Board. The nominating committee shall verify that the candidate has paid dues for the current year and has no outstanding deed restriction or architectural control violations before presenting him or her to the Board for consideration.

Nominations from the floor at General Meeting — At the General Meeting, the month prior to the Annual Meeting, the floor shall be open so that any person can be nominated from the floor as a candidate for a board director position. The nominee for a board director position must be a current member of SCA at the time of nomination and meet the same qualifications as a Board of Director. Candidates must complete an application SCA shall not accept payments to qualify for candidacy at the General Meeting of the nomination. If a nominee is found not to meet the qualifications as set forth by the bylaws of the Corporation that said candidate shall be removed as a candidate for consideration.

Prior permission — No person may be presented for election without obtaining express consent from that person. Written consent must be presented at the time of nomination. Failure to obtain such consent or withdrawal of consent shall remove that candidate from consideration.

Non-Partisan and Non-Political Organization — The SCA, Inc. is a non-partisan and non-political organization. SCA, Inc. shall not endorse any political party or individual political candidate for political office. Use of SCA logo, letterhead, email, Facebook or social media page for support for or opposition to any political party or political candidate is strictly prohibited. Violation of these prohibitions is grounds for immediate removal from the SCA board and disqualification for candidates seeking SCA director or officer positions, with no refunds of any dues paid.

Candidates for Political Office — Persons who are candidates for political office shall be ineligible to serve as an officer but shall remain as a director on the SCA Board of Directors. SCA officers must resign as an officer no later than the date the candidate makes his/her official filing to run for elected office. If a candidate fails to or refuses to resign as an SCA Officer, his/her Board membership will be administratively terminated.

Effect of Termination – Termination of board membership due to non-payment of dues, violation of the non-partisan/non-political provisions or candidates for political office provisions shall be noted in the board meeting minutes. As a non-board member, the person may not attend any executive session of board meetings.

C. Candidates for Officer Positions — Officers of the Corporation must be current members of the board of directors or be voted in as an incoming Board Member provided they have previously served one year as a director

Nominations from the floor at General Meeting — At the General Meeting, the month prior to the Annual Meeting, the floor shall be open so that any person can be nominated from the floor as a candidate for a board officer position. The nominee for a board officer position must be a current member of SCA at the time of nomination and meet the same qualifications as a Board of Director. Candidates must complete an application. SCA shall not accept payments to qualify for candidacy at the General Meeting of the nomination. If a nominee is found not to meet the qualifications as set forth by the bylaws of the Corporation that said candidate shall be removed as a candidate for consideration.

Prior permission — No person may be presented for election without obtaining express consent from that person. Failure to obtain such consent or withdrawal of consent shall remove that candidate from consideration.

D. Voting Process — At the annual meeting, member households shall be issued one (1) ballot for board members and one (1) ballot for officers. The ballots shall contain the lists of candidates for open positions. Members may vote for candidates to fill the maximum number of open positions, or fewer. Ballots reflecting votes exceeding the maximum open positions shall not be counted. Winners shall be chosen individually based on the highest number of votes he/she received. In case of tie when there are more candidates than open positions, a run-off vote shall be immediately taken until winners are determined.

SECTION 10. PROXIES.

Members shall have the authority to vote only in person at duly convened meetings, and voting by proxy is prohibited. Corporations who are members, who are entitled to vote, may have a designated person to cast their ballot or ballots in person.

SECTION 11. CUMULATIVE VOTING.

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

SECTION 12. PARLIAMENTARY PROCEDURE.

Meetings shall be conducted according to the rules contained in the current edition of Robert's Rules of Order, Newly Revised to the extent to which such rules are applicable and are not inconsistent with or contradict the Corporation's bylaws, articles of incorporation or other special rules which the Corporation may adopt.

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 18 or more years of age and 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.

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.

All candidates for Board Positions must have consented to run before being offered for election. If there are more candidates for Board Positions than Board Positions available, each candidate shall be voted on separately. Those receiving the greatest number of votes shall take office until all open positions have been filled. In case of tie, there shall be follow-up votes until a winner has been determined.

SECTION 3. TERM.

Terms of board members are staggered two year terms, and officers are one year terms based upon the expiration of the current board member terms. Terms of office for board members and officers begin January 1 following the Annual Meeting at which they were elected. Dues for officers and board members must be paid in full and received by SCA no later than January 2 of the service year. Dues payments for board members and officers must be in currency via cash, check, electronic funds transfer, or other comparable method. Other methods of payment including but not limited to donations of goods or services, payment of SCA expenses without reimbursement, etc. shall not constitute payment of the annual membership dues or other SCA fees.

Failure to pay the annual membership dues at times designated in these bylaws shall render the person ineligible to serve on the board and the board member shall be removed from the board. There are no refunds for any dues paid.

SECTION 4. VACANCIES.

Whenever any vacancies shall occur in any Board of Director's position by death, resignation, removal, increase in number of officers of the Corporation, or otherwise, the same shall be filled by the Board at a regular Board meeting or a special meeting duly called for that purpose, and the Board Member so appointed shall hold office for the remainder of the term of his/her predecessor and until his/her successor is chosen and qualified or until the Annual Membership Meeting. In the case of a vacancy in the office of President, the Vice President shall immediately assume the role of President and a successor Vice President shall be elected as outlined above.

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 inside or outside the geographical membership area described in the Articles of Incorporation.

SECTION 6. REGULAR MEETINGS.

The Board of Directors shall hold regular meetings, the dates and places thereof to be designated by the Board of Directors, unless suspended by the Board at a Board 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 currently serving in office 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. VOTING.

Voting by the Board of Directors may be made in person at a regular or duly called special meeting, via telephone or electronic means. Voting by proxy or cumulative voting is prohibited.

SECTION 10. COMMITTEES.

A. Purpose.

The Board of Directors/President may appoint members to such committees as deemed necessary to help carry out the directives of the Board and to aid the Organization in carrying out its purposes and may be removed by the Board/President with or without cause.

B. Membership and Terms.

Only members of the Organization may be appointed to committees. Any class of member shall be eligible to serve on a committee, provided they are a member in good standing. Unless otherwise specified the terms of all committees shall be one (1) year. Committee members serve at the pleasure of the Board/President and may be removed by the Board/President with or without cause.

C. Committees.

The Organization may have ad hoc or standing committees as needed. These committees can be created and appointed by the President or created by majority vote of the Board of Directors, which shall be appointed as per the motion creating the committee. If not specified then the default is the President appoints. The purpose and duties of each committee shall be set by the Board/President and may be modified or revoked at any time with or without cause. Chairman of committees are either appointed by the President or via selection by the committee members.

Nominating Committee -- Each year, a nominating committee shall be appointed by the current Board of Directors to identify candidates for election to the officer and director positions. The committee shall elect its own Chairperson. The President shall not be a member of the nominating committee beyond an ex officio role, and the President is not entitled to a vote in nominating committee meetings.

D. Delegation of Authority - Committees.

Board Committees - The Board of Directors shall have authority to designate one or more committees of directors, each of which committees shall consist of one or more directors.

These committees shall not have the power to exercise the authority of the Board of Directors in the management of the Corporation without prior written approval by the Board of Directors.

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 11. 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.

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 officers whom he/she believes fairly reflected 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 shall 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 12. REMOVAL OF DIRECTORS.

A director/officer may be removed from office, with or without cause by a 2/3rds vote of Directors present at a regularly scheduled meeting. A 14 day written (mail or email) notice must be given to the director/officer in question.

If any Director shall fail to attend the regular meetings of the Board for three (3) regular meetings he/she may be removed by a vote of the Board of Directors. It shall be the responsibility of each individual Board member to notify an Officer of the Association in advance of the regular meeting of his or her reason for being absent. Resignations and/or removals shall be noted in the minutes of the Board of Directors and reported to the General Membership at the meeting immediately following such actions.

Reinstatement to the board would require the removed director to notify the President before the next board meeting and request reinstatement. A majority of the board at the next board meeting would reinstate the removed director.

SECTION 13. PARLIAMENTARY PROCEDURE.

Meetings shall be conducted according to the rules contained in the current edition of Robert's Rules of Order, Newly Revised to the extent to which such rules are applicable and are not inconsistent with or contradict the Corporation's bylaws, articles of incorporation or other special rules which the Corporation may adopt.

ARTICLE V OFFICERS

SECTION 1. OFFICERS.

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, all of whom must 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 permitted to serve in the same office for more than three (3) consecutive terms.

SECTION 3. VACANCIES.

Whenever any vacancies shall occur in any Officer position by death, resignation, removal, or otherwise, the same shall be filled by the Board at a regular Board meeting or 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 or until the Annual Membership Meeting. Candidates for Officer positions must be current Board of Directors members.

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.

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) meetings may be removed from that office by the Board of Directors. 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. Resignations and/or removals shall be noted in the minutes of the Board of Directors and reported to the General Membership at the meeting immediately following such actions.

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 to have engaged in 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 to have engaged in negligence or misconduct.

SECTION 3. INSURANCE.

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

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 called for such purpose.

