

Bylaws of the Hyde Park Civic Association

Article One: Name of Non-Profit Corporation; Formation; Registered Office and Registered Agent

- 1.1 The **Hyde Park Civic Association** (the "Association") is a non-profit corporation organized under the laws of the State of Texas, with its principal place of business located in Houston, Texas.
- 1.2 The Articles of Incorporation were filed in the office of the Secretary of State of the State of Texas on June 29, 1992.
- 1.3 The registered office of the Association is 1311 Willard Street, Houston, Texas 77006. The registered agent of the Association is George Sroka.

Article Two: Purpose

- 2.1 The Association is a civic organization not organized or operated for profit and organized exclusively to promote social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance of such purposes, and in addition to the purposes set forth in the Articles of Incorporation, the Association will:
 - * protect, preserve, and improve the territory of the Association,
 - * combat deterioration of and crime within the territory,
 - * monitor and enforce deed restrictions, where applicable, within the territory,
 - * promote the historical residential integrity of the territory,
 - * represent the territory to the City of Houston and to all its departments and other governmental agencies,
 - * assist the membership in measuring the impact of city and county planning issues affecting the territory,
 - * serve as a catalyst for the discussion of neighborhood planning issues, community development plans, and resolution of all associated issues,
 - * serve as an educational body for communicating issues to the residents and businesses within the territory, and
 - * perform such other functions as may be necessary or appropriate to fulfill the purposes of the Association.

Article Three: Territory

- 3.1 The Association shall serve the area of Houston, Harris County, Texas within the metes and bounds description as follows:

Beginning at

- Southeast Corner of Lot 5, Block 6, Hyde Park Annex Subdivision as shown on the Harris County Appraisal District Map Facet 5356A Quadrant 4 (intersection of Montrose Boulevard and Westheimer Road), thence West along Westheimer Road to
- the Southwest Corner of Lot 1 Block 1, Hyde Park Subdivision as shown on the Harris County Appraisal District Map Facet 5356A Quadrant 3, thence North to
- the Northwest corner of Lot 14, Block 17 Hyde Park Subdivision as shown on the Harris County Appraisal District Map Facet 5357C Quadrant 11 Fairview Avenue, thence West to
- the Southwest Corner of Lot 1, Block 20 Cherryhurst Subdivision as shown on the Harris County Appraisal District Map Facet 5357C Quadrant 11 (intersection of Fairview Avenue and Yupon Street), thence North to
- the Northwest Corner of Lot 4A, Block 25 Cherryhurst Subdivision as shown on the Harris County Appraisal District Map Facet 5357C Quadrant 11 (intersection of Yupon Street and Welch Street, thence East to
- the Northeast Corner of Lot 9A, Block 25 Hyde Park Amended Subdivision as shown on the Harris County Appraisal District Map Facet 5357C Quadrant 11 (intersection of Welch Street and Commonwealth Street, thence North to
- the Northeast Corner of Lot 5, Block 30 Hyde Park Amended Subdivision as shown on the Harris County Appraisal District Map Facet 5357C Quadrant 7 (intersection of Commonwealth Street and Peden Avenue, thence East to the Northeast Corner of Lot 1B, Block 30 Hyde Park Amended Subdivision as shown on the Harris County Appraisal District Map Facet 5357C Quadrant 7 (intersection of Peden Avenue and Waugh Drive, thence North to
- the Northwest Corner of Lot 4, Block 1 as shown on the Harris County Appraisal District map Facet 5357C Quadrant 7 (intersection of Waugh Drive and West Gray Street) thence East to
- the Northeast Corner of Lot 17, Block 10 as shown on the Harris County Appraisal District map Facet 5357C Quadrant 8 (intersection of West Gray Street and Montrose Boulevard) thence South to
- the Southeast Corner of Lot 5, Block 6, Hyde Park Annex as shown on the Harris County Appraisal District Map Facet 5356A Quadrant 4 (intersection of Montrose Boulevard and Westheimer Road).

A map of the boundaries shall be kept in the permanent records of the Association and shall be updated from time to time as the Board deems appropriate.

- 3.2 The Association may extend its territorial boundaries outside of these boundaries by invitation of at least 3 property owners owning separate properties on a single street, so long as the street is not within the territorial boundaries of any other civic association, and with the approval of a simple majority of the membership present at any regularly scheduled meeting.

Article Four: Association Members

- 4.1 Except as otherwise specifically provided in these Bylaws, the control and management of the Association shall be vested solely in its members and any action taken or agreement entered into by any member of the Association is subject to approval by simple majority vote of the members present at any regularly scheduled meeting and may be revoked by the members by simple majority vote of the members present at any regularly scheduled meeting.
- 4.2 Qualification. Membership is granted on an individual, not household, basis. To qualify for membership in the Association, a person must (i) be at least 18 years of age, (ii) pay the membership fee (upon entry into the membership and annually thereafter), and (iii) be one or more of the following:
- (a) A resident (real property owner or legal tenant) residing within the territory of the Association;
 - (b) A non-resident owner of real property located within the territory of the Association; or
 - (c) An owner of a business or commercial establishment within the territory of the Association.
- 4.3 Privileges of Membership. 30 days from the payment of a person's initial membership fee, and providing that such person otherwise qualifies under Section 4.2, such person shall become a member of the Association and shall be granted membership privileges, subject to any applicable requirements or restrictions set forth in these Bylaws, including:
- (a) voting on matters that may come before the Association;
 - (b) making motions at general membership meetings;
 - (c) participating on Association committees;
 - (d) holding elected office in the Association; and
 - (e) nominating candidates for elected office of the Association.

However, any or all of the foregoing membership privileges of any member may be revoked by a simple majority vote of the board of directors of the Association (the "Board"), if the Board determines that such member has not timely paid dues or has taken any other action that would permit revocation of such member's membership under Section 4.4.

Any person may attend and participate in discussion at an Association meeting or event without being a member, but such person will not be eligible for the other privileges set forth in this Section 4.3.

- 4.4 Revocation of Membership. Membership in the Association may be revoked at any time for Cause.
- (a) "Cause" shall be defined as material evidence of any member taking action that is (i) contrary to any federal, state, or local statute, law, or ordinance, (ii) contrary to what a majority of the members considers to be within the boundaries of moral or civic conduct,

or (iii) in any other manner that materially harms the interests of the Association, which evidence shall be presented to the members at a meeting.

- (b) Without limiting the revocation right granted to the Board under Section 4.3, membership may be revoked by a simple majority vote of the members present at the next regularly scheduled meeting after evidence of Cause is presented and a motion to revoke membership is introduced.
- (c) Revocation of membership shall include forfeiture of any paid dues.
- (d) The members shall have the power to refuse to grant future membership to any person whose membership has been revoked.

Article Five: Dues

- 5.1 Membership dues shall be set by a simple majority vote of the Board. The Board shall have full discretion to use membership dues for any purpose whatsoever; provided that such purpose will be (i) for and in the best interests of the Association and (ii) approved by a simple majority vote of the Board.
- 5.2 Dues are payable upon initial entry into the membership and on January 1 of each calendar year.
- 5.3 Dues will not be refunded or prorated under any circumstances.

Article Six: Business and Fiscal Year

- 6.1 The business and fiscal year of the Association shall begin on January 1 and end on December 31 of each year.

Article Seven: Meetings of the Membership

7.1 Regular Meetings

- (a) Each calendar year the Association shall hold a minimum of 9 monthly meetings, with no 2 meetings to be held in the same month unless the meeting is a special meeting under Section 7.2. The place, date and time of the subsequent month's meeting shall be announced at the close of business of each regularly scheduled meeting.

7.2 Special Meetings

- (a) Special meetings of the membership may be held at any time upon the request of any 2 directors or officers and provided that proper notice is given in accordance with Section 7.2(b).
- (b) All members shall be given notice of a special meeting at least one week prior to the date of such meeting. Notice shall include the place, date, time and purpose of the special meeting and shall be deemed delivered upon the posting of such notice (i) to the Association's Facebook page; (ii) to the Association's website; or (iii) by an email sent by the Association to the Association's membership email list.

- 7.3 At any regular or special meeting, those members present and eligible to vote as defined in Article 4 shall constitute a quorum; provided that a quorum shall not be less than 15.

7.4 Any member wishing to cast a vote at any meeting must be present at the meeting, unless such member delivers his or her vote in writing to the President of the Association to the address listed in Article 12 by at least 12:01p.m. (CT) on the day of the meeting on which such vote is scheduled to be taken. Proxy votes are not permitted.

Article Eight: Board of Directors

8.1 Powers. Except as otherwise expressly provided herein and subject to compliance with applicable law, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Association shall be controlled by, the Board. Without prejudice to such general powers, it is hereby expressly declared that the Board shall have the following powers:

- (a) To vote on any matter brought to the Board for a vote under these Bylaws;
- (b) To appoint and remove all officers of the Association and to prescribe such powers and duties for officers;
- (c) To conduct, manage and control the affairs of the Association;
- (d) To designate any place for the holding of a membership meeting or a Board meeting;
- (e) To borrow money and incur indebtedness for the Association; and
- (f) To manage all funds and property, real and personal, of the Association;

provided, that, any exercise of power by the Board that will have a significant and material adverse effect on the membership is subject to the approval of two-thirds of the membership present at the next regularly scheduled meeting of the membership.

8.2 Qualifications for Office. Each director must be (i) a member in good standing with the Association and (ii) at least 18 years of age. Each director shall serve without compensation except for reimbursement for reasonable expenses incurred for the Association.

8.3 Nomination and Election of Directors. Nominations for directors of the Association shall be made by the Nominating Committee. All directors shall be elected by a simple majority vote of the members of the Association from the pool of candidates nominated by the Nominating Committee at the November regularly scheduled meeting. The ballot used for such election shall be substantially similar to the form ballot attached hereto as Exhibit A, unless the Board determines, by simple majority vote, that the use of another form of ballot is more appropriate. In the event of any vacancy, the vacancy will be filled by a simple majority vote of the Board.

8.4 Number of Directors. The number of directors constituting the entire Board shall be a minimum of 5 and a maximum of 9. The number of directors may be increased or decreased from time to time by a resolution of the Board. If the Board elects to increase the number of directors, candidates for such new directorships shall be nominated by the Nominating Committee and elected by a simple majority vote of the members of the Association from the pool of candidates nominated by the Nominating Committee at the November regularly scheduled meeting or a special meeting called for the purpose of electing such new directors. No decrease in the number of directors shall shorten the term of any director then in office.

- 8.5 Term of Office. The regular term of office for each director shall be 2 years, commencing on the January 1 following the November meeting at which such director is elected, unless sooner terminated by death, incapacity, resignation or removal, and ending on December 31 of the following year. The terms of directors shall be staggered in accordance with the diagram set forth in Exhibit B. No member elected as a director shall serve more than 2 terms as a director. The filling of a vacant director position by a member for the remainder of the current term shall not be counted towards such member's term limits for such position.
- 8.6 Removal; Resignation. Any director may resign from office at any time by giving written notice thereof to the President or the Vice-President. The resignation shall be effective at the next regularly scheduled meeting of the membership. Any director may be removed with or without Cause by a simple majority vote of all of the other directors then in office.
- 8.7 Meetings; Notice of Meetings
- (a) Meetings of the Board shall be held at any place which has been designated from time to time by resolution of the Board or by written consent of all directors. The Board shall hold at least 9 regular meetings each year. A regular meeting of the directors may be held without prior notice.
 - (b) Special meetings of the Board for any purpose(s) may be called at any time upon the request of any 2 directors or officers. Notice of the time and place of special meetings of the Board shall be given personally to the directors or by email.
- 8.8 Quorum and Voting. A majority of the total number of elected directors constitute a quorum for purposes of transacting business of the Association at any meeting. A quorum must be present at any meeting for a vote to be taken. Each director shall have one vote. Voting by proxy shall not be permitted. A director may participate in, and will be deemed present at, any meeting by telephone or similar communications equipment; provided that all persons entitled to participate in the meeting consent to the meeting being held by means of that system and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each participant. Any action required or permitted to be taken by the Board may be taken without a meeting with the same force and effect as if taken by a unanimous vote of directors, if such action is authorized by a writing signed by all of the directors. For purposes of this Section 8.8, an email sent by a director shall constitute a signed writing authorizing such action.
- 8.9 Committees. The Board may establish standing or special committees as it deems appropriate with such duties and responsibilities as it shall designate; provided that any actions taken by any committee shall be in compliance with all applicable law and no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Association. The Board shall appoint the members of such committees from the Board or the general Association membership, except with respect to the members of the Deed Restrictions Committee, who, in accordance with Article III of the Declaration of Restrictions, shall be appointed from duly elected directors and shall not be appointed from the general Association membership. If the Board fails to appoint members to a committee for any reason or if there is a vacancy, the President may make such appointments. Each committee member shall serve for one (1) year until the next annual meeting of the Board and until a successor is appointed. Committee members shall not be entitled to vote, in their capacity as committee members, on matters brought before the Board.

Without limiting the foregoing, the current standing committees are:

(a) Membership Committee

- (1) The purpose of the Membership Committee is to actively solicit new members for the Association.
- (2) The Chair of the Membership Committee shall:
 - assist the Vice President, block captains, and Nominating Committee as required;
 - maintain records of the membership;
 - make a report of the Association's membership; and
 - maintain attendance records of each meeting of the Association and furnish a copy to the Secretary.

(b) Nominating Committee

- (1) The purpose of the Nominating Committee is to nominate directors and officers for the Association.
- (2) The Chair of the Nominating Committee shall be an individual who, among other things, distributes monthly newsletters of the Association.
- (3) The Nominating Committee shall select nominees based on relevant experience and general suitability for the nominated position.
- (4) The Nominating Committee shall present a list to the Board containing the names of eligible nominees for the following year, and upon approval of the Board, shall announce the names of the nominees at the October meeting. All nominees will be published in the November edition of the Association Newsletter in advance of the November meeting at which the vote on the appointment of such nominees to their respective offices is to be taken.

(c) Deed Restrictions Committee

- (1) The purpose of the Deed Restrictions Committee is to:
 - monitor new construction for deed restriction compliance;
 - monitor remodeling projects for deed restriction compliance;
 - enforce deed restrictions on new construction and remodeling projects;
 - consider and recommend changes or amendments to the deed restrictions;
 - provide information to new residents upon request with respect to including previously excluded properties in deed restrictions; and

- hold a regular annual meeting to review alleged violations and make recommendations for action, with updates to the membership at regular meetings.

(2) The Chair of the Deed Restrictions Committee shall:

- communicate with developers, real estate agents and prospective home buyers regarding deed restrictions;
- provide copies of restrictions to homeowners, developers, real estate agents, prospective home buyers and other interested parties on request; and
- produce letters explaining status of deed restrictions on particular properties on request.

(3) The Deed Restrictions Committee shall be comprised of 3 duly elected directors.

(d) Lamar Park Committee.

(1) The purpose of the Lamar Park Committee is to manage maintenance and improvement of Lamar Park.

(2) The Chair of the Lamar Park Committee shall:

- Manage and ensure compliance with any agreements entered into between the Association and a third party (such as the City of Houston or the Houston Parks Board) in connection with maintenance and/or beautification efforts for Lamar Park;
- Coordinate scheduled maintenance of Lamar Park, including selection of appropriate third parties to provide maintenance services as necessary;
- Coordinate fundraising activities benefiting Lamar Park;
- Review monthly capital expenditure reports provided by the Houston Parks Board; and
- Investigate and seek reasonable resolution of complaints or concerns reported to the Association in connection with Lamar Park.

Article Nine: Officers

9.1 Qualifications for Office. Each officer must be (i) a member in good standing with the Association and (ii) at least 18 years of age. Each officer shall serve without compensation except for reimbursement for reasonable expenses incurred for the Association. All officers are subordinate and responsible to the Board.

9.2 Nomination and Selection of Officers. The Board shall appoint a President, a Vice-President, a Secretary, a Treasurer and a Chair of the Deed Restrictions Committee (who shall also be a director), and may appoint such other officers as the Board may determine in its sole discretion.

Any 2 or more offices may be held by the same person except the offices of President, Secretary, and Treasurer.

9.3 Term of Office; Removal; Resignation. Officers shall be appointed for two-year terms. No member elected as an officer shall serve more than two terms as an officer. In the event of any vacancy, the vacancy will be filled by a simple majority vote of the Board. Any officer may resign from office at any time by giving written notice thereof to the President or Vice-President. The resignation shall be effective at the next regularly scheduled meeting of the membership. Any officer may be removed with or without cause by a simple majority vote of the Board.

9.4 President

- (a) The President shall supervise and preside over the regular and special meetings of the membership and all meetings of the Board.
- (b) The President shall have the responsibility to appoint delegates to represent the Association at meetings of any organization or group.
- (c) The President shall have the authority to establish committees and appoint members to such committees unless otherwise specified by these Bylaws.

9.5 Vice President

- (a) The Vice President shall have such powers and duties delegated to him/her by the President unless otherwise specified in these Bylaws.
- (b) The Vice President shall serve as presiding officer of any meetings during the absence of the President.
- (c) The Vice President shall secure representatives from each block within the boundaries of the Association to serve as block captains and shall coordinate the activities of the block captains.
- (d) The Vice President shall be responsible for recruiting residents, property owners, and businesses for membership in the Association, and provide guidance to the Membership Committee.
- (e) The Vice President shall assume the office of the President if the President resigns, is unable to complete a term of office, or is removed from the position by the Board.

9.6 Secretary

- (a) The Secretary shall keep the minutes of all membership and Board meetings.
- (b) The Secretary shall attend to the giving and serving of all notices of the Association and to all other duties customarily incident to the office of Secretary.
- (c) The Secretary shall maintain and protect a file of the official and legal documents of the Association, including but not limited to, the Articles of Incorporation, Internal Revenue Service documents proving tax exempt status, these Bylaws, and the Declaration of Restrictions.

- (d) The Secretary shall maintain a current list of members entitled to vote.
- (e) The Secretary shall pass on to his/her successor all Association records in his/her possession.

9.7 Treasurer

- (a) The Treasurer shall keep a record of all financial receipts and disbursement of the Association.
- (b) The Treasurer shall maintain a file of vouchers and supporting documents open for examination.
- (c) The Treasurer shall conduct the financial affairs of the Association as directed and authorized by the membership, shall maintain current and accurate records of payment of dues and coordinate membership status with the Chair of the Membership Committee.
- (d) The Treasurer shall pay all Board approved expenditures on behalf of the Association.
- (e) The Treasurer shall present a record of current accounts to the directors and membership at each regular monthly meeting of the Association.
- (f) The Treasurer shall make report of the Association's finances.
- (g) The Treasurer shall propose an annual budget itemizing revenues and expenses for the next fiscal year during the last quarter of the calendar year for approval by the Board.
- (h) The Treasurer shall pass on to his/her successor all financial and membership records of the Association in his/her possession.
- (i) The Treasurer shall maintain Section 501(c)(4) tax exempt status by the annual filing of Form 990 with the Internal Revenue Service.

9.8 Chair of Deed Restrictions Committee

- (a) The Chair of the Deed Restrictions Committee shall have the rights and obligations set forth under Section 8.9(c)(2) above.

Article Ten: Prohibited Activities

- 10.1 Actions Jeopardizing Tax Status. The Association shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under Section 501(c)(4) of the Code or the corresponding provision of any future United States internal revenue law.
- 10.2 Lobbying and Political Activities. The Association shall not devote a substantial part of its activities for lobbying purposes (including the publishing or distribution of statements) or otherwise attempt to influence legislation. However, the Association may participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office to an insubstantial degree.

- 10.3 Private Inurement. No part of the net income or net assets of the Association shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, other than as reasonable compensation for services rendered to the Association.
- 10.4 Discrimination. In the conduct of all aspects of its activities, the Association shall not discriminate on the grounds of race, color, national origin, gender or sexual orientation.
- 10.5 Litigation. The Association shall not be a voluntary party in any litigation without the prior unanimous written approval of the Board.

Article Eleven: Conflicts of Interest

11.1 Purpose. The purpose of the conflicts of interest policy is to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

11.2 Definitions.

- (a) Interested Person. Any director, principal officer, or member of a committee with Board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
- (b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
- (1) an ownership or investment interest in any entity with which the Association has a transaction or arrangement,
 - (2) a compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
 - (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

11.3 Procedures.

- (a) Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

- (b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- (c) Procedures for Addressing the Conflict of Interest.
 - (1) An interested person may make a presentation at the Board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
 - (2) The Board or committee shall determine by a simple majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest and for its own benefit and whether the transaction is fair and reasonable to the Association and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
- (d) Violations of the Conflicts of Interest Policy.
 - (1) If the Board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - (2) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article Twelve: General Provisions

- 12.1 Property of the Association. The title to all property of the Association, both real and personal, shall be vested in the Association.
- 12.2 Contracts. The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Unless so authorized by the Board, no officer, member or agent of the Association shall have the authority to bind the Association by any contract or engagement, or pledge its credit, or render it liable for any purpose or to any amount.
- 12.3 Financial Accounts. The Association may establish one (1) or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board to hold, manage or disburse any funds for Association purposes. All checks, drafts, and other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Association, shall be signed by the Treasurer, President or Vice-President in such manner as is determined by the Board from time to time.
- 12.4 Indemnification.

- (a) When Indemnification is Required, Permitted and Prohibited. Unless expressly provided otherwise in the Articles of Incorporation or applicable law, the Association shall indemnify and hold harmless the directors, officers, committee members and employees (if any) of the Association against any and all expenses, losses, and liabilities arising out of such individual's administrative functions or fiduciary responsibilities, including any expenses, losses and liabilities that are caused by or result from an act or omission constituting the negligence of such individual in the performance of such functions or responsibilities to the fullest extent authorized by Texas law; provided that such individual performed such functions or responsibilities in good faith; provided further that the Association shall not indemnify for any expenses, losses and liabilities that are caused by or result from such individual's gross negligence or willful misconduct. Expenses against which such individual shall be indemnified hereunder shall include, without limitation, the amounts of any settlement or judgment, costs, counsel fees, and related charges reasonably incurred in connection with a claim asserted or a proceeding brought or settlement thereof.
- (b) Procedures Relating to Indemnification Payments. Before the Association may pay any indemnification expenses, either the Board, by simple majority vote of members of the Board not seeking indemnity, or special legal counsel selected by the Board (by simple majority vote of members of the Board not seeking indemnity), shall determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable.

12.5 Robert's Rules of Order shall be the authority for procedure in conducting any Association business, except as otherwise determined by the Board in its sole discretion.

12.6 Notices to the Association. Notices from members to the Association for votes to be cast at a meeting or any other reason whatsoever shall be submitted to the following address:

Hyde Park Civic Association
P.O. Box 66422
Houston, TX 77266-6422
hydepark@hydeparkunited.org

Article Thirteen: Amendments to Bylaws

13.1 Adoption

- (a) These Bylaws shall be adopted by a simple majority vote of the membership present at a regularly scheduled meeting of the membership not less than 25 days and not more than 60 days after these Bylaws are presented to the membership for adoption.
- (b) Once adopted, these Bylaws shall supersede and displace any and all previous of the Association.

13.2 Amendment

- (a) These Bylaws may be amended by a simple majority vote of the membership present at the next regular meeting scheduled no less than 30 days after written notice of a proposed amendment.

- (b) Written notice shall be understood to mean a written copy of any proposed amendment received by the membership present during a regularly scheduled monthly meeting.
- (c) Notice of all proposed amendments shall be published and may not be voted upon by the membership until notice has appeared in the Newsletter. Printed copies must be available upon request.

Certificate

I hereby certify that I am the duly elected Secretary of The Hyde Park Civic Association, a Texas non-profit corporation, that attached hereto are the Bylaws of the within named corporation, and that such have been duly enacted and are in full force and effect as of the date hereof.

Dated: _____

_____, Secretary

Subscribed and sworn to before me this date of _____

Notary Public,
My commission expires _____

Exhibit A

Sample Election Ballot

2014 Hyde Park United Civic Association Board Officer Election

If you choose to vote for a candidate nominated from the floor at the Monday general meeting, please indicate this preference in the "Write-in" blank below:

DIRECTOR 1 – Suggested position - president

(Vote for one)

Name of nominated candidate

or

Write-in Candidate _____

DIRECTOR 2 - Suggested position – vice president

(Vote for one)

Name of nominated candidate

or

Write-in Candidate _____

DIRECTOR 3 - Suggested position – treasurer

(Vote for one)

Name of nominated candidate

or

Write-in Candidate _____

DIRECTOR 4 - Suggested position – secretary

(Vote for one)

Name of nominated candidate

or

Write-in Candidate _____

DIRECTOR 5 - Suggested position – chair of deed restrictions committee

(Vote for one)

Name of nominated candidate

or

Write-in Candidate _____

DIRECTOR 6 - Suggested position – member, deed restrictions committee

(Vote for one)

Name of nominated candidate

or

Write-in Candidate _____

DIRECTOR 7 - Suggested position – member, deed restrictions committee

(Vote for one)

Name of nominated candidate

or

Write-in Candidate _____

Exhibit B

Staggered Terms Diagram

| | Year 0 | Year 1 | Year 2 | Year 3 | Year 4 | Year 5 | Year 6 | Year 7 |
|------------|-----------------------|-----------------------|-----------------------|-----------------------|--------|--------|--------|--------|
| Director 1 | | President | President | President | | | | |
| Director 2 | Vice President | Vice President | Vice President | Vice President | | | | |
| Director 3 | | Secretary | Secretary | Secretary | | | | |
| Director 4 | Treasurer | Treasurer | Treasurer | Treasurer | | | | |
| Director 5 | | Past President | Past President | Past President | | | | |
| Director 6 | Deed Restrictions # 1 | | | | |
| Director 7 | | Deed Restrictions # 2 | Deed Restrictions # 2 | Deed Restrictions # 2 | | | | |
| Director 8 | Deed Restrictions # 3 | | | | |
| Director 9 | | At large Board Member | At large Board Member | At large Board Member | | | | |