



Articles of Incorporation  
and  
By-Laws  
of the  
**SPRING BRANCH  
CIVIC ASSOCIATION**

Revised April, 1991

**ARTICLES OF INCORPORATION  
OF  
SPRING BRANCH CIVIC  
ASSOCIATION, INC.**

We, the undersigned natural persons of the age of twenty-one (21) years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act (the "Act"), do hereby adopt the following Articles of Incorporation of such corporation.

**ARTICLE I**

The name of the corporation is **SPRING BRANCH CIVIC ASSOCIATION, INC.** (hereinafter called "the Association").

**ARTICLE II**

The street address of the initial registered office of the Association is 1238 Demaret, Houston, Texas 77055, and the name of its initial registered agent at such address is Ed Dossman.

**ARTICLE III**

The Association is a non-profit corporation.

**ARTICLE IV**

The period of the Association's duration is perpetual.

**ARTICLE V**

The Association is organized exclusively for the purpose of promoting the public interest and social welfare of the community of Spring Branch in Houston, Harris County, Texas by combating community deterioration and promoting civic betterment and desirable living conditions, beautification, cleanliness and sanitation within such community, and by protecting the health, safety and property of residents and others within such community.

## ARTICLE VI

All of the members of the Association shall be of one class.

## ARTICLE VII

The affairs of this Association shall be managed by the Board of Directors, each of the members of which shall be a member of the Association. The number of directors shall initially be five (5), but thereafter the number may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of initial directors until the selection and qualification of their successors are:

<u>Name:</u>	<u>Address:</u>
Roland Wells	9798 Pine Lake Houston, Texas 77055
Billie Fant	1221 Demaret Houston, Texas 77055
Howard Mead	10059 Cedardale Houston, Texas 77055
Karen Parma	9829 Cedardale Houston, Texas 77055
Ed Dossman	1238 Demart Houston, Texas 77055

## ARTICLE VIII

A. At meetings, annual or special, of the members, members may vote in person or, subject to the limitation of this Section A of this Article VIII, by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. A proxy shall only be valid to the extent that such proxy confers authority to vote in a specific manner on specific matters set forth therein. A proxy purporting to confer discretionary authority as to the manner in or the matters on which such proxy shall be voted shall be void.

B. At each election for directors every member entitled to vote at such election shall have the right to vote, in person or, subject to the provisions of Section A of this Article VIII, by proxy, for as many persons as there are directors to be elected and for whose election such member has a right to vote, or to cumulate such member's vote by giving one candidate as many votes as the number of such directors multiplied by such

member's vote shall equal, or by distributing such votes on the same principle among any number of such candidates. Any member who intends to cumulate such member's votes as herein authorized shall give written notice of such intention to the secretary of the Association on or before the day preceding the election at which such member intends to cumulate such member's votes.

C. Except as otherwise provided in these Articles of Incorporation or in the By-laws, members holding one-tenth of the votes entitled to be cast, represented in person or, subject to the provisions of Section A of this Article VIII, by proxy, shall constitute a quorum. The vote of the majority of the votes entitled to be cast by the members present, or, subject to the provisions of Section A of this Article VIII, represented by proxy at a meeting at which a quorum is present, shall be the act of the member's meeting, unless the vote of a greater number is required by law, these Articles of Incorporation, or the By-laws.

D. For the purpose of acting on any of the following matters, members holding a majority of the votes entitled to be cast, represented in person, or subject to the provisions of Section A of this Article VIII, represented by proxy, shall constitute a quorum:

- (1) Any amendment to these Articles of Incorporation; or
- (2) Any alteration, amendment or repeal of any By-law or By-laws, or the adoption of new By-laws, pursuant to Section E of this Article VIII; or
- (3) Any voluntary dissolution of the Association; or
- (4) Any merger or consolidation of the Association; or
- (5) Any sale, lease, exchange or other disposition of the assets of Association requiring special authorization of the members pursuant to Article 5.09, or any other similar provision, of the Act, as it may from time to time be amended, and the fixing of, or authorization of the Board of Directors to fix, any or all of the terms and conditions thereof and the consideration to be received by the Association therefore; or
- (6) The levying of any special assessment on the members of the Association.

E. The Board of Directors shall adopt the initial By-laws, but the members, from time to time and in the manner specified in paragraph 2 of Section D of this Article VIII, may alter, amend or repeal any By-law or By-laws adopted by the Board of Directors or may adopt new By-laws.

F. The provisions of this Article VIII are not in limitation of the power of the members of the Board of Directors to formulate in the By-law, by resolution, or in other proper manner, other lawful provisions for the regulation of the internal affairs of the Association not inconsistent with these Articles of Incorporation.

#### ARTICLE IX

The name and street address of each incorporator is:

Name:

Marilyn Kiley

Penny Dossman

John Oertel

Address:

9906 Cedarvale  
Houston, Texas 77055

1238 Demart  
Houston, Texas 77055

9925 Pine Lake  
Houston, Texas 77055

#### ARTICLE X

No part of the net earnings of the Association shall accrue to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Association shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of any statement) any political campaign on behalf of any candidate for public office.

IN WITNESS WHEREOF, we have hereunto set our hands this 9th day of November 1980.

Signed by:

Marilyn Kiley  
Penny Dossman  
John W. Oertel

### BY-LAWS OF

### SPRING BRANCH CIVIC ASSOCIATION, INC.

#### ARTICLE I

##### NAME AND LOCATION

The name of the corporation is SPRING BRANCH CIVIC ASSOCIATION, INC. (hereinafter referred to as the "Association"). The principal office of the Association shall from time to time be located at the residence of the person who shall be the duly elected, qualified and acting Treasurer of the Association, but meetings of Members and directors may be held at such places within the State of Texas, County of Harris, as may be designated by the Board of Directors.

#### ARTICLE II

##### DEFINITIONS

Section 1. "Residence" shall mean any single family residence, town home, or apartment that serves as a residence and which is located in whole or in part in the geographic area in Houston, Texas bounded on the north by Long Point Road, on the east by Blalock Road, on the south by Old Katy Road and on the west by Gessner Road.

Section 2. "Member" shall mean and refer to those persons qualified for membership as provided in Article III of these By-Laws.

#### ARTICLE III

##### MEMBERSHIP QUALIFICATIONS

Section 1. Qualifications. Every person whose residence is within the boundaries of this Association shall be eligible to become a Member of the Association. The foregoing is not intended to include (i) any persons or entities who hold an interest merely as security for the performance of an obligation or (ii) any partnership, joint venture, corporation or any other business or legal entity (other than the estate of a natural person). Residence within the boundaries of this Association and the payment of dues described in Article IV of these By-Laws shall be the sole qualifications for membership.

Membership shall be appurtenant to and may not be separated from such residence.

## ARTICLE IV

### MEMBERSHIP DUES AND SPECIAL ASSESSMENTS

Section 1. Subject to the provisions of Section 3 of this Article, the annual dues required of each Member for membership in the Association shall be \$10 for each residence. Annual dues for each fiscal year shall be due and payable on the first day of the last complete calendar month included in the immediately previous fiscal year. Each Member admitted to membership in the Association after the beginning of any fiscal year shall pay the annual dues for such year upon and as a condition to such member's admission.

Section 2. Special assessments may be levied on the Members of the Association at any annual or special meeting of the Members, by a majority vote of a quorum of Members, present in person or, subject to the provisions of Section 6 of Article V, by proxy. Subject to the provisions of Section 3 of this Article, special assessments shall only be levied on the basis of a fixed amount for each residence in the Association. Special assessments shall be due and payable on the date specified in the resolution of the membership adopting such special assessment.

Section 3. When a residence is occupied by more than one person or entity, all such persons and entities shall be considered one person or entity for the purpose of the payment of membership fees and special assessments.

Section 4. On the failure of a Member to pay the annual dues for a fiscal year before the beginning of that year, or on the failure of a Member to pay when due any special assessment, the Board of Directors may expel such Member from the Membership, whereupon such Member shall forfeit all privileges of Members as of the due date of such special assessment or the beginning of such fiscal year. When the full fee interest in any residence is owned by more than one Member and any special assessment with respect to such residence shall have not been paid when due, all such Members shall be expelled from membership and shall forfeit all privileges as Members under the provisions of this Article. Any Member expelled from membership in the Association may be readmitted as a Member upon payment of the required membership fee set forth in Section 1 of this Article, whereupon such Member shall be entitled to all rights and

privileges of membership as if such Member had not previously been expelled.

## ARTICLE V

### MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held at such location in Houston, Harris County, Texas as the Board of Directors may designate on the second Monday in May, 1982, at 7:30 p.m., and subsequent annual meetings shall be held at some time during the First Quarter of the calendar year, such time to be determined by the Board of Directors and properly announced according to Section 3 of this Article.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President of the Association or the Board of Directors, or upon written request of the Members who are entitled to vote ten percent (10%) of all of the votes of the membership.

Section 3. Notice of Meetings. No written notice will be required for the annual meetings of the Members. Written notice of each special meeting of the Members shall be given by the Secretary or person authorized to call the meeting. Notice shall be mailed, postage prepaid, at least ten (10) and no more than fifty (50) days before such meeting to each Member entitled to vote. Notice shall be addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, date, hour and purpose of the meeting.

Section 4. Quorum. The presence, in person or, subject to the provisions of Section 6 of this Article V, by proxy, at the meeting of Members entitled to cast one-tenth of the votes of the membership shall constitute a quorum for any action, except: (1) as otherwise provided by law or in the Articles of Incorporation or these By-Laws; or (2) for the purpose of acting on any of the following matters, which shall require as a quorum the presence, in person or, subject to the provisions of Section 6 of this Article V, by proxy, at the meeting of Members entitled to cast a majority of the votes of the membership:

- (1) Any amendment to the Articles of Incorporation; or
- (2) Any alteration, amendment or repeal of any By-Law or By-laws, or the adoption of new By-Laws; or
- (3) Any voluntary dissolution of the Association; or
- (4) Any merger or consolidation of the Association; or

(5) Any sale, lease, exchange or other disposition of the assets of the Association requiring special authorization of the Members pursuant to Article 5.09, or any other similar provision, of the Texas Non-Profit Corporation Act, as it may from time to time be amended, and the fixing of, or authorization of the board of directors to fix, any or all of the terms and conditions thereof and the consideration to be received by the Association therefore; or

(6) The levying of any special assessment on the Members of the Association.

If, however, a quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time without notice other than an announcement at the meeting until a quorum shall be present or represented. The vote of the majority of the votes entitled to be cast by the Members present, in person or, subject to the provisions of Section 6 of this Article V, by proxy, at a meeting at which a quorum is present, shall be the act of the Members' meeting, unless the vote of a greater number is required by law, the Articles of Incorporation or these By-laws.

Section 5. Voting. Each Member Residence in good standing shall be entitled to one vote, but in no event shall fractional votes be cast.

Section 6. Limitations on Proxies. At any annual or special meetings of the Members, Members may vote in person or, subject to the limitations of this Section 6 or this Article V, by proxy executed in writing by the Member and delivered to the Secretary. A proxy shall only be valid to the extent that such proxy confers authority to vote in a specific manner on specific matters set forth herein. A proxy purporting to confer discretionary authority as to the manner in or the matters on which such proxy shall be voted shall be void.

Section 7. Action Without a Meeting. Any action required or permitted by statute to be taken at a meeting of the Members of the Association may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Members entitled to vote with respect to the subject matter thereof. Any action so approved shall have the same force and effect as though taken by unanimous vote at a meeting of Members.

## ARTICLE VI

### BOARD OF DIRECTORS,

#### SELECTION AND TERM OF OFFICE

Section 1. Number. Classes. The affairs of this Association shall be managed by a Board of nine (9) Directors, each of whom shall be a Member of the Association.

Section 2. Term of Office. Except as otherwise provided by law or in Section 3 of this Article, each position on the Board of Directors shall be filled by election at the annual meeting of the Members. Each person elected a director shall hold office, unless removed in accordance with Section 3 of this Article, until the next annual meeting of the Members and until his successor shall have been duly elected and qualified.

Section 3. Removal and Vacancies. Any director may be removed from the Board, with or without cause, at a special meeting or at an annual meeting of the Association, by Members entitled to vote more than two-thirds (2/3) of the aggregate of the votes of the membership. In the event of death, resignation or removal of a director, his successor shall be selected by a majority of the remaining Members of the Board, whether or not constituting a quorum of the Board, and shall serve for the unexpired portion of the term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association as a director.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval and consent of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## ARTICLE VII

### NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors at least thirty (30) days prior to each annual meeting of the Members. The Nominating Committee shall make as many nominations

for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-Members. In making nominations, the Nominating Committee, so far as is practical, shall ensure that the nominees are fairly apportioned among the different geographic areas represented by the members of the Association.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At each election for directors every Member entitled to vote at such election shall have the right to vote, in person or, subject to the provisions of Section 6 of Article V, by proxy, for as many persons as there are directors to be elected and for whose election such Member has a right to vote, or to cumulate such Member's vote by giving one candidate as many votes as the number of such directors multiplied by such Member's vote shall equal, or by distributing such votes on the same principle among any number of such candidates. Any Member who intends to cumulate such Member's votes as herein authorized shall give written notice of such intention to the secretary of the Association on or before the day preceding the election at which such Member intends to cumulate such Member's votes. The persons receiving the largest number of votes shall be elected.

## ARTICLE VIII

### MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice at such place and hour as may be fixed from time to time by the Board. One of such regular meetings shall be held immediately after the adjournment of the annual meeting of the Association. Should any said meetings fall upon a legal holiday, then that meeting shall be held at the time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any director, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors fixed by these By-laws present in person shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present in person at a meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE IX

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by law or by other provisions of these By-laws or the Articles of Incorporation.

Section 2. Duties. It shall be the duty of the Board of Directors to cause to be kept a complete record of all its acts and corporate affairs and to present a reasonably detailed statement thereof to the Members at the annual meeting of the Members or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote.

## ARTICLE X

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, who may also be directors, and such other officers and assistant officers having such authority and performing such duties as the Board may, from time to time, by resolution designate. Any person may be elected or appointed to more than one office, so long as the position of President and Secretary shall not be held by the same person.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and, except as otherwise provided by law, each shall hold office until the next regular meeting of the Board of Directors for the election of officers and until his or her successor shall have been duly elected and qualified, unless he or she shall sooner resign, be removed, or otherwise be disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Removal. Any officer may be removed from office, with or without cause, by a majority of the Board.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by a majority of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Duties. The duties of the officers are as follows:

(a) President. The President shall preside at meetings of the Board of Directors, shall see that orders and resolutions of the Board are carried out, shall sign on behalf of the Association all instruments approved by the Board of Directors, in the manner and at the times directed by the Board of Directors and, together with the Treasurer, may sign all checks.

(b) Vice President. The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board or the President.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of special meetings of the Board and of special meetings of the Members; keep appropriate records showing the Members of the Association together with their addresses; and perform such other duties as required by the Board or the President.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; together with the President, shall sign all checks of the Association; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Membership at its regular annual meeting. Copies of these documents shall be available for purchase at a reasonable cost.

## **ARTICLE XI**

### **COMMITTEES**

The Board of Directors by resolution adopted by a majority of the directors in office shall appoint a Nominating Committee as provided in Article VII and such other committees as deemed appropriate in carrying out the Association's purposes.

## **ARTICLE XII**

### **BOOKS AND RECORDS**

The books and records of the Association, including a record of the names and addresses of Members entitled to vote, shall for any proper purpose be subject to inspection by any Member during reasonable business hours. The Articles of Incorporation and By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association where copies may be purchased at a reasonable cost.

## **ARTICLE XIII**

### **RESIGNATIONS**

Any director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at any time specified therein, or, if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

## **ARTICLE XIV**

### **AMENDMENTS AND CONFLICTS**

Section 1. These By-Laws may be amended, at any annual or special meeting of the Members, by a majority vote of a quorum of Members present in person or, subject to the provisions of Section 6 of Article Y, by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.

## **ARTICLE XV**

### **FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of every year, except that the first fiscal year shall begin on the date of incorporation.



**ARTICLE XVI**  
**AUTHORITY TO ACT FOR ASSOCIATION**

No officer, director or member of the Association shall have any authority to act on behalf of or represent the Association, except as specifically authorized by these By-laws or by the Board of Directors.

**CERTIFICATE OF SECRETARY**

The undersigned, being the Secretary of Spring Branch Civic Association, Inc., hereby certifies that the foregoing By-laws were duly adopted by the initial directors of said corporation, effective \_\_\_\_\_, 1980.

IN WITNESS WHEREOF, I have signed this certification on this \_\_\_\_\_ day of \_\_\_\_\_, 1980.

\_\_\_\_\_  
\_\_\_\_\_, Secretary