

# **AMENDED AND RESTATED BY-LAWS OF MEMORIAL WAY CIVIC CLUB**

Revised and Adopted May, 2013

## **ARTICLE I - DEFINITIONS**

Section 1 The words "said property" or "Memorial Way Addition" as used in these By-Laws shall be deemed to mean the following described real property situated in the 600, 700, 800, and 900 blocks of Wycliffe Drive, City of Houston, County of Harris, State of Texas:

Lots numbered 610, 611, 614, 615, 619, 622, 623, 626, 627, 630, 702, 703, 706, 707, 710, 711, 714, 715, 718, 719, 722, 723, 726, 727, 730, 731, 734, 735, 738, 739, 802, 803, 806, 807, 810, 811, 814, 815, 818, 819, 822, 823, 826, 827, 830, 831, 834, 835, 838, 839, 842, 843, 846, 847, 850, 851, 854, 855, 858, 859, 902, 903, 906, 907, 910, 911, 914, 915, 918, 919, 922, 923, 926, 927, 930, 931.

Section 2 The word "Lot" wherever used in these By-laws shall be deemed to mean the individual lots encumbered by the Deed Restrictions of Memorial Way Addition.

Section 3 The word "Member" wherever used in these By-Laws shall be deemed to mean the owners of each Lot in Memorial Way Addition. The owners of each Lot shall be entitled to one vote. When a Lot is sold, the membership in the Civic Club and the right to vote will automatically be transferred from the seller to the purchaser. Membership shall be appurtenant to and shall not be separated from ownership of any Lot. When ownership of any Lot is held by more than one person or by a legal entity which is not a natural person, all such owners shall be Members of the Civic Club; however, the voting rights of such Members shall be limited to one (1) vote for each Lot owned and shall be exercised as they among themselves shall determine.

Section 4 The word "Executive Committee" whenever used in these By-Laws shall mean the Elected Officers of Memorial Way Civic Club.

Section 5 The words "Civic Club" whenever used in these By-Laws shall mean the Memorial Way Civic Club.

Section 6 The words "Deed Restrictions of Memorial Way Addition" whenever used in these By-Laws shall mean the following restrictive covenants recorded in the Real Property Records of Harris County, Texas:

Amended Deed Restrictions, Harris County Clerk Recording Data 1649086, Volume 3213, Page 370.

Section 7 The word "Memorial Way Architectural Control Committee" whenever used in these By-Laws shall be deemed to mean a committee of volunteer Members that have the exclusive authority and responsibility to interpret and to approve or disapprove the plans and/or specifications for creation, erection, installation, modification, alteration and/or relocation of any and all structures on all Memorial Way Lots.

## **ARTICLE II - FUNCTIONS OF THE MEMORIAL WAY CIVIC CLUB**

The Memorial Way Civic Club is formed for the purposes of maintaining, preserving and promoting the Memorial Way environment. To carry out said purposes properly, the Civic Club may, at the discretion of its Executive Committee, perform the following functions:

- (a) Collect annual dues that shall be reasonably set by the Executive Committee and payable in the first quarter of each year; the amount of the annual dues is subject to change each year. The Civic Club may expend the monies collected by this Civic Club from assessments or charges and other sums received by this Civic Club for the payment and discharge of all proper costs, expenses and obligations incurred by the Civic Club in carrying out any or all of the purposes for which this Civic Club is formed.
- (b) The Civic Club may provide for garbage and rubbish collection and disposal.
- (c) The Civic Club may provide for patrol service by state certified law enforcement officials for the property.
- (d) The Civic Club may improve, beautify and maintain entryway signs.
- (e) The Civic Club may perform any and all lawful things and acts which this Civic Club at any time, and from time to time, shall, in its discretion, deem to be to the best interests of said property and the owners of the building sites thereon, and shall pay all costs and expenses in connection therewith.
- (f) Upon the giving of any written notice required by the applicable Deed Restrictions of Memorial Way Addition, the Civic Club may care for vacant, unimproved or unkempt lots in said addition, remove and destroy grass, weeds and rodents therefrom and any unsightly and obnoxious thing therefrom and do any other things and perform any labor necessary or desirable in the judgment of this Civic Club Executive Committee to keep the property, and the land contiguous and adjacent thereto, neat and in good order. The Civic Club will bill the owners of such lots for the cost of the maintenance of these lots, and such amount shall be due and payable on or before thirty (30) calendar days from the date the bill was sent via Certified Mail to the owner at the owner's last known address as shown on the records of the Civic Club. Any amounts which remain unpaid after such thirty (30) calendar days' period shall bear interest at a rate determined by the Executive Committee time to time, which rate shall not exceed the highest rate allowed by law. The Association may take any necessary legal action to collect such bills from those owners.
- (g) The Civic Club may enforce charges, restrictions, conditions and covenants existing upon and created for the benefit of said property over which this Civic Club has jurisdiction; the Civic Club may pay all expenses incidental thereto; the Civic Club may enforce the decisions and rulings of this Civic Club having the jurisdiction of any of said property; the Civic Club may pay all of the expenses in connection therewith.
- (h) Funds shall be set aside from the annual dues collection for a Special Legal Defense Fund which shall be used to defray attorney's fees, court costs, or other costs which may be incurred in the course of any legal action taken by the Civic Club in connection with enforcement of architectural control or Deed Restrictions. The amounts of such contributions and of the minimum balance to



be maintained shall be determined by the Executive Committee and shall be submitted at a meeting of the membership for approval by a majority of the members present.

- (i) Special assessments of equal amounts per residence may be used to finance Special Projects provided that each such Special Project and the amount of the special assessment required therefore is authorized by a majority vote of at least two-thirds (67%) of the members present or represented by proxy at the meeting at which action on the Special Project is to be taken. The Special Project shall first be approved by the Executive Committee, and the membership shall be given at least ten (10) days advance notice of the meeting at which action of the Special Project is to be taken. A project shall be deemed Special when it is to be financed from other than regularly available sources of funds; namely, membership fee, refunds from City of Houston for garbage services, and accumulated cash balance from such services.

### **ARTICLE III - MEMBERSHIP AND MEETINGS**

Section 1 ANNUAL MEETINGS. There shall be a regular annual meeting of the Members held in the first quarter of each year, the place and time to be provided by the Executive Committee by giving written notice to the Members as set forth herein. The date cannot be postponed past the end of March. The annual Membership meeting shall be used for the purpose of electing Officers of the Executive Committee and conducting other official business of the Civic Club.

Section 2 SPECIAL MEETINGS. Special meetings of the Members may be called by the following persons and in the following manner:

- (a) The President and/or the Executive Committee may call a special meeting of the Members by written notice stating the purpose of the meeting.
- (b) It shall be the duty of the President to call a special meeting of the Members whenever requested to do so in writing by two (2) members of the Executive Committee stating the purpose of the meeting.
- (c) It shall be the duty of the President to call a special meeting of the Members upon the written and signed request by five percent (5%) or more of the Members and stating the proposed purpose of the special meeting.
- (d) Notices of special meetings of the Members under (a), (b) and (c) shall be sent to all members by the Secretary not later than fourteen (14) days after the receipt of the written and signed request as provided in (b), (c), and (d) above.

Section 3 NOTICE OF MEETINGS. Except as otherwise provided herein, written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary by sending a copy of such notice, at least ten (10) days, but not more than thirty (30) days, before such meeting to each Member entitled to vote. Such notice shall specify the place, day, and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. Notice will also be provided electronically to Members within the same time frame.

Section 4 QUORUM. General Meetings of the Membership shall be as prescribed by these By-Laws. For all purposes of the Civic Club where the membership is to act, a quorum shall consist of twenty five percent (25%) of the qualified voting Members of the Association present in person and/or by proxy at the meeting. If, however, such quorum shall not be present and/or represented by proxy at any meeting, the Executive Committee shall have power to adjourn the meeting without notice other than announcement at the meeting, and the quorum requirement at the subsequent meeting shall be one half (1/2) of the quorum requirement at the preceding meeting. All matters which were to be considered at the originally scheduled meeting shall be considered and voted upon at the rescheduled meeting at which the newly established quorum is present.

Section 5 ORGANIZATION. The President of the Civic Club, and in the event of his/her absence, a Vice President of the Civic Club, shall call meetings of the Members to order and shall act as Chairman of such meetings. In the absence of the President and a Vice President of the Civic Club, the Members present may appoint a chairman. The Secretary of the Civic Club shall act as Secretary of all meetings of the Members but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting. The most current version of Robert's Rules of Order shall determine the conduct of business in all meetings of the Civic Club.

The following shall be the order of business for all meetings:

- (1) Registration of all members in attendance
- (2) Registration of proxy representatives
- (3) Roll call of membership and officers to establish a quorum
- (4) Introduction of visitors
- (5) Reading of minutes of preceding meeting and approval thereof
- (6) Treasurer's report
- (7) Reports of committees
- (8) Act on items called for in notice and purpose of meeting (Old Business)
- (9) General discussion and suggestions (New Business)

Section 6 VOTING. Each Member shall be entitled to one vote for each Lot owned by him/her.

Section 7 QUALIFICATIONS. The voting membership shall be all Lot owners within the jurisdiction of the Civic Club.

Section 8 PROXIES. At all meetings of Members, each Member may vote in person, electronically, by mail, or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon cessation of membership. A member in good standing may designate as proxy any other member in good standing to attend a meeting and vote on his or her behalf on any questions raised at the meeting. A personally signed proxy statement in substantially the following form must be delivered to the Secretary and recorded prior to the start of the meeting.

I hereby designate (name) _____, of (address) _____ Wycliffe Drive	
as my proxy to vote in my behalf at the meeting to be held on (date) _____.	
SIGNED _____	RESIDENCE _____ Wycliffe Drive



Section 9 MAJORITY VOTE; WITHDRAWAL OF QUORUM. When a quorum is present at any meeting of the Members, the vote of the holders of a majority of the votes, present in person or represented by proxy, shall be sufficient to take action and decide any question validly brought before such meeting unless the question is one upon which by express provision of these By-Laws, a different vote is required, in which case such express provision shall govern and control the deciding of such question. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, or a newly established quorum.

Section 10 VOTING.

- (a) Ballot Vote. At least two (2) members of the Executive Committee and/or agents for the Civic Club shall be in attendance at all times during voting and they shall determine eligibility of all voters, issue all official ballots, and witness the casting of the ballots.
- (b) Mail Vote. A majority of the Executive Committee may authorize use and implementation of a mail-in ballot on any election or issue it deems appropriate.
- (c) Voice Vote. A majority of the Executive Committee may authorize use of a voice or standing vote or show of hands of Members on all matters of business, except when a majority of the Executive Committee requests a ballot vote.
- (d) Other Votes. A majority of the Executive Committee may authorize use of voting by facsimile and/or electronic transmission and procedural guidelines for the casting of such votes.

All ballots shall be opened (excluding only facsimile and electronically transmitted ballots) and tabulated in the presence of at least two (2) members of the Executive Committee and/or agents for the Civic Club. Upon completion of the tabulation of ballots, the results shall be certified by the Executive Committee and the ballots shall be sealed and stored with the records of the Civic Club Secretary for a period of sixty (60) days.

**ARTICLE IV - EXECUTIVE COMMITTEE**

Section 1 EXECUTIVE COMMITTEE

The Executive Committee shall be composed of elected officers of Memorial Way Civic Club. The elected officers of the Civic Club shall be the President, Vice President, Secretary, and Treasurer, each of whom shall be elected by a majority of the voters present at the election meeting either in person or by personally designated proxy. Election of officers shall be conducted at an annual meeting, and the persons elected shall take office at the close of that meeting to serve a term of one year or until their successors are elected. The Officers may be elected to successive terms. If a vacancy occurs in any office, a successor to such office shall be appointed for the unexpired term by the Executive Committee.

## Section 2 OFFICERS

- (a) The President shall call and preside at all meetings of this organization and shall exercise general supervision of its affairs. He/She shall, with the concurrence of the Executive Committee, represent and act for the organization and enter into agreements in the name of the organization in order to carry out the wishes of the membership. He/She shall keep the membership advised of matters affecting their interest which come to the attention of the Executive Committee. The President shall, with the advice and consent of the Executive Committee, appoint all standing committees except the Architectural Control Committee and shall be an ex-officio member of all standing committees.
- (b) The Vice President shall assist the President and, in the event of the President's inability to perform his/her duties or in his/her absence, shall perform all the duties and functions of the President.
- (c) The Secretary shall have custody of all permanent records and documents, except those financial records specifically entrusted to the Treasurer, and shall be familiar with their contents. The Secretary shall attend all meetings of the organization and of the Executive Committee and shall keep in permanent form, full, true, and correct records of all proceedings. The Secretary shall conduct all correspondence and shall maintain a file of copies of all incoming and outgoing correspondence. The Secretary shall issue all announcements and communications to the membership. He/she shall, at least ten (10) days in advance of each meeting, notify all members of the time, the place, and the nature of the business to be discussed at each meeting. The Secretary shall maintain a current list of members in good standing and shall have such a list available at all meetings of the membership. The Secretary shall deliver to each new resident a copy of the Deed Restrictions, these By-Laws, a list of all residents on the street, and the current officers of the Civic Club. Records and files shall normally be kept for a period not exceeding seven years except for documents of a permanent nature which shall not be altered or destroyed. Such records shall be preserved in a safe and secure place. The books, records, and papers of the Civic Club shall be subject to inspection by any Member upon reasonable notice to the Civic Club, but in no event sooner than one (1) business day.
- (d) The Treasurer shall receive all money due the organization, pay all bills, and deposit money in a bank designated by the Executive Committee. Money shall be withdrawn on the signature of the Treasurer and counter signature of the President, Vice President, or Secretary. Should the Treasurer's office become vacant, money may be withdrawn on the signature of the President with the counter signature of the Vice President or Secretary until such time as a new Treasurer is named. The Treasurer shall make a report at each meeting of the membership and shall have a current and accurate balance sheet available for inspection at each meeting. The Treasurer shall have custody of the financial records and books of the organization and must retain the following for a period of at least seven (7) years: financial records, account records of current owners, audits, and contracts for terms of at least one year or more (seven [7] years after expiration of contracts). The Treasurer shall submit the books for audit by a committee appointed by the Executive Committee before the expiration of his term of office and before turning over the book to his successor.

### Section 3 DUTIES

The Executive Committee shall receive and review all reports and recommendations of all other committees. The Executive Committee shall review all matters to be submitted to the membership for consideration or action and shall prepare the agenda for all regular and special meetings. The Executive Committee shall prepare all proposals regarding Special Projects or changes in policies or plans and shall advise the membership of such proposals not less than seven (7) days before the meeting at which action is to be taken on them. When authorized by a vote of the membership, the Executive Committee shall enter into and execute necessary agreements in the name of the organization through the President, or the Vice President in the absence of the President, to carry out the wishes of the membership.

### **ARTICLE V - IMPEACHMENT OF OFFICERS**

Any officer may be impeached for misfeasance or malfeasance of office or for actions contrary to the wishes and interests of the organization.

To impeach an officer it shall be necessary to file a written complaint against the officer with the Executive Committee, cover the signature of the complainant by delivery of such complaint to the President, or Vice President in the event the President is involved, and a copy thereof to the Secretary. Upon receipt of same, the Executive Committee shall meet within ten (10) days to consider the complaint. The Executive Committee shall submit the complaint together with its recommendations, or a statement that it will make no recommendation, to the next meeting of the organization; provided that the officer of the highest rank not under accusation shall call a special meeting for consideration of the complaint in the event there is no meeting scheduled within 30 days from the date of consideration by the Executive Committee.

A two-thirds (67%) vote of the members present, in person, or personally designated proxy at which impeachment is considered shall be required to impeach any officer. Upon such vote of impeachment, an election of a successor to the impeached officer shall be held at the same meeting, provided that should the President be impeached, the Vice President shall automatically be elevated to the Presidency to serve the unexpired term and the election in that event shall be for Vice President.

### **ARTICLE VI - COMMITTEES**

Section 1 STANDING COMMITTEES. There will be the following standing committees with such duties as designated. The President shall be an ex-officio member of all committees.

#### **(a) ARCHITECTURAL CONTROL COMMITTEE**

1. The Architectural Control Committee shall consist of one member resident in each of the 600, 700, 800, and 900 blocks of Wycliffe Drive and shall be nominated by the membership. If a representative from each block is not available, the Committee shall be made up of four (4) available member residents. There is no limit to the term served by the member residents. The President shall be the fifth member of the Committee and shall serve for the duration of his/her term as President of the Civic Club.

2. Any resident or property owner wishing to erect, place, alter any building, or place any appurtenance on any lot in the 600, 700, 800, or 900 blocks of Wycliffe Drive shall notify the Executive Committee of the Civic Club before proceeding with any construction or alteration other than normal upkeep and repair. Copies of plans and specifications for the work, and in the case of major alterations to the front of any building, an elevation drawing shall be submitted for review and approval.

3. The Architectural Control Committee shall review the plans and specifications for harmony or external design with existing structures for location with respect to topography and finish grade elevation, and for compliance with the Deed Restrictions with regard to construction and appearance. The committee shall complete its review and return the plans and specifications to the Executive Committee together with its comments and recommendations within two weeks after the original submittal of plans and specifications. In the case of unanimous recommendation by the Architectural Control Committee, the Executive Committee shall notify the applicant of its approval. In the case of less than unanimous recommendation by the Committee, approval shall be withheld, and the matter shall be referred to the general membership at a regular or special meeting within 30 days after the original submittal. Approval or disapproval by a majority vote of the members present shall be final.

4. During construction of any approved project, the Architectural Control Committee shall observe the work in progress and shall report to the Executive Committee any deviations from the approved plans and specifications or any deficiencies in quality of workmanship and materials.

**(b) BEAUTIFICATION COMMITTEE**

The Beautification Committee shall endeavor to inspire and encourage homeowners to maintain, improve, and beautify their homes and landscapes through actions determined by the committee.

Section 2 AD HOC COMMITTEES. Ad Hoc Committees may be appointed by the President as needed.

**ARTICLE VII - MISCELLANEOUS**

Section 1 NO WAIVER OF RIGHTS. The failure of the Memorial Way Civic Club, the Memorial Way Architectural Control Committee, or any owner in Memorial Way to enforce any covenants, restrictions, or any other provisions of Memorial Way Deed Restrictions, these By-Laws, or the rules and regulations adopted pursuant thereto, shall not constitute a waiver of the right to do so thereafter.

Section 2 ATTORNEY FEES. If any owner or resident in Memorial Way Addition fails to comply with the terms of Memorial Way Addition Deed Restrictions and the Memorial Way Architectural Control Committee, the Civic Club, or any other owner or resident in Memorial Way finds it necessary to enforce the terms and provisions of Deed Restrictions of Memorial Way Addition by way of any civil proceeding or judicial action, the party against whom such proceeding is brought (should it be judicially determined that said party has failed to comply with the terms and provisions of Deed Restrictions of Memorial Way



Addition) shall pay the reasonable attorney's fees which are approved by the applicable Court and are incurred by the party seeking the enforcement of the terms and provisions of Deed Restrictions of Memorial Way Addition.

Section 3 ALTERNATIVE PAYMENT SCHEDULE A property owner may receive an alternative payment schedule by which the owner may make partial payments to the Memorial Way Civic Club for delinquent regular or special assessments or any other amount owed to the association without accruing additional monetary penalties. An Owner may make partial payments to the Memorial Way Civic Club for delinquent regular or special assessments or any other amount owed to the association without accruing additional monetary penalties. The Owner must first enter into a written agreement with the Civic Club specifying terms and conditions of a payment plan.

The minimum term for a payment plan is three months; a payment plan may not extend more than 18 months from the date of the owner's request for a payment plan. The Memorial Way Civic Club is not required to enter into a payment plan with an owner who failed to honor the terms of a previous payment plan during the two (2) years following the owner's default under a previous payment plan.

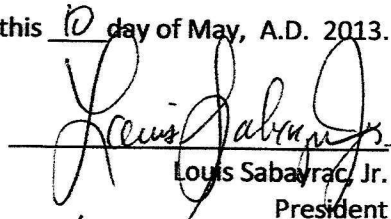
#### **ARTICLE VIII - BY-LAWS AMENDMENTS AND REVISIONS**

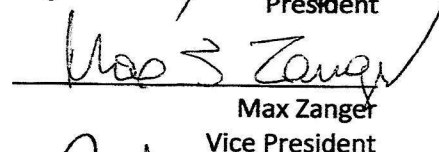
The By-Laws may be revised, changed or amended at any meeting by majority vote, provided there are at least two-thirds (67%) of the registered members present either in person or represented by a personally designated proxy, and provided further, that such proposals shall first have been delivered to each home of the registered member at least ten (10) days prior to the meeting at which time such proposals are to be voted.

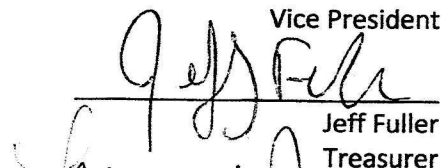
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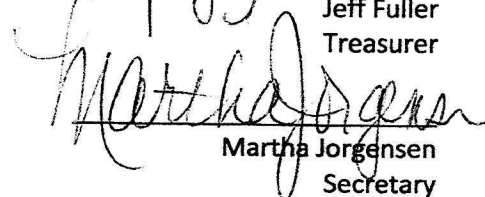
The undersigned Executive Committee of the Memorial Way Civic Club representing the homeowners of Memorial Way Addition, being duly elected, here now by the execution of this dedicatory instrument, subordinates its indebtedness to the directives as stipulated in the instrument. Having been approved by the required majority vote of the Memorial Way Civic Club Executive Committee, the Architectural Control Committee, and Members of the Association, the instrument entitled Amended and Restated By-Laws of Memorial Way Civic Club now appears in the books and records of the organization. This instrument will be in effect upon recording in the Office of the County Clerk of Harris County, Texas.

EXECUTED at Houston, Texas, this 10 day of May, A.D. 2013.

  
Louis Sabayrac, Jr.  
President

  
Max Zanger  
Vice President


  
Jeff Fuller  
Treasurer

  
Martha Jorgensen  
Secretary

THE STATE OF TEXAS   §  
                                  §  
COUNTY OF HARRIS   §

BEFORE ME, the undersigned authority, on this day personally appeared LOUIS SABAYRAC, JR., MAX ZANGER, JEFF FULLER, AND MARTHA JORGENSEN, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER HAND AND SEAL OF OFFICE, this the 10 day of May, A.D. 2013.

  
Notary Public in and for Harris County, Texas

