

**BY-LAWS  
OF  
FOREST PINES CIVIC CLUB, INC.**

(Including revised by-laws approved by the membership on December 6, 2005)

**ARTICLE I  
NAME and LOCATION**

The name of the corporation is FOREST PINES CIVIC CLUB, INC., hereafter referred to as the "CORPORATION". The principal offices of the corporation shall be located at the residence of the current president or as listed in the City of Houston's "Directory of Area Civic Organizations". Meetings of the officers and directors may be held at such places within the jurisdiction boundaries of the city of Houston, Texas as may be designated by the Officers and Board of Directors.

**ARTICLE II  
DEFINITIONS**

**Section 1.** "CORPORATION" shall mean and refer to FOREST PINES CIVIC CLUB, INC., its successors and assigns.

**Section 2.** "PROPERTIES" shall mean and refer to FOREST PINES, a subdivision in Harris County, Texas and such additions thereto as may thereafter be brought within the jurisdiction of the Corporation.

**Section 3.** "COMMON AREA" shall mean all real property owned by the Corporation for the common use and enjoyment of others.

**Section 4.** "LOT" shall mean and refer to any plot designated as residing within or being a part of the land shown upon the Map of Records, Harris County, Texas.

**Section 5.** "RESTRICTIONS" shall mean and refer to the Restrictions applicable to the Properties recorded in the office of the County Clerk, Harris County, Texas and any amendments thereafter or other restrictions created by additional properties to the subdivision.

**Section 6.** "HOUSEHOLD" shall mean either the owners or residents of a single family dwelling within the FOREST PINES subdivision.

**Section 7.** "OWNER" shall mean any person or entity having lawful title to a lot or single family dwelling within the FOREST PINES subdivision.

**Section 8.** "RESIDENT" shall mean any person who legally occupies a single family dwelling in FOREST PINES subdivision.

**Section 9.** "MEMBER" shall mean any person, either resident or owner of a single family dwelling within the FOREST PINES subdivision, having paid the annual civic club membership dues.

**Section 10.** "MEMBERSHIP" shall mean the group composed of those persons having paid the current dues as established by the FOREST PINES CIVIC CLUB, INC.

**Section 11.** "QUORUM" applies as follows:

- a) For the membership it shall be the number of members present which are equal to or greater than fifty percent (50%) of the average attendance of the three (3) previous General Membership Meetings of the FOREST PINES CIVIC CLUB, INC.
- b) For the Board of Directors it shall be the majority of the directors serving in office.

**Section 12. "BUSINESS MEETINGS"** are the meetings of the Board of Directors or the general membership in order to discuss and conduct the affairs of the Corporation. General Membership meetings and Board of Directors meetings shall be interpreted to be business meetings unless otherwise stipulated.

### **ARTICLE III MEMBERSHIP**

**Section 1.** Membership in the FOREST PINES CIVIC CLUB, INC. shall be open to Owners" and "Residents" of single family dwellings in the FOREST PINES subdivision. Membership shall also be open to any "Owner" of a single family dwelling who does not reside in the dwelling.

**Section 1.1.** A member household is entitled to up to two (2) votes at FOREST PINES business meetings if two (2) members are present at the meeting and membership dues are current. An "Owner's" voting rights shall preempt those of a "Resident" of a single family dwelling should membership dues be paid by both, such that no more than two (2) votes can be cast on behalf of one such dwelling.

**Section 2.** Membership may expire without notice for:

- a) Failure to maintain membership dues on a current basis, or
- b) Loss of ownership and/or residency in FOREST PINES.

**Section 3.** The annual membership dues for all FOREST PINES "Owners" and "Residents" shall be established by the Board of Directors annually based on the calendar year. Payment of dues results in immediate activation of membership and all rights contained therein.

**Section 4.** A quorum of the membership shall be the number equal to fifty percent (50%) of the average attendance at the three (3) previous business meetings of the FOREST PINES CIVIC CLUB, INC.

### **ARTICLE IV OFFICERS AND BOARD OF DIRECTORS**

**Section 1. Powers.**

The property and affairs of the corporation shall be managed and controlled by the Officers and Board of Directors and be subject to the restrictions imposed by local, state and federal law and by the Articles of the Incorporation or by these by-laws.

**Section 2. Numbers.**

**2.1** The number of the directors shall be thirteen (13) maximum, which shall include five (5) officers, with the number of directors never being less than nine (9).

**2.2** The Officers of the Corporation shall be a President, a 1<sup>st</sup> Vice-President, a 2<sup>nd</sup> Vice-President, a Secretary and a Treasurer, all of who shall at all times be members of the Board of Directors. The Board may temporarily by resolution create other officer's positions from time to time.

**Section 3. Qualifications.**

**3.1** The qualifications for the members of the Board of Directors are that they shall be "Owners" or "Residents" within the FOREST PINES subdivision and be members in good standing.

**3.2** The qualifications for the offices of President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Secretary and Treasurer are:

- (1) a member in good standing;
- (2) has been actively involved in the activities of the Corporation;
- (3) an owner of property within, and a resident of, the FOREST PINES subdivision;
- (4) cannot reside with or be related by blood or marriage to another officer.

**Section 4. Election to Office.**

- 4.1. A Board of Directors slate for vacant positions shall be elected from, and elected by, the majority vote of the general membership in the last quarter of each year and their term of office shall commence on January 1<sup>st</sup> of the next calendar year.
- 4.2. The Board of Directors shall elect its officers for the next calendar year at the 1<sup>st</sup> meeting of the Board after the annual election of Directors by the general membership. Each Officer shall be selected from, and elected by, the Board of Directors and their term of office shall commence in January of each year.

**Section 5. Term of Office.**

- 5.1. The Board of Directors of the Corporation shall be elected by the general membership for two (2) year terms of office and may be re-elected to office with no term limits.
- 5.2. The Officers of the Corporation shall be elected by the Board of Directors for a term of one (1) year and may be re-elected for successive terms in the same office with no term limits.

**Section 6. Resignation and Removal.**

- 6.1. Any Officer or Director may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of notice or at any later time specified therein, and formal acceptance of such resignation shall not be necessary to make it effective.
- 6.2. Any Officer may be removed from office, with or without cause, by a two-thirds (2/3) majority vote of the Board of Directors or should they otherwise be disqualified to serve.
- 6.3. Any Officer may be removed from office, with or without cause, by a majority vote of the membership or for reason specified in Article IV, section 6.4 of these By-Laws or should they otherwise be disqualified to serve.
- 6.4. Three (3) consecutive unexcused absences from regular business meetings of the Officers and Board of Directors shall constitute the resignation of that person. The Secretary shall provide written notice to the absentee director after two (2) unexcused absences.

**Section 7. Vacancies.**

- 7.1. The election of an individual to a vacancy occurring in an Officers position shall be for the unexpired term of office and shall be made by the affirmative voice or written vote of a majority of the members of the Board of Directors.
- 7.2. Should a Board of Director's vacancy occur during a calendar year, the Board of Directors can fill that vacancy for the remainder of the calendar year. A slate of open Board positions will then be presented at the fourth (4<sup>th</sup>) quarter general membership meeting to fill any Board openings per the By-Laws (see Article IV, Sections 4.1 and 5.1). A "Quorum" must be present in order to vote the Board ballot.

**Section 8. Multiple Offices.**

The offices of the Secretary and Treasurer may be held by the same person. No other person may simultaneously hold more than one (1) of the other offices, except in the case of offices which are created on a temporary basis as specified in Article IV, section 2.2 of these By-Laws.

**Section 9. Compensation of Officers and Directors.**

Officers and Directors shall not receive any salary or compensation for their services.

## **ARTICLE V OFFICERS/DIRECTORS DUTIES**

### **Section 1. Duties.**

Each Officer and Director shall be charged with ensuring that the Corporation acts on the behalf of the property owners and residents of the FOREST PINES subdivision and shall work to enhance the quality of life therein. As representatives for the community, they are to receive direction from, and remain responsive to, the requests and concerns of the neighborhood, and as such, shall be held accountable to the membership for actions taken on their behalf and the behalf of the Corporation.

#### **1.1. The duties of the Officers shall be as follow:**

- (a) **President:** The President shall preside over all meetings of the Officers and Board of Directors; shall call all meetings of the General Membership to order; shall make official pronouncements in the name of the Corporation; shall sign all leases, mortgages, deeds and other written instruments; shall be able to co-sign all checks and promissory notes.
- (b) **1<sup>st</sup> Vice-President:** The 1<sup>st</sup> Vice-President shall see that the orders and resolutions of the Officers and Board of Directors are carried out; shall be responsible for oversight and service as an ex-officio member of membership, programs and nominating committees; administration and organization of the Corporation; shall exercise and discharge other duties as may be required by the Officers and Board of Directors.
- (c) **2<sup>nd</sup> Vice-President:** The 2<sup>nd</sup> Vice-President shall be in charge of all security related programs of the Corporation and shall exercise and discharge such other duties as may be required by the Officers and Board of Directors.
- (d) **Secretary:** The Secretary shall record votes and keep the minutes of all meetings and proceedings of the Officers and Board of Directors; keep the corporate seal of the Corporation and affix it upon all papers requiring said seal; serve notice of meetings of the Officers and Board of Directors; shall keep all archives of the Corporation; maintain a membership and Board of Director/Officer attendance signature log for establishment and verification of a quorum count; notify by mail after second absence any Officer or Director who is subject to removal under Article IV, section 6.4; and perform other duties as required by the Officers and Board of Directors.
- (e) **Treasurer:** The Treasurer shall receive and deposit in the appropriate bank accounts of the Corporation all monies and shall disburse such funds as directed by resolution of the Officers and Board of Directors; shall sign all checks and promissory notes of the Corporation and keep proper books of account; and shall present a report of income, disbursements and current balances at each meeting of the Officers and Board of Directors and general membership, as well as, cause a report of the Corporation's books be made at the completion of each calendar year and at the completion of the Treasurer's term of office.

#### **1.2. Duties of the Board of Directors.**

The members of the Board of Directors shall be responsible for:

- (a) Providing direction and guidance to the Corporation in order to ensure that it serves in the best interest of the membership and the FOREST PINES subdivision as a whole;
- (b) Providing oversight of the Officers of the Corporation in the performance of their duties and in

ensuring their conformance with the rules and guidelines as established within these By-Laws;

- (c) Actively work on committees and projects as determined by the majority of the Board to be in the best interest of the subdivision;
- (d) Selecting an Audit Committee composed of two (2) directors who are not officers and one (1) person not serving on the Board to review the books, receipts and expenditures of the Corporation at the end of each fiscal year and at the completion of the Treasurer's term of office;
- (e) Designate an alternate check signer in addition to the Treasurer and President so that all checks are signed by the Treasurer and either the President or the alternate check signer.

**1.3.** The Board may appoint such other temporary officers as the affairs of the Corporation may require, each of whom shall hold office for such period not to exceed twelve (12) months, have authority, and perform such duties as the Officers and Board may, from time to time, determine. In no case shall the authority of a temporary officer preempt or circumvent the duties or responsibilities of the elected "Officers" established within these By-Laws.

## **Section 2. Meetings of Officers and Directors.**

The Officers and Directors may hold their meetings and keep the books of the Corporation at a place within the jurisdictional boundaries of the City of Houston, Texas as determined by the Officers and Board of Directors of the Corporation.

Board of Director meetings shall at all times be open to attendance by the membership, exclusive of those portions where personal and confidential matters are brought before the Board concerning a resident or by a resident or property owner for matters not related to the membership, subdivision or Corporation as a whole. If a quorum, as defined by Article II, section 11 is not present, any determinations on behalf of the Corporation shall be held invalid.

## **Section 3. Annual Meeting.**

The annual meeting of the Board of Directors is the 1<sup>st</sup> meeting of the Board after the annual election of Directors by the general membership in the 4<sup>th</sup> quarter (see Article IV, Section 4.2).

## **Section 4. Regular Business Meetings.**

The Board of Directors shall assemble at a minimum bimonthly interval in order to discuss the business and affairs of the Corporation. Regular business meetings of the Officers and Board of Directors shall be held at such times and places as shall be designated, from time to time, by the resolution of the Officers and Board of Directors. Notice of the time and location of regular meetings will be provided to the membership via the Newsletters or by other written means in order that they may attend or bring up any matters related to the subdivision or Corporation before the Board.

## **Section 5. Special Meetings.**

A special meeting of the Officers and Board of Directors shall be held should any Board member identify a need to conduct business prior to a regular meeting. The President must be informed and the Secretary shall give notice of each special meeting and an agenda specific to its purpose either in person or by paper or electronic means at least three (3) business days before the meeting to each officer and director. Only matters specific to the agenda may be discussed at a special meeting.

## **Section 6. Order of Business.**

At the meetings of the Officers and Board of Directors, matters pertaining to the purpose of the Corporation shall be considered in such order as from time to time may be determined by the Officers and Board of Directors.

**6.1.** At all meetings of the Officers and Board of Directors, the President shall preside, and in the absence of the President, the 1<sup>st</sup> Vice-President shall preside.

**6.2.** The Secretary of the Corporation shall act as Secretary at all meetings of the Officers and Board of Directors when present. In the absence of the Secretary, the presiding officer may appoint any Board member to act as Secretary of the meeting.

**6.3.** At any and all meetings, "Robert's Rules of Order" shall govern.

**Section 7. Return of Property to the Corporation.**

Immediately upon completion of term in office, each officer and director shall immediately relinquish all properties and documents of the Corporation to the incoming officer or director. If no replacement has been selected, then said articles shall be surrendered to the acting President, Secretary or member of the Board of Directors.

**ARTICLE VI  
BOOKS AND RECORDS**

The books, records and papers of the Corporation shall at all times, within three (3) business days and during reasonable business hours, be subject to inspection by any member of the Corporation. Copies of records may be purchased.

The records of the Corporation shall include, but not be limited to: the Articles of Incorporation, By-Laws of the Corporation, Restrictive Covenants, and the financial records. There may also be official correspondence received and issued by the directors and officers of the Corporation, exclusive of any confidential or personal matters concerning other residents or owners.

**ARTICLE VII  
CORPORATE SEAL**

The Corporation shall have a seal in circular form having within the circumference the words: **FOREST PINES CIVIC CLUB, INC.**

**ARTICLE VIII  
AMMENDMENTS**

These By-Laws may be repealed or suspended in part or in whole for a period not to exceed sixty (60) days by the affirmative vote of two-thirds (2/3) of the "Membership" at a meeting where a "Quorum" is present.

Alterations or amendments of these By-Laws require that the members of FOREST PINES CIVIC CLUB, INC. receive thirty (30) days notification in writing delivered to each member residence stating the intent to affect the By-Laws, with a written copy made available of the proposed changes. Then every proposed amendment or alteration to the existing By-Laws must be read to the membership at a regular, special or general meeting at which a "Quorum" is present. Proposed amendments or alterations to the By-Laws require an affirmative vote of two-thirds (2/3) of the "Membership" at a meeting where a "Quorum" is present.

**ARTICLE IX  
GENERAL MEMBERSHIP MEETINGS**

**Section 1. Meeting Requirements.**

The membership of the Corporation shall meet four (4) times yearly at a time and place designated by the Officers and Board of Directors, provided that one business meeting be conducted in each half of the calendar year. Also, one (1) of the four (4) meetings must be held in the 4<sup>th</sup> quarter as defined in Article V, Section 3.

**1.1.** The purpose of the business meetings shall be to apprise the membership of the financial status of the Corporation through financial statements, to discuss activities which may be of concern or interest and to foster communication among residents of the subdivision.

**1.2.** Notice of meetings shall be provided to the residents of the subdivision no more than fourteen (14) days nor less than three (3) calendar days prior to the scheduled meeting date, by mail, electronically or by printed newsletter distributed to each household. Further notice of the meeting place and time shall be temporarily posted at each entrance of the subdivision with a sign whose lettering is legible from the roadway. These signs will be posted on the day of the meeting and at least six (6) hours prior to the meeting time.

**1.3.** Membership meetings shall be held within a five (5) mile radius of the outermost boundary of the subdivision in a public facility such as a church, meeting hall or other public facility, at a date and time which is conducive to attendance by the membership.

**ARTICLE X  
FISCAL YEAR**

The fiscal year of the Corporation will be the same as the calendar year and shall begin on the first day of JANUARY and end on the 31<sup>st</sup> day of DECEMBER every year.

**ARTICLE XI  
DEMISE OF THE CORPORATION**

Should the Corporation fail to hold the meetings of the membership or Board of Directors as designated by these By-Laws for a period of twelve (12) months, the Corporation shall be considered defunct. Subsequent to this determination, all remaining monies will be used in the order which follows:

- 1) relieve any and all outstanding debts and obligations pending or incurred by the Corporation.
- 2) improvements to the common grounds of the subdivision.
- 3) donated to an organization providing services to this subdivision.
- 4) a non-profit organization providing benefit to a broad spectrum of this community, exclusive of political or religious affiliations.

The determination on allocation of excess monies shall be made by a committee of five (5) individuals selected by and from any remaining Board Members and/or Members of the FOREST PINES Civic Club, Inc.