

Amended Bylaws Adopted 4/10/06

BYLAWS

OF THE

NORTH HILL ESTATES CIVIC CLUB, INC.

ARTICLE I - NAME

The name of this corporation shall be “The North Hill Estates Civic Club, Inc.”, hereinafter referred to as the Club.

ARTICLE II - PURPOSE

This association shall be a non-profit organization for the purpose of enforcing the North Hill Estates, Section 1, Section 2, Section 3 and Lynwood Estates Deed Restrictions, promoting civic pride, developing social welfare, and establishing public unity in the community; for obtaining needed improvements for the community; and for assisting in all economic, civic, and social enterprises or activities that are for the welfare of the community.

ARTICLE III - MEMBERSHIP

Membership in the Club shall be open to all property owners of North Hill Estates and Lynwood Estates, Harris County, Texas, provided such applicants pay all dues and assessments and have such rights as are provided in the Bylaws of this organization. A member who becomes a non-property owner of the area known as North Hill Estates or Lynwood Estates, or fails to pay dues or assessments, automatically thereby ceases to be a member.

ARTICLE IV - RIGHTS OF MEMBERS

1. Members of the Club shall have the right to initiate resolutions, plans, policies and projects which, when passed by a majority of those present and voting at any regular or special meeting at which a quorum is present, shall be binding upon the Club and upon the Board of Directors.

2. Members in good standing shall have all the rights to vote and hold office in the Club; provided, however, that husband and wife shall not hold office at the same time.

3. Each family membership shall be entitled to one vote whenever votes are to be counted as mentioned in these Bylaws. Each family member shall be considered as one membership for all purposes of the Club.

4. Members shall not be entitled to vote by proxy or by mailed ballots.

ARTICLE V - DUES

1. The annual dues shall be set by the Board of Directors and voted on by the membership as per Article XVI at the Club's annual meeting on the second Tuesday in April. The dues shall be payable on or before the second Tuesday in April of the fiscal year.

2. Persons who become property owners in the North Hill Estates or Lynwood Estates after the second Tuesday in September of any fiscal year will be charged one-half (1/2) of the annual dues for that fiscal year.

3. Dues are not at any time refundable either in part or in whole.

ARTICLE VI - SPECIAL ASSESSMENTS

Delinquent members may be reinstated upon payment of special assessments for which the member was in arrears for the current and immediately preceding fiscal year.

ARTICLE VII - MANAGEMENT

The management and administration of the Club shall be vested in the Board of Directors, constituted as provided by Article I of the Articles of Incorporation under Charter Number 229112, and subject to other provisions of the Bylaws.

ARTICLE VIII - OFFICERS

1. There shall be a minimum of four Officers of the Club, namely; President, Vice President Secretary and Treasurer. There may be more than four Officers as determined by the Board of Directors.

2. There shall be a Board of Directors consisting of the elected Officers of the Club, the Immediate Past President of the Club, and a minimum of two (2) elected At-Large Directors. A second Vice President and additional At-Large Directors may be elected at the discretion of the Board of Directors

ARTICLE IX - QUALIFICATIONS FOR ELECTED OFFICERS

No member shall be entitled to hold office unless he is in good standing with dues and assessments paid for the current year.

ARTICLE X - DUTIES AND POWERS OF OFFICERS

1. Duties of President It shall be the duty of the President to preside at all meetings of the Club and Board of Directors; to enforce the Bylaws; to preserve order and decorum; to require all officers and members of the Committees to perform their duties; to appoint all Committees and Committee Chairman subject to the provisions of Article XII of the Bylaws; and to sign all official documents. The President shall be an ex-officio member of all Committees and generally perform all the duties appertaining to that office, and shall decide all questions of procedure and order. The President shall not be required to vote at meetings of the Club and Board of Directors, except in case of a tie vote.

2. Duties of First Vice President It shall be the duty of the First Vice President to aid the President in the performance of the President's duties, and in the absence or inability of that officer to serve, the First Vice President shall serve in the President's duties.

3. Duties of the Second Vice President In the event of the absence of both the President and the First Vice President or their inability to serve, the Second Vice President shall serve in their stead.

4. Duties of the Secretary It shall be the duty of the Secretary to keep full and impartial records of the Club and the Board of Directors; to perform such other duties as may be prescribed by the Board of Directors. The records shall at all times be open for inspection by the President, the Board of Directors, or any other member in good standing of the Club. The Secretary shall within five days after retiring from office, deliver to the successor all papers and other property belonging to the Club. The Secretary may with the approval of the President, appoint an assistant to aid in the proper maintenance of said records; said assistant must be a qualified member of the Club.

5. Duties of the Treasurer. It shall be the duty of the Treasurer to be the custodian of all Club funds, and to keep a correct and faithful account of all receipts and expenditures; and to keep all books belonging to that office, which shall at all times be open to inspection by the President, or any other member of the Club. The Treasurer shall

submit a report at all regularly scheduled meetings in detail of all income and expenditures for the preceding calendar month, and a detailed report of balances of cash on hand as of the last day of the preceding calendar month. The Treasurer shall within five days after retiring from office, deliver to the successor all monies, papers, and other property in their possession.

ARTICLE XI. DUTIES AND POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have, subject to Article IV of these Bylaws, the entire charge, control, administration and management of the affairs of the Club. It shall execute all measures and proceedings necessary to advance the purpose of the Club. It shall keep a correct record of its proceedings and submit a report of same to members at the annual meeting hereinafter provided for.

ARTICLE XII - COMMITTEES

1. There may be, in addition to such committees as the Board of Directors shall determine, the following standing committees, one committee member of each committee must be a member of the Board of Directors, with such duties as the Board may designate, such committees being:

Membership Committee

Restrictions Enforcement Committee

Architectural Committee

2. The President, subject to 1. above, shall appoint members of such committees with the approval of the Board of Directors.

ARTICLE XIII - MEETINGS

1. The annual meeting of the Club shall be held on the second Tuesday in April, and is to start no earlier than 7:00 o'clock p.m. or later than 8:00 o'clock p.m., as determined by the President.

2. Meetings of the Board of Directors will be set by the President.

3. Special meetings may be called by the following persons and in the following manner:

him/her, (a) The President may in case of an emergency, to be determined by

call a meeting of the Board of Directors or the full membership of the Club.

(b) It shall be the duty of the President to call a meeting of the full membership of the Club whenever requested to do so in writing by a majority of the members of the Board of Directors, stating the purpose of the meeting.

(c) It shall be the duty of the President to call a meeting of the full membership of the Club upon written request of 25% of the members, which request shall state the object of the called meeting.

of (d) It shall be the duty of the President to call a meeting of the Board

Directors when requested to do so in writing by three (3) members thereof, stating the purpose of the meeting. Said meeting shall be called within seven (7) days of the receipt by the President of such notice requesting a meeting of the Board of Directors. Notice of any special meeting of the Board of Directors may be given to all members thereof by telephone, in person or by written notice. Such notice to be given at least one (1) day prior to the time of any such meeting.

4. Meetings of the Board of Directors and/or Club shall be held at the place designated by the President within five (5) miles of the North Hill Estates and in Harris County, Texas, unless otherwise designated by the President.

ARTICLE XIV - NOTICES

Notice of special meetings under Article XIII, Paragraph 3 (a), (b) and (c) of the Bylaws shall be mailed by the Secretary not later than one week after the receipt of a written request. The notice shall state the object, the date and the hour of the meeting and said meeting shall be held not earlier than seven nor later than thirty days from the date of the notice. However, if the regularly scheduled Club meeting will occur within the aforementioned periods of time, the special meeting may be held immediately preceding the regularly scheduled meeting. No other business shall be presented at said special meeting except that for which it is called and so stated in said notice.

ARTICLE XV - QUORUMS

1. For all purposes a quorum at a regularly or specially called meeting of the Club shall consist of:

(a) Ten percent (10%) of the members in good standing or twenty members

in good standing, whichever is greater, present at a Club meeting, and

(b) Fifty percent (50%) of the members of the Board of Directors

2. For all purposes a quorum at a meeting of the Board of Directors shall consist of Fifty percent (50%) of the members of the Board of Directors.

ARTICLE XVI - VOTING

1. A majority vote of the members present at a regularly or specially called meeting of the Club or Board of Directors at which a quorum is present shall be the act of such membership or Board of Directors unless otherwise specified in the Bylaws.

2. A majority vote of the members present and voting at the April Annual Meeting shall be required for election, which shall be by ballot, except that if there is but one candidate for each office, the ballot may be dispensed with and the officers elected viva voce (voice vote).

ARTICLE XVII - NOMINATIONS AND ELECTIONS

At least thirty days before the annual meeting of the Club, the President shall appoint a Nominating Committee composed of three members of the Club from different areas in the North Hill Estates and Lynwood Estates. The Chairman of the Nominating Committee shall be named by the President at the time the members are appointed. Any vacancies occurring on said committee shall be filled by appointment by the President. The nominating committee shall present the names of at least one candidate for each elective office. The officers shall be elected at the annual meeting by vote of a majority of the Club members present. Nothing in this provision shall prevent nominations from the floor. Each officer shall be elected for a term of one year.

ARTICLE XVIII - VACANCIES

1. All vacancies occurring on the Board of Directors between annual meetings shall be filled by appointment by the President and approved by unanimous vote of the three elected officers of the Club other than the President.

2. All unexpired terms or vacancies in the office of the President, Vice President, Secretary and Treasurer shall be filled by appointment by the Board of Directors, subject to Article X of the Bylaws.

ARTICLE XIX - REMOVAL

Any Director or Officer of the Club may be removed from office by a three-fourths vote of the members of the Board of Directors present at such meeting called for such purpose.

ARTICLE XX - EXPANSION OF THE BOARD OF DIRECTORS

By a two-thirds majority vote of the Board of Directors, the number of Directors may be expanded. If additional Director posts are created, the posts shall be filled through selection by the President and approval by the three elected Officers as prescribed in Article VII of the Bylaws. The membership of the Board of Directors must at all times consist of the President, Vice President and Secretary-Treasurer, and not less than two Directors at large. The foregoing represents the minimum.

ARTICLE XXI - BONDING

The Board of Directors may require any Officer and/or employee of the Club to give a proper Surety Bond for the faithful accounting of such funds, with surety or sureties satisfactory to the Board of Directors and with the premium of the bond paid by the Club.

ARTICLE XXII - EXPENDITURES

1. All expenditures of the Club funds for operations other than emergencies shall be authorized by the Board of Directors who may direct the Treasurer to pay all bills incurred or to be incurred by the Club; provided, however, that any Board of Directors may, at the beginning of its term, authorize the Treasurer to pay for the necessary stationery, stamps and the cost of holding meetings, and no further authorization therefore shall be necessary during the remaining term of such Board of Directors. All drafts and/or checks must be signed by any two Officers.

2. The President shall be allowed a Twenty-Five (\$25.00) Dollar Working Fund to pay for expenses deemed necessary for the welfare of the Club. This fund may be replenished by the Board of Directors at any time. None of the aforementioned Twenty-Five (\$25.00) Dollars may inure to the personal benefit of the President, or any Officer or member of the Board.

3. No Officer, Director, nor other member of the Club acting in an official capacity for the Club can receive compensation or remuneration for any service performed which might accrue benefits for the Club while retaining such a position in the Club.

ARTICLE XXIII - ORDER OF BUSINESS AND RULES OF ORDER

1. The order of business shall be:

(a) Reading of the minutes of the last meeting

- (b) Treasurer's report
- (c) Committee reports
- (d) Unfinished business
- (e) New business
- (f) Program or miscellaneous
- (g) Notification of next regular meeting
- (h) Adjournment

2. Robert's Rules of Order, Revised, shall determine the conduct of business in all meetings of the Club, its governing bodies and committees, except where inconsistent with the Articles of Incorporation and these Bylaws.

ARTICLE XXIV - AMENDMENTS

These Bylaws may be amended, from time to time, by resolution in writing, presented at a regular meeting of the Club, read and approved by a two-thirds vote of a quorum at two consecutive regular meetings.