

**BYLAWS FOR COTTAGE GROVE CIVIC ASSOCIATION**  
As Amended March 20, 2024

**Article I – Name and Formation**

The name of the organization shall be the “Cottage Grove Civic Association” (the “Organization”). The Organization is formed pursuant to the Certificate of Formation (Filing No. 802957848, Document No. 799228140002) filed on March 9, 2018 with the Office of the Secretary of State of Texas (“Certificate of Formation”).

**Article II – Boundaries**

The Organization is located in Houston, TX 77007. The geographical area of the Organization is bounded by the railroad tracks running east to west from Hempstead Rd to White Oak Bayou on the north, White Oak Bayou to Shepherd on the east, Allen St on the south, and Washington Ave on the west.

**Article III – Purpose**

The purpose of the Organization shall be to promote civic and social welfare in the geographical area defined in Article II.

**Article IV – Membership**

*Section 1. Classes of Membership.* The Organization shall have members (“Members”). There shall be two classes of Members in the Organization (“Member Classes”): a Member Class holding voting rights (“Voting Members”) and a Member Class without voting rights (“Non-Voting Members”). The Voting Members may decide the qualifications, rights and privileges, and obligations of the Member Classes, as well as any sub-categories thereof.

*Section 2. Authority.* The Voting Members shall have the ultimate authority and responsibility to formulate policy and provide oversight and review of the operations of the Organization, but may delegate certain powers to the Officers and Committees as provided herein.

*Section 3. Qualification.*

1. All Members. Any individual or business entity who:
  - (i) supports the purposes of the organization as set forth in Article III hereof,
  - (ii) agrees to abide by these Bylaws and all the policies of the Organization, as amended from time to time,
  - (iii) is 18 years of age or older, and
  - (iv) leases or owns property within the boundaries as set forth in Article II.
2. Voting Members. Any individual qualified to become a Member under Article IV Section 3.1 hereof may become a Voting Member by agreeing and paying applicable membership dues.
3. Non-Voting Members. Any individual qualified to become a Member under Article IV Section 3.1 that has not paid applicable membership dues.

*Section 4. Dues.* Any Voting Member who has not paid applicable membership dues within the required period outlined in Article IX shall be deemed a Non-Voting Member until such Member has paid applicable membership dues for the month in which such General Meeting occurs. The amount of dues will be set by the Officers under Article IX.

*Section 5. Quorum.* At all General Meetings, the presence of ten or more Voting Members shall be a quorum for the transaction of business, and the act of a majority of the Voting Members present at any meeting at which there is a quorum shall be the act of the Members, except as may be otherwise specifically provided by the Texas Business Organizations Code (“TBOC”), by the Certificate of Formation, or by these Bylaws. If a quorum is not present at any Member Meeting, the Voting Members present may

vote to adjourn such meeting without notice other than announcement at such meeting, until a quorum shall be present.

*Section 6. Removal.* Any Member, including a Voting Member, may be removed as a Member of the Organization upon the vote of three quarters (3/4) of the total number of Voting Members present at any meeting at which there is a quorum.

#### **Article V – Officers**

*Section 1. Officers.* The officers of the Organization shall be a president, a vice president, a secretary, and a treasurer (the “Officers”). All Officers must be a Voting Member.

*Section 2. President.* The President shall preside over general meetings and Executive Committee Meetings (see Article VII, Section 2). The President shall have the authority to conduct meetings and to maintain order. The President shall appoint all committee chairs.

*Section 3. Vice President.* The Vice President shall preside at meetings in the absence of the President. This officer shall assist the President and shall perform membership duties and serve on committees as assigned by the President.

*Section 4. Secretary.* The Secretary shall keep an accurate record of proceedings of all general meetings, attend to correspondence, and act as custodian of current records.

*Section 5. Treasurer.* The Treasurer shall keep an up-to-date record of all financial transactions, receive all money, and deposit funds in the bank. This officer shall disburse money as authorized by the membership. The Treasurer shall present a report of finances at each general meeting of the Organization.

*Section 6. Election.* Officers of the organization shall be elected annually at the last quarterly meeting of the calendar year by a majority vote of the Voting Members present and will serve their term the following calendar year. Nominees must be Voting Members to qualify for an Officer position.

*Section 7. Term Limits.* Officers shall not be limited to any number of terms in the same office.

*Section 8. Vacancy.* A vacancy in an office shall be filled by appointment by a majority of the Executive Committee.

*Section 9. Removal.* Any Officer may be removed at any time with or without cause upon the vote of three-quarters (3/4) of the total number of Voting Members at a general meeting.

#### **Article VI – Committees**

*Section 1. Executive Committee.* The executive committee (the “Executive Committee”) of the organization shall be comprised of the Officers of the Organization and the immediate-past president (“Executive Committee Members”). The president of the Organization shall be the chairperson of the Executive Committee. The function of the Executive Committee shall be to act on behalf of the Organization between General Meetings.

*Section 2. General Committees.* The Voting Members or the President may from time to time establish committees (“Committees”), each Committee to consist of two or more persons, and such Committee may include persons who are not Members, so long as a majority of each Committee consists of Members. Each Committee shall have such authority and shall perform such functions as may be provided by the Voting Members or President. Each Committee shall have such name as may be designated by Voting Members or the President, as the case may be, and shall keep regular minutes of its proceedings and report the same to the Voting Members or the President as required.

## **Article VII – Meetings**

### *Section 1. General Meetings.*

1. Frequency. The general meetings (the “General Meetings”) of the organization shall be held at least quarterly at a time and location designated by the Executive Committee.
2. Notice. Notice of General Meetings shall be given by posting on the organization’s web site, by email, or by any other method deemed reasonable by the Executive Committee.
3. Chairperson. The President of the Organization shall be the chairperson at General Meetings.
4. Quorum. Quorum shall be defined as set forth in Article IV, Section 5.

*Section 2. Executive Committee Meetings.* Regular meetings of the Executive Committee may be held without notice to all Members at such time and place as shall be determined on an as-needed basis by the President. The President shall provide written notice to all Executive Committee Members.

*Section 3. Special Executive Committee Meetings.* Special meetings of the Executive Committee (“Special Executive Committee Meetings”) may be called by the President on twenty-four (24) hours’ notice to each Executive Committee Member. Special Executive Committee Meetings may be called in like manner and on like notice at the written request of three (3) Executive Committee Members. The purpose of any Special Executive Committee Meeting shall be specified in the notice.

## **Article VIII - Notices**

In the absence of relevant provisions under the TBOC, Certificate of Formation, or these Bylaws, notice shall not be construed to mean personal notice. Any such notice be given in writing, by mail, facsimile or electronic mail, addressed to such Member or Executive Committee member at such address as it appears in the records of the Organization.

## **Article IX – Dues**

*Section 1. Initial Payment and Renewal.* Annual Dues renewal shall be payable in January of each year. First year’s payment of dues required at time of registration as a Voting Member. Dues are not prorated.

*Section 2. Amount.* Dues shall be set forth by the Officers at the first meeting each year. Dues shall be calculated annually. The amount of dues for a business entity shall be two times the dues for a household.

*Section 3. Failure to Pay.* Failure to pay Dues shall indicate resignation of the voting rights of a Voting Member.

## **Article X - General Provisions**

*Section 1. Action by Unanimous Consent in Lieu of a Meeting.* Any action required or permitted to be taken at an Executive Committee Meeting may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Executive Committee Members, and such unanimous consent shall have the same force and effect as a unanimous vote at a meeting of such body.

*Section 2. Telephonic Meetings.* Executive Committee Meetings and General Meetings may be held by means of conference telephone or similar communications equipment by which all persons participating in such meeting can hear each other.

*Section 3. Voting Generally.* All matters, except as otherwise specified in these Bylaws or as required otherwise by applicable law, shall be decided by affirmative vote of more than half of the Voting Members present at a Meeting of the Members or Executive Committee, as applicable. Voting Members may vote either in person or by proxy executed in writing. No proxy shall be valid after two months from the date of

its execution, unless otherwise provided in the proxy. At the request of any Voting Member, a vote may be held by secret ballot at any Member Meeting.

**Article XI – Tax Exempt Status**

This organization is intended to qualify for non-profit, tax-exempt status under federal and state laws. No part of any net earnings of this organization and none of its assets remaining upon dissolution may inure to the benefit of any officer or other individual having a personal or private interest in the activities of the organization, except that the organization may pay reasonable compensation for services rendered, make reimbursement for reasonable expenses incurred in its behalf, and make payments and distributions in furtherance of the purpose set forth in these Bylaws.

**Article XII - Dissolution**

Pursuant to sections 22.301 and 22.302 of the TBOC, the Organization can be dissolved with 100% approval of the Voting Members, at which point the Organization's assets will be distributed to another non-profit with similar goals and mission of the Organization. Once dissolution is authorized, the Secretary shall file appropriate notices with the Secretary of the state of Texas.

**Article XIII – Amendments**

These Bylaws may be amended at any General Meeting of the Organization, provided that amendments have been submitted in writing at least two weeks before the general meeting with support from two or more Voting Members. The adoption of amendments shall require a two-thirds (2/3) vote in the affirmative of the Voting Members present.

**Article XIV – Severance**

If any provision or part provision of these Bylaws is or becomes invalid, illegal or unenforceable, it shall be deemed deleted, but that shall not affect the validity and enforceability of the rest of the Bylaws.

**Article XV – Governing Law**

These Bylaws will be governed by and construed in accordance with the substantive laws of the State of Texas without regard to conflict of laws and all disputes arising under or relating to this Agreement shall be brought and resolved solely and exclusively in the State Court located in Texas.

**Article X – Arbitration**

All claims and disputes brought by a Member arising under or relating to these Bylaws are to be settled by binding arbitration in the State of Texas. An award of arbitration may be confirmed in a court of competent jurisdiction.