

ByLaws for Cottage Grove Civic Association

Article I – Name

The name of the organization shall be the “Cottage Grove Civic Association” (the “Organization”).

Article II – Boundaries

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 the civic and social welfare in the 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 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) agrees to pay applicable membership dues,
 - (iv) is 18 years of age or older, and
 - (v) resides in or owns property within the boundaries described 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 only by decision of the Voting Members at a Member Meeting.

Section 4. Dues. All Members are expected to pay their membership dues on time and in full. Any Voting Member who has not paid applicable membership dues within the required period outlined in Article VIII shall be deemed a Non-Voting Member until such Member has paid applicable membership dues for the month in which such General Meeting occurs.

Section 5. Quorum. At all General Meetings the presence of a majority of the 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 TBOC, by the Certificate of Formation or by these Bylaws. If a quorum shall not be present at any Member Meeting, the Voting Members present may adjourn such meeting from time to time without notice other than announcement at such meeting, until a quorum shall be present.

Section 6. Removal. Any Member may be removed as a Member of the Organization or as a Voting Member 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 ("Officers").

Section 2. President. The president shall preside over general meetings and Executive Committee meetings. 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 be limited to serving three (3) successive 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.

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. Majority of the Voting Membership shall constitute a quorum for the transaction of business at a General Meeting. A majority vote at a meeting at which a quorum is present shall be required unless a greater number is required by law or by these Bylaws.

Section 2. Executive Committee Meetings. Regular meetings of the Executive Committee may be held without notice at such time and place as shall from time to time be determined by resolution of the Executive Committee; provided, however, at least one regular meeting of the Executive Committee shall be held quarterly ("Quarterly Executive Committee Meeting") at a date prior to the quarterly General Meeting of the Organization.

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 on the written request of three (3) Executive Committee Members. The purpose of any Special Executive Committee Meeting shall be specified in the notice.

Article VII - Notices

Whenever under the provisions of the TBOC (Texas Business Organizations Code) or of the Certificate of Formation or these Bylaws, notice is required to be given to any Member or Executive Committee member and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but 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 membership registration.

Section 2. Amount. Dues shall be \$25.00 annually per household and \$50.00 annually for a business.

Section 3. Failure to Pay. Failure to pay Dues shall indicate resignation of a 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 a Meeting of the Executive Committee, the Members or a Committee may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members of such body, 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. Meetings of the Executive Committee, Members or a Committee 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 or Officers 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 section 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.