

# BRAEBURN VALLEY CIVIC ASSOCIATION

## CONSTITUTION & BYLAWS

### CONSTITUTION

#### Article I - Name

The name of this organization shall be the "BRAEBURN VALLEY CIVIC ASSOCIATION", hereinafter referred to as the "Association".

#### Article II - Object

Sec.1. The object of the Association is to represent the residential area known as Braeburn Valley Sections I and II, as defined in Deed Restrictions filed for record October 26, 1954 under Clerk's File No. 1333216, Harris County Clerk's Office, Harris County, Texas, in all civic affairs as well as to administer the annual maintenance fees collected in accord with the Modification of Restrictions of Braeburn Valley, Sections I and II dated April 21, 1985 and filed under Film Code 112-68-1537 of the Harris County Real Property Records. Said maintenance fee assessed to each homeowner is expressly "for the purpose of mowing and maintaining the parkway along Braeburn Valley Drive, and for the purpose of having private back-door garbage pickup in the subdivision."

Sec.2. Any material changes to the current level of private back-door garbage pickup must be approved by two-thirds of the members of the Association. Such approval must be by ballot vote and such voting done in accord with Article IX herein, and ballots not returned will be counted as votes against such material changes. Examples of such material change include purchase of garbage cans for all homes by the association, addition of recycling services, etc. Ballots not returned will be counted as votes against any such material changes.

#### Article III - Membership

Sec.1. The Braeburn Valley Civic Association shall be composed of the property owners within Braeburn Valley Sections I and II.

Sec.2. Voting members shall be limited to the actual property owners within Braeburn Valley Sections I and II. Votes shall be limited to one vote per property. Property owners who own more than five properties within Braeburn Valley Sections I and II shall be limited to a total of five votes. Votes are not assignable and proxy voting is prohibited.

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### Article IV - Officers & Elections

Sec.1. The officers of the Association shall be: President, Vice-President, Secretary, Treasurer and Officer-At-Large and shall constitute the Association Board of Directors. The officers of the Association shall serve for a term of two years. The President shall appoint a nominating committee consisting of three members of the Association and the nominating committee shall present names for candidates for each office at the April meeting. Additional nominations may be made from the floor. When only one candidate is proposed for an office and no further nominations are made from the floor to fill the particular office, the presiding election officer may declare such candidate elected by acclamation. If more than one candidate is proposed for an office a vote shall be taken by ballot mailed to each property owner in the neighborhood. The completed ballots shall be mailed or delivered back to the Secretary within thirty days of mailing and counted and certified by the Secretary and Vice-President on the 35<sup>th</sup> day after date ballots were mailed by the Secretary. The nominees receiving the majority of votes cast shall be elected.

Sec.2. Officers terms will begin on the day after votes are certified.

Sec.3. No member shall hold more than one office at any time.

Sec.4. In case a vacancy occurs in any office between elections, such vacancy shall be filled by the majority vote of the remaining officers. A member so appointed to fill a vacancy shall serve the remainder of the unexpired term.

Sec.5. Ballots submitted and the certification records shall be preserved and held by the Secretary for two calendar years and be available for inspection by the members.

### Article V - Meetings

Sec.1. The regular meetings of the Association shall be on the fourth Tuesday of April and October at 6:30pm at Bayland Community Center, 6400 Bissonnet, Houston, Texas. In the event the meeting falls on a legal holiday, the time and date of the meeting shall be set by the President at the preceding regular meeting. In the event Bayland Community Center is not available, said meeting will be held at a suitable alternative meeting facility.

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Sec.2. The President shall prepare the agenda for regular and special meetings of the Association. Any member may suggest an item to be added to the agenda by submitting the item in writing to the Board of Directors at least 15 days in advance of the membership meeting.

Sec.3. Special meetings may be called by the President, or upon request of two members of the Board of Directors or five members of the Association.

Sec.4. Notice of the meetings of the Association will be given by written notice to the Members of the Association and shall state the date, time, place and agenda of the meeting. Said Notice shall be given to the Membership not less than five days prior to the date set for such meeting, by mail or hand-delivery to the last known address of the Members, as reflected in the books and records of the Association.

Sec.5. Twenty voting members (votes being limited to one per household) and three board members shall constitute a quorum at all meetings for voting on Association matters. A majority vote of said quorum in the affirmative must be obtained prior to putting forth any written ballot for vote to the whole Association.

Sec.6. The President may appoint a parliamentarian to preside at Association meetings.

### Article VI - Committees

The President or Vice-President may appoint committees to address issues or concerns that may be of interest to the Association.

### Article VII - Tax Status of Association

This Association is and operates as a Non-Profit Organization under the laws of the State of Texas.

### Article VIII – Use of Funds Upon Dissolution of Organization

In the event this organization ceases to operate and collect funds for the purposes described herein, then all such funds on hand shall be spent for the purposes delineated in Article II hereof until exhausted.

### Article IX - Amendments

This constitution may be amended by an affirmative vote of two-thirds of the members of the

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Association by ballot vote. Any proposed amendment shall be presented in writing at a regular or special meeting before it is voted on. The vote shall be taken by ballot sent to Members by mail or hand-delivery to the last known address of the Members, as reflected in the books and records of the Association. The completed ballots shall be mailed or delivered back to the Secretary within thirty days of mailing and counted by the Secretary and Vice-President on the 35<sup>th</sup> day after date ballots were mailed to voters by the Secretary.

### BYLAWS

#### Article I - Duties of Officers

Sec.1. The President shall preside at all meetings and supervise the affairs of the Association. The President shall also pay all bills and invoices associated with mowing and maintaining the parkway along Braeburn Valley Drive and the private back-door garbage pick-up in the subdivision. The President shall be responsible for negotiating and maintaining any and all contracts associated with said mowing and maintaining of the parkway and private back-door garbage pickup in the subdivision.

Sec.2. The Vice-President shall act in case of a vacancy in the presidency or inability of the President to preside and assist the President in various duties and serve on committees as assigned by the President.

Sec.3. The Secretary shall read the minutes from previous meeting, record the Association proceedings, act as Election Secretary and act as custodian of all current Association records relating to the Secretary's duties.

Sec.4. The Treasurer shall collect all maintenance fees and deposit the funds in the Association bank account designated by the Board of Directors. The Treasurer shall keep accurate books of the accounts and they shall be at all times open to inspection by the members. The Treasurer shall give a report of the Association's finances at each regular spring and fall meeting. The Treasurer shall keep a correct roster of property owners and notify delinquent property owners of their maintenance fee obligations.

Sec.5. The Officer-at-Large shall assist other officers and committee members as needed and serve on committees as appointed.

Sec.6. The above described Duties of Officers are not limited as described above and may be shared by and performed by the various above named Officers as the need may arise.

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### Article II – Removal of an Officer

Sec.1. Conviction, by a court with competent jurisdiction, of a felony by an Officer will result in automatic removal of such Officer from the Board.

Sec.2. The members of the Association have the right to remove an Officer, with cause, by a majority vote of the voting members in attendance at a regular or special meeting of the Association (excluding the officer to be removed), provided notice of the proposed vote to remove such Officer is included in the notice and agenda of the meeting.

### Article III – Amendments

These Bylaws may be amended by a vote of two-thirds of the members by ballot vote in the same manner as outlined in Article IX of the Constitution.

### Article IV - Parliamentary Authority

Robert's Rules of Order, Revised, shall be the authority in all proceedings not covered by the Bylaws & Constitution.