

O. D. WIDLASKI
CC: R. CONVERSE
C. HULLER
TREASURER

BYLAWS OF
NOTTINGHAM WEST CIVIC CLUB
1980 VERSION
ARTICLE I

PURPOSES, FUNCTIONS AND AREA OF OPERATIONS OF THE CLUB

Section 1. Purposes: Nottingham West Civic Club is organized for purely benevolent and civic purposes, and the purposes for which the club is organized are to promote and encourage civic pride, and to promote health, sanitation, safety and convenience of the inhabitants of the area hereinafter defined, and by way of illustration, and not by way of limitation, to accomplish such purposes by performing or assisting in the performance, or procuring, or assisting in the procuring, or by subsidizing the performance or procurement of the functions hereinafter stated.

Section 2. Functions: The club may perform, or assist in the performance, or procure, or assist in the procuring, or may subsidize the performance or procurement of any or all of the following:

- (a) Lighting, improving, planting, landscaping, beautifying and maintaining streets, parks, parkways, esplanades, rights-of-way and other public areas.
- (b) Provision of bus service, police patrol service, watchman service.
- (c) Collection and disposition of garbage, ashes, trash, rubbish and refuse.
- (d) Provision, establishment, operation, maintenance and equipment of community recreational facilities. Care for vacant, unimproved, or unkempt lots in the area subject to its jurisdiction and removal and destruction of unsightly and obnoxious matter therefrom.
- (e) Performance of any other acts necessary or desirable in the opinion of the Board of Directors to keep the area subject to the jurisdiction of the club neat and in good order, or which it considers of general benefit to the owners or occupants of the area.
- (f) Protection of the community against unlawful use of property and against violation of public or private regulations restricting or affecting use thereof, including, by way of illustration and not by way of limitation, the enforcement of any covenants or conditions restricting use of the property.
- (g) Collect and enforce the collection of, and administer, any maintenance charges assessed against properties subject to its jurisdiction.

Section 3. Area: The activities of the club shall be limited to the area known as Nottingham West, Sections 1, 2 and 3.

546-88-1788

ARTICLE II

MEMBERS

Section 1. Annual Meeting: The annual meeting of the members shall be held on the second Wednesday in January of each year at eight o'clock p.m., Central Standard Time, if not a legal holiday; and if a legal holiday, then on the next succeeding business day for the transaction of any and all such business as may be brought before or submitted to the meeting. Annual meetings of the membership shall be held within a three mile radius of the Nottingham West Subdivision, and at a place designated by the President. Failure to hold the annual meeting at the designated time shall not work a dissolution of the corporation.

Section 2. Regular Meetings: Regular meetings of the members shall be held once each second, third and fourth calendar quarter at a place designated by the President, and within a three mile radius of the Nottingham West Subdivision.

Section 3. Special Meetings: Special meetings of the members may be called by the President, Vice President, or the Board of Directors, or by members having not less than one-tenth of the votes entitled to be cast at such meeting, at a place designated by the President and within a three mile radius of the Nottingham West Subdivision.

Section 4. Notice of Meetings: Written notice shall be given stating the place, day, and hour of the meeting and a brief statement of the purpose or purposes for which a meeting is called, which notice shall be delivered not less than five or more than thirty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or person calling the meeting, to each member entitled to vote at such meeting. Such notice shall be deemed to be delivered in person if delivered to the house of a member and left in a place where it is likely to be timely discovered.

Section 5. Quorum of Members: Fifteen or more voting members, present in person, shall constitute a quorum for all purposes at any meeting. The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of the members meeting, unless the vote of a greater number is required by law, the Articles of Incorporation, or the Bylaws. If the number of members necessary to constitute a quorum at any annual, regular, or special meeting shall fail to attend in person, the members present may adjourn the meeting from time to time, without notice other than by announcement at the meeting, until the number requisite to constitute a quorum shall be present or attend in person. At any reconvened meeting at which a quorum may be present in person, any business may be transacted which might have been transacted at the meeting at the time and place originally fixed if a quorum had been present.

Section 6. Voting: Each full member shall be entitled to only one vote. Whenever a building site is owned by more than one person, then the owners of such building site shall, collectively, be entitled to one vote. Each member may vote in person or by proxy appointed by instrument in writing and subscribed by the member or the duly authorized attorney of such member. At all meetings of members, all questions shall be decided by vote of the majority of the members present, in person or by proxy, and entitled to vote, a quorum being present, except where a

vote of a prescribed percentage of the entire membership is required either by the Articles of Incorporation, by these Bylaws, or by statute. All voting shall be by show of hands, except that upon the determination of the presiding officer of any meeting, or upon the demand of any member or his proxy, voting on any further question or questions at any meeting shall be by written ballot. In the event a written ballot is used, each ballot shall be signed by the member voting or by his proxy.

Section 7. Qualifications: The membership shall include all owners of residential building sites in the area defined in Section 3 of Article I of these Bylaws, and thereafter, each person acquiring a building site within such area shall become eligible for membership in the Club. No member shall be entitled to vote so long as any sum owing to the Club by way of assessment or maintenance fund charges against any building site owned by said member is more than ten days past due, and no member shall be permitted to vote on any matter pertaining to the business of the Club until such delinquent charge or assessment has been paid.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Number and Term of Office: The number of directors shall be three. The number of directors shall not be changed except by amendment of the Articles of Incorporation. The Board of Directors shall consist of the current President and the two immediate preceding Presidents of the Club. The term of office of each director shall be three years, including his one year in office as President of the Club. Each director must be both a resident and a property owner in the Nottingham West Subdivision.

Section 2. Vacancies: Any vacancy occurring in the Board of Directors shall be filled by a vote of a majority of the members at a meeting of the membership. Each director elected shall serve until his successor has been elected and qualified, or until his death or resignation, or his removal by a majority of members present at any member's meeting. A director shall be deemed as resigned upon no longer being a resident and property owner within the Nottingham West Subdivision.

Section 3. Quorum: A majority of the number of directors present in person shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

Section 4. Meetings: Regular meetings of the Board may be held without notice immediately following each annual meeting of members or adjourned annual meeting of members. Special meetings of the Board of Directors shall be held whenever called by one of the directors or a Club officer. Notice of each special meeting shall be given by the person calling it by telephone or personal delivery to each director at least one day prior to the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. At any meeting which every director shall be present, even though without any notice, any business may be transacted. No action shall be taken by the directors on business transacted unless minutes of the directors meetings are recorded and transmitted to the Club secretary for keeping as a part of Club records.

Section 5. Services of Directors: No director or officer of the Club shall be required to devote his time or render services exclusively to the Club, and each shall be free to engage in any and all other business and activity either similar or dissimilar to the business of the Club without breach of duty to the Club, and without liability to it or to the members. Likewise, each director and officer of the Club shall be entirely free to act for and serve any other corporation, firm, or association in any capacity or capacities, and to become director or officer, agent, or employee of any of same, whether or not the purposes, business or activities thereof be similar or dissimilar to the purposes, business or activities of this association, without breach of duty to this Club or its members and without liability of any character or description to the Club or its members.

ARTICLE IV

OFFICERS

Section 1. Titles and Term of Office: The officers of the Club shall be a President (who shall be a director), a Vice President, a Secretary, and a Treasurer, all of which shall be elected by the members at the annual meeting. One or more Assistant Secretaries may be appointed from time to time by the Board of Directors or the President. All officers shall be subject to removal, with or without cause, at any time, by vote of a majority of the members present or by proxy in a duly called meeting. In such event, the members in said meeting shall immediately elect a replacement officer. Other than the removal and replacement of an officer by the members, a vacancy in the office of any officer shall be filled by vote of a majority of the directors then in office, except the vacancy in the office of President shall be filled per Article III, Section 2 of these Bylaws.

Section 2. Powers and Duties of the President: The President, subject to the control of the Board of Directors, shall be in general charge of the affairs of the Club in the ordinary course of its business; he shall preside at all meetings of the members and of the Board of Directors; he may make, sign and execute all deeds, conveyances, assignments, bonds, contracts and other obligations and any and all other instruments and papers of any kind or character in the name of the Club; and he shall do and perform such other duties as may from time to time be assigned to him by the Board of Directors.

The President shall keep in close touch with general conditions in the Club's area of interest so that he can advise the Board of Directors of factors which may have a bearing upon the conduct of business, and he shall keep the Board of Directors informed as to the progress of all activities of the Club.

The President may delegate necessary authority to other officers as necessary. He shall coordinate the activities of the other officers in the operation of the Club, shall interpret the Club policies for the other officers in their fields of work, and shall promote the greatest possible cooperation among the other officers.

The President shall appoint all committees, shall designate a chairman for each committee at the time of appointment of the committee, and shall instruct the committee regarding their responsibilities and authorities. The President shall be an ex officio member of all committees except the auditing committee and the nominating committee.

Section 3. Vice President: The Vice President shall have the usual powers and duties pertaining to his office together with such other powers and duties as may be assigned to him by the Board of Directors, and the Vice President shall have and exercise the powers of the President during that officer's absence or inability to act; any action taken by a Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability of the President to act at the time such action was taken.

The Vice President shall also be the director of recreational and other Club facilities. He shall supervise the activities of the Pool Maintenance Contractor, and assure that the pool maintenance contract is adhered to. Subject to the provisions in Article V, he shall solicit bids for and negotiate the terms of the pool maintenance contract, and make necessary recommendations to the Board of Directors concerning the pool maintenance contract. The Vice President shall also supervise the activities at, and the maintenance of, the park, playground, grounds, equipment, and other facilities other than that provided for in the pool maintenance contract.

The Vice President, with concurrence from the president, shall select the persons to be in charge of major functions and activities at the swimming pool and recreational facilities, shall define their responsibilities and delegate to them the necessary authority. He shall assist in formulating the policies necessary to carry on those activities, in accordance with these Bylaws and the guidance of the Board of Directors.

Section 4. Treasurer: The Treasurer is the chief financial officer of the Club. He is concerned with all matters of Club finance and with the control of funds and securities. He is responsible to the Board of Directors, and ultimately the members, for all matters relating to the conduct of the Club's financial affairs.

The Treasurer shall have custody of the Club's funds and securities, and shall keep full, complete, and accurate records of receipts and disbursements in books belonging to the Club. He shall deposit all monies and valuable effects in the name of the Club in financial institutions designated by the Board of Directors. He shall endorse for deposits or collections all checks, drafts, notes, or other commercial paper payable to the Club, and shall give proper receipts for them.

He shall attend to the investment of the Club's surplus capital, with the approval of the Board of Directors, and shall maintain necessary records of all investment papers and arrange for timely renewal of those investments at the highest reasonable interest rates, taking into consideration the security of the money to be invested.

He shall aid in the formulation of credit and collection policies, and see to the collection of monies due the Club. He shall be responsible for following up, and attempting to secure payment of all delinquent assessments. He may, with concurrence of the Board of Directors, cause a lien to be placed on a member's property for the amount of the delinquent maintenance assessments plus any costs associated with the collection of same.

He shall obtain working capital when necessary, at the direction of the Board of Directors, and arrange for liquidation of loans when due.

54688-1792

He shall have charge of disbursement of funds upon presentation of proper invoice, bill or signed receipt, and shall be responsible for the prompt, timely payment of all accounts payable.

He shall attend to all matters of taxes and insurance. He shall solicit bids for all insurance policies, and make necessary recommendations to the Board of Directors regarding the insurance. He shall be custodian of all securities and insurance policies owned by the Club.

The Treasurer shall be responsible for quarterly financial statements to be distributed to the membership prior to or during each annual and regular meeting of the Club.

The financial books and records shall be available at all times for inspection by any director with one weeks notice being given to the Treasurer.

In the event that the services of an accountant are desired and approved by the Board of Directors, the Treasurer shall solicit bids for and negotiate terms of the accounting contract, and make recommendations to the Board of Directors regarding the contract.

The Treasurer shall be responsible for a timely pickup of Club mail and correspondence from the Club's postal delivery box, and he shall open, sort, and deliver the mail to the proper Club officer and Accountant (if any) for necessary action. The Treasurer shall make arrangements for the periodic renewal and/or maintenance of the postal deposit box which is used for Club business.

If required by the Board of Directors, the Treasurer shall, at the expense of the Club, give the Club a bond in such sum and with such surety as shall be satisfactory to the Board for the faithful performance of the duties of his office and for the restoration to the Club in the event of his death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his possession or under his control that belongs to the Club, and such bond shall cover any associated legal fees and cost of collection, recovery and restoration of those items.

Section 5. Secretary: The Secretary shall record and preserve the minutes of all meetings of the Board of Directors, of the officers and of the members in books provided for that purpose. These minutes shall be read at the next regular or annual meeting. He shall see to the giving and serving of all notices and newsletters, and when directed by the President, shall handle all requirements for correspondence. He shall record all votes in all meetings. He shall sign with the President or Vice President in the name of the Club all contracts, conveyances, transfers, assignments, authorizations and other instruments of the Club and affix the seal of the Club thereto. He shall have custody of the seal of the Club. He shall have custody of the originals of all current and terminated contracts of the Club. He shall periodically review such documents and advise the President of required renewals or other actions on a timely basis. He shall have charge of and maintain and keep such other books and papers as the Board of Directors may direct, all of which contracts, policies, books and papers shall at reasonable times be open to the inspection of any member upon request, at the reasonable convenience of the Secretary. In general, he shall perform all the duties incident to the office of Secretary subject to the control of the Board of Directors.

He shall maintain current copies of the Articles of Incorporation, Bylaws, Deed Restrictions (all three sets as established for the three sections of Nottingham West) and Statements of Policy, and shall make copies of these available for review and use of the members.

Section 6. Assistant Secretaries: Each Assistant Secretary shall have the usual powers and duties pertaining to the office of Secretary, together with such other powers and duties as may be assigned to such officer by the Board of Directors, and the Assistant Secretaries shall exercise the powers of the Secretary during that officer's absence or inability to act.

ARTICLE V

Financial Affairs

Section 1. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, in the name of and on behalf of the Club to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors or expressly authorized by the Bylaws, no officer or agent or employee shall have any power or authority to bind the Club by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

Section 2. In no case, except for the annual officers dinner, shall Club funds be expended for the benefit of individual members of the Club, and funds shall be expended solely for the general benefit of the members as a whole.

Section 3. The Board of Directors or the President may defer to a majority vote of the members, the entering of any contract of any expenditure. No contract for trash collection service or for swimming pool maintenance shall be entered into without the approval of a majority of members in meeting per Article II. Nevertheless, the membership in meeting per Article II may authorize the President or Vice President, as appropriate, to negotiate any contract within guidelines specified by the members through majority vote, and such contract need not be later ratified by the members. No commitment for expenditure in excess of \$200.00 shall be made without the unanimous approval of the Board of Directors or a majority vote of the members in meeting per Article II, and no expenditures in excess of \$1000.00 shall be made without the majority vote of members in meeting per Article II.

Section 4. No loan shall be contracted on behalf of the Club, and no negotiable papers shall be issued in its name unless authorized by the unanimous vote of the Board of Directors and ratified by a majority vote of the members in meeting per Article II.

Section 5. All checks, drafts and other orders for the payment of money out of the funds of the Club shall be signed by a minimum of two authorized persons, one of which must be the Treasurer, and the other of which must be an officer of the Club. All notes or other evidences of indebtedness of the Club shall be signed on behalf of the Club by both the President and the Treasurer.

Section 6. There shall be only one checking account to be used for deposit of receipts and payment of bills, and there shall be only one checkbook used for Club purposes. There shall be no blank checks issued or released from the checkbook to anyone or for any reason. No checks shall be issued without a proper invoice and/or receipt approved for payment by the Treasurer. The bank signature authorization card shall contain only the names of the current President, Vice President, Treasurer and Secretary, and this signature authorization card shall be revised immediately upon election of new officers.

Section 7. All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks or other depositories as the Board of Directors may select, and for the purpose of such deposit the President, Vice President, the Treasurer, the Secretary or any other officer or agent or employee of the Club to whom such power may be delegated by the Board of Directors, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Club.

Section 8. At the discretion of the Board of Directors, an Accountant/Bookkeeper may be contracted to assist the Treasurer in the execution of his duties. In such event, the duties of the Accountant/Bookkeeper may include but not necessarily be limited to maintaining the Club's books, preparing the yearly tax returns, preparing the quarterly financial statements, and preparing and mailing the annual maintenance assessments.

There shall be only one set of official financial books and records, the proper maintenance of which shall be the basic responsibility of the Treasurer. In the event that the services of an Accountant/Bookkeeper are contracted for by the Board of Directors, then the detailed entry of information in the financial books and records shall be made by the Accountant/Bookkeeper, except that the Treasurer shall maintain a journal showing accounts payable, accounts paid, accounts receivable and accounts received. The Treasurer shall deliver all bills, invoices, receipts, drafts, checks and similar and necessary items to the Accountant/Bookkeeper for proper recording and handling.

If required by the Board of Directors, the Accountant/Bookkeeper shall, at the expense of the Club, give the Club a bond in such sum and with such surety as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Club in the event of his death, resignation, retirement, removal from office or termination of contract, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control that belongs to the Club, and such bond shall cover any associated legal fees and cost of collection, recovery and restoration of those items.

Section 9. Bids: Bids shall be solicited for all goods and/or services whose value is greater than \$200.00. The lowest qualified bid in compliance with the Club specification and requirements shall be accepted, except in such instance that it can be demonstrated that the low bidder is unable to faithfully comply with the stated terms, conditions or specifications, in which case, the next lowest qualified bid shall be considered.

Section 10. Contracts: All contracts shall be explicit in their terms and conditions.

Section 11. Documents: All contracts and official documents of the Club must be dated and signed by both the President and the Secretary.

ARTICLE VI

Miscellaneous Provisions

Section 1. Offices: The principal office of the Club shall be in the City of Houston, Harris County, Texas. The Club's official mailing address shall be at a United States postal delivery box located within a five mile radius of the Nottingham West Subdivision and at a place designated by the Board of Directors.

Section 2. Fiscal Year: The fiscal year of the Club shall end at midnight on December 31st of each calendar year.

Section 3. Seal: The seal of the Club shall be circular in form and shall have inscribed thereon the name of the Club.

Section 4. Resignations: Any director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein; or, if no time be specified at the time of its receipt by the President or Secretary. The acceptance of the resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5. Statements of Policy: The membership may adopt or rescind, from time to time by majority vote per Article II, one or more statements of policy which shall supplement or interpret these Bylaws, but shall not contradict them. By accepting election or appointment as an officer, director or committee member, such person pledges to operate within the bounds of such current statements of policy, and to make all decisions and take all actions in accordance with such current statements of policy.

The Secretary shall keep copies of all statements of policy, along with records of dates of adoption and change, for distribution to newly elected officers, directors, and committee members.

Section 6. All meetings shall be conducted in adherence to "Robert's Rules of Order".

Section 7. Indemnity of Officers: The Club shall indemnify, hold harmless, and reimburse any expenses incurred by the officers and directors of the Club for their liability which arises, or is alleged, from any of their actions or inactions as officers or directors of the Club, provided such indemnification shall not extend to malfeasance or to actions evidencing a disregard for the likely consequential liability to the Club. Such indemnification and reimbursement of expenses shall include all expenses incurred in the defense of any allegations of liability against said officers or directors, shall not be limited by their term of office, and shall also include reasonable attorney fees required to enforce the provisions of this Section.

Section 8. Committees: Certain committees shall be appointed annually by the President for the purposes of assisting with the operation of the Club, promoting active participation of the membership and promoting civic interest in the affairs of the Club. These committees shall be:

1. Block Representative Committee: To be appointed in January by the incoming President. It shall consist of a Chairman who shall be the current Secretary of the Club, and a member from each street in the subdivision. The purposes of the committee shall be to distribute notices, newsletters, deed restrictions and other materials to the members; to represent the members suggestions and recommendations to the officers and Board of Directors; and to interface with the membership on all activities.

2. Pool and Recreational Facilities Committee: To be appointed in January by the incoming President. It shall consist of a Chairman who shall be the current Vice President of the Club, a member who shall be the recent past Vice President, and two additional interested persons appointed from the membership at large. The purpose of this committee shall be to assist the Vice President with his responsibilities of supervising, operating and maintaining the pool, playground, grounds, equipment and facilities.

3. Nominating Committee: To be appointed during the third quarter regular meeting by the President. It shall be appointed from the membership at large, except that committee members shall not include current officers or directors of the Club. The purpose of this committee shall be to determine qualified potential new officers for the Club, and assure that the candidates are acquainted with the official documents of the Club as well as the duties and responsibilities of the officer's positions.

4. Audit Committee: To be appointed during the second quarter regular meeting by the President. It shall consist of a Chairman who shall be the outgoing director, and two persons appointed from the membership at large. The purpose of this committee shall be to audit the financial books and records and be responsible for the preparation of a report concerning the financial condition of the Club and the results of the audit, which report shall be presented to the membership at the next annual meeting.

5. Special Committees: In addition to the above committees, the President may appoint, from time to time, any special committees which may be necessary or desirable for the proper operation of the Club, as determined by the Board of Directors, the President, or majority vote of the members per Article II.

ARTICLE VII

Amendments

These Bylaws may be supplemented, altered, amended or repealed only by majority vote of the members of the Club, present or represented by proxy, at any annual, regular, or special meeting at which at least thirty-five voting members are present in person.

ARTICLE VIII

Acceptance and Acknowledgement

Section 1. Acceptance: This set of Bylaws, consisting of Article I through Article VIII is hereby accepted and adopted by majority vote of the members in annual meeting on January 9, 1980.

Section 2. Acknowledgement:

William P. Lacy

President

Date: January 9, 1980

R.A. Nichols

Secretary

Date: January 9, 1980

546-88-1798

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas on

DEC 18 2001



Beverly L. Kaufman
COUNTY CLERK
HARRIS COUNTY, TEXAS

RECORDERS MEMORANDUM
AT THE TIME OF RECORDATION, THIS INSTRUMENT WAS FOUND TO BE INADEQUATE FOR THE BEST PHOTOGRAPHIC REPRODUCTION BECAUSE OF ILLEGIBILITY, CARBON OR PHOTO COPY, DISCOLORED PAPER, ETC.