

BY-LAWS OF THE
Braesmont Civic Club
DRAFT REVISION 2019

Article 1 (Name and Structure)

Section 1 - The name of this organization shall be Braesmont Civic Club (BCC), established as a Texas non-profit corporation.

Section 2 - The fiscal year of this corporation shall be from January 1 to December 31 of each year, unless otherwise determined by the Board of Directors.

Article 2 (Purpose)

Section 1 - The purposes of the Braesmont Civic Club are to:

- A. Encourage civic pride.
- B. Establish public unity in the community.
- C. Assist in the economic, civic and social activities of the community.
- D. Promote and take action on matters which will affect the general welfare of the community.
- E. Maintain the residential welfare of the community, including efforts to maintain compliance with deed restrictions of the six sections represented by the BCC.
- F. Do any and all things necessarily incident to the fulfillment of the foregoing purposes without profit or political endorsement.

Article III (Membership)

Section 1 – Membership in Braesmont Civic Club shall be limited to resident families of Braesmont Addition, Sections 1,2,3 and 4; Kingston Terrace and Braesview Terrace. The boundaries are Chimney Rock to Imogene to Braesmont to Ariel to Atwell and continuing on a line separating 5438 and 5442 Carew, 5439 and 5443 Beechnut, 5438 and 5442 Beechnut, 5439 and 5443 Edith to Maple to Chimney Rock. This boundary begins at the south side of Maple and extends through the south side of Imogene and Ariel. Each lot shall constitute one member.

Section 2- Membership dues shall be determined by the Board of Directors no later than the fall meeting of the prior year and posted on the BCC website. Dues paid at any time of the year are not prorated. Dues in 2019 shall be \$40 per year. Dues may not be increased by more than 10% per year.

Section 3 – Only those members who have paid current dues or assessments shall be considered voting members in good standing.

Section 4 – Each lot with members in good standing shall be entitled to one vote.

Section 5 – Members suspended for non-payment of dues shall be reinstated upon the payment of current dues or assessments.

Article IV (Membership Meetings)

Section 1- Regular meetings will be scheduled semiannually, typically in March and October, although the timing may be altered at the discretion of the officers, taking into consideration such concerns as holiday schedules, school breaks, agenda requests and availability of speakers. Written notice, which may consist of flyers, mailings, signs or electronic communication, either one method or in combination, shall be given not less than 7 days beforehand, stating time, place and purpose of the meeting.

Special membership meetings may be called by the President. The President must call a special meeting if directed by a majority of the Board.

Section 2. Ten members in good standing shall constitute a quorum at the general or special meeting.

Section 3. Members shall be entitled to execute a written proxy authorizing the holder thereof to act in their place at the particular meeting for which the proxy is designated. There shall be no irrevocable proxies and each proxy intended to be voted shall be registered with the Secretary prior the beginning of such meeting. Proxies are not to be considered in establishing a quorum.

Section 4 –Prior to the meeting designated for election of officers, the President shall appoint a Nominating Committee which shall consist of a minimum of four members: with two selected from the Board of Directors and two selected from the members at large (may include block captains who do not serve on the Board).

The Nominating Committee shall present a slate of candidates for the offices of President, Vice-President, Secretary and Treasurer, if the terms of those officers are expiring or otherwise vacant. Names of volunteers for Street Directors shall be reviewed by the President prior to the election and shall be announced at that meeting. Nominations for all open Officer positions shall also be accepted from the floor.

Voting for the Officers shall take place annually, for each officer whose term is expiring. Voting shall be by show of hands.

A plurality vote shall determine those elected. The new officers and members of the Board of Directors shall assume their roles immediately following the election.

Article V (Management)

Section 1 – All of the business of the Corporation shall be managed by the Board of Directors.

Article VI (Officers and Directors)

Section 1 – The officers of this club shall be: President, Vice-President, Secretary, Treasurer and, if approved by the Board and elected by the members, one or more Vice-Presidents, an Assistant Secretary and an Assistant Treasurer. One or more positions may be held by the same person except that the President and the Secretary may not be the same person.

Section 2 – The Board of Directors shall consist of the officers, the immediate Past President and a Street Director from each street represented by the Braesmont Civic Club.

Section 3 – Each Director shall hold office for one year, or until their successor shall have been elected or designated, provided however, that any director may at any time be removed, with or without cause,

from their office by a 75% vote of all the other Directors at the meeting, and no notice of such possible removal shall be required in any notice of such directors meeting.

Section 4 – Any vacancy for the unexpired term on the Board of Directors, arising from any cause, may be filled by majority vote of the remaining directors in attendance at the Board meeting.

Section 5 – Special committees shall be established as the need arises. Chairperson of the committee shall be appointed by the President, or the Vice-President in their absence. Committee members shall be appointed by the committee chairperson.

Section 6. A special meeting of the Board of Directors may be called by the President, by the Secretary, or by a majority of the Board of Directors provided that at least three days' notice shall be given each Director, unless waived in writing, except that attendance at such meeting shall constitute waiver of notice thereof.

Section 7 – A quorum at any Directors meeting shall consist of at least 3 of the Directors, but if less than a quorum is present, a majority of those present shall have the power to adjourn the meeting on to a future time, and announcement at the meeting of the time and place of the future meeting shall constitute sufficient notice thereof.

Section 8 – At any meeting of the Board of Directors any business relating to the Corporation, not inconsistent with the provisions of the charter or these by-laws, may be transacted whether or not notice of the meeting shall have included the particular business.

Section 9 – The Board of Directors shall have all such powers as may be exercised by the Civic Club subject to the Statutes and the charter and may delegate such powers as necessary. The duties of the Board of Directors of this organization shall be to determine the policy of the organization, to outline, plan, determine and execute the business and activities of the organization.

Section 10 – The duties of the officers shall be as follows:

President: It shall be the duty of the President to preside at all meetings of the Club, preserve order, enforce the bylaws, and exercise supervision of its affairs generally. He shall decide all questions of procedure and order of the club. He shall not be required to vote except in case of a tie vote at elections of officers. He shall, with the advice and consent of the Board of Directors, appoint all committees, shall be a member of the Board of Directors, and ex officio chairman of each committee, and shall regularly communicate to assist them to respond to and perform all duties that may be placed upon them.

Vice-President: It shall be the duty of the Vice-President to assist the President in the discharge of his duties and to occupy the chair in their absence. In the event the President's office becomes vacant, the Vice-President shall discharge the duties, and assume the responsibilities of the office of President until a new President is elected. He shall act as a member of the Board of Directors.

Secretary: It shall be the duty of the Secretary of this Club to keep a true and correct record of all official membership meetings and Board of Directors meetings of this club and have charge of maintaining all the records of this club. He shall take minutes of regular and special meetings and said Secretary shall present the minutes of all such meetings at the next regular meeting. He shall be a member of the Board of Directors.

Treasurer: It shall be the duties of the Treasurer of the Club to receive and deposit all dues and funds, make all authorized disbursements, keep an accurate book record of all transactions and report the finances of the club at each regular meeting. He shall act and be a member of all committees of this Club required to receive or disburse money. He shall be a member of the Board of Directors.

Street Directors: It shall be the duty of a Street Director to serve as a block captain for one or more assigned blocks and to serve as a member of the Board of Directors.

Block Captains: It shall be the duty of each Block Captain to serve as liaison between the Board and the residents on their assigned block(s). Duties may vary from year to year, but the purpose of the role is to increase awareness on the block of civic club activities, to encourage participation in the civic club and to communicate resident concerns and block issues to the Board. Block captains are non-voting members of the Board and may volunteer to serve as a Street Director.

Section 12 – All resolutions passed, plans and projects agreed upon, and the business of the Club determined by the Board of Directors shall be submitted to the club for its information, and unless disapproved by a majority of the members in attendance shall be binding upon the members thereof.

Article VII (Amendment)

Section 1 – These bylaws may be amended by vote of the majority of members entitled to vote and which is represented in person or by proxy at any general or special meeting of members. The proposed amendment(s) shall have been made available for review by placement on the Braesmont Civic Club website or by other means of written communication, including electronic communication, at least 7 days prior to the meeting.

Approved and adopted by the Members and Board of Directors on the ___ day of ____, 2019.