

THE AVONDALE ASSOCIATION

A Civic Improvement Group

BY-LAWS

Revision 3: October 2nd, 2007

Article I – Name

The name of the organization shall be The Avondale Association.

Article II – Boundaries

That area in the Avondale area of Houston, Harris County, Texas being bound by Fairview and Tuam to the north, by Montrose Boulevard to the west, by Lovett Boulevard, Westheimer, and Elgin to the south and by Taft and Brazos to the east, all in Houston, Harris County, Texas. The southern boundaries include the rear boundary lines of the lots fronting on Lovett Boulevard and Westheimer (both sides of the street). The northern boundaries include the rear boundary lines of the lots fronting on Fairview and Tuam from Taft to Brazos (both sides of the street).

Article III – Purpose and Mission

The mission and purpose of this organization shall be to encourage the beautification of our neighborhood. To promote upon and improve upon the civic, historic, residential and social welfare of our community while allowing residents the freedom to enjoy their homes, yards and streets therein as described in Article II.

Article IV – Membership

Section 1. Membership in this organization shall be open to all individuals 18 years of age and over who reside in, own a business or own property within the boundaries as described in Article II.

Section 2. Membership is contingent upon payment of membership dues, as set forth in Article XI.

Section 3. Each paid member in good standing shall receive one (1) vote, up to a maximum of two (2) votes per household or address.

Section 4. Upon the recommendation of the Executive Committee and subsequent approval by a two-thirds (2/3rds) majority vote of the quorum membership, any membership in the organization can be revoked.

Article V – Officers

The officers of the organization shall consist of a President, a Vice President, a Secretary, a Treasurer, a Historian and three (3) or more Board Members at Large, and with the exception of the Historian, each shall receive one vote in the business of the Executive Committee.

Section 1. The President shall be the principal executive officer of the association, the Chairman of the Executive Committee, an ex-officio member of all committees, and shall, in general, supervise and control all the business and affairs of the association. The President shall preside at all meetings of the members and Executive Committee, and shall conduct such meetings in accordance with "Robert's Rules of Order." The President shall have the authority to perform all duties incident to the office of President. The President shall have the authority to appoint all Committee Chairpersons and to sign and execute all contracts and instruments authorized by the membership of the executive Committee except those required by law to be otherwise signed and executed.

Section 2. The Vice President shall preside at meetings of the members and of the Executive Committee in the absence of the President. In the event the President is unable to act, the Vice President shall perform all duties of the President. The Vice President shall have the authority to perform all duties incident to the office of President that have been expressly delegated to the Vice President by the President.

Section 3. The Secretary shall keep a record of all the proceedings of the organization, shall attend all meetings of the members and of the Executive Committee and shall accurately record the proceedings at such meetings in a manner suitable for that purpose. The Secretary shall receive all communications for the organization, shall keep the organizations official membership roll and attendance records and shall be responsible for all notices required by these by-laws but not otherwise assigned. The Secretary shall make available for inspection for any proper purpose, at any reasonable time and by any member, the permanent records of the organization. The Secretary shall prepare, prior to each meeting, an order of business for the use of the presiding officer, showing in their exact order, under each heading, all matters known in advance that are due to come up. The Secretary shall send out to the membership a notice of each meeting, known as the call of the meeting, and shall conduct the general correspondence of the organization, that which is not a function proper to other offices or committees.

Section 4. The Treasurer shall have custody of and responsibility for all funds of the organizations. The Treasurer shall keep a current record of all financial transactions, deposit all funds received by the organization in a bank or other depository selected by the Executive Committee, and disburse money as authorized by the membership of the Executive Committee. All checks issued in the name of the organization must be signed by the Treasurer and one other officer or in a manner to be determined from time to time by the Executive Committee. The Treasurer shall be ready at any time to provide members of the Executive Committee with all information regarding the financial transactions of the organization, and shall present, at each and every general meeting, detailed financial reports to the membership. The Treasurer shall also make available for inspection, at any reasonable time during normal business hours, by any member, the bank statements of the association.

Section 5 The Historian shall be elected by a quorum of the general assembly and shall serve in that capacity in infinitum until voluntarily relinquishing said office or until removed from office as set forth in Article V, Section 11. The Historian shall keep an account of the organization's activities which, when approved by the organization, will become a permanent part of the organization's official history. The Historian of the organization shall have no vote in matters of the Executive Committee.

Section 6. Board Members at Large shall serve the entire membership of the organization in matters relating to the day to day activities of the organization as set forth in the organization's by-laws and policy derived from the Executive Committee. The board Member at Large shall act as liaison to the members of the organization and Executive Committee and shall advise on those matters as decided upon within the Executive Committee.

Section 7. Officers shall be nominated as set forth in Article VI.

Section 8. All officers of the organization shall be elected annually at the November general meeting by a plurality vote of a quorum of the members of the organization. Officers shall be installed at the first general meeting in January and shall hold office for one (1) year.

Section 9. Officers shall be limited to serving three (3) consecutive terms in the same office but may serve in another capacity.

Section 10. A vacancy in an office shall be filled by a special election, to be held during the next general meeting of the members. In the interim, the President may appoint any qualified member of the association to perform the responsibilities of the vacated office. Officers elected to fill vacancies shall assume office at the first general meeting following the special election and shall hold office until the next regular installation of officers.

Section 11. Any officer who fails to meet the obligations and responsibilities of his/her office may be remove from office by a two-thirds (2/3rd) majority vote of the quorum membership present.

Article VI – Nomination of Officers

Section 1. The President shall, sixty (60) days prior to the November general meeting of each year, appoint a nominating committee to prepare and approve a single slate of officers for service during the ensuing year.

Section 2. This slate shall be presented to the membership at the October general meeting, and together with any additional nominations as may be presented from the floor, shall be voted upon by the membership for approval. Upon approval of a plurality vote of a quorum of the members present, this slate shall constitute the complete and final slate of candidates to stand for election at the November general meeting as set forth in Article V, Section 8, and no additional nominations shall be accepted or allowed.

Article VII – Executive Committee

Section 1. The Executive Committee of the organization shall be comprised of the officers of the organization, committee chairpersons and the immediate past president.

Section 2. The President of the organization shall be the chairperson of the executive Committee.

Section 3. The function of the Executive Committee shall be to set policies, to evaluate projects, to authorize contracts, and to act on behalf of the organization between meetings.

Section 4a. The Executive Committee shall meet prior to the general meeting of the organization.

Section 4b. Special meeting of the Executive Committee may be called by the President or by any three (3) members of the Executive Committee. In the event of a special meeting, a notice stating the time, date, place and purpose shall be given to all members of the executive Committee before the meeting.

Article VIII – Meetings

Section 1. The general meetings of the organizations shall be held monthly, unless otherwise agreed by the Executive Committee, at a time, a date and place as decided by the Executive Committee. Notice of all meetings may be made in any reasonable manner calculated to provide notice to members including, but not limited to, signs posted in prominent locations throughout the neighborhood, newsletters or telephone calls.

Section 2. In the event that the general meeting falls on a legal holiday, the time and date of the general meeting shall be set by the President at the preceding general meeting.

Section 3. Special meetings of the members may be called by the President, or by three (3) members of the Executive Committee.

Section 4. **QUORUM.** One-twentieth (1/20th or 5%) of the entire membership shall constitute a quorum, or the minimum number of members who must be present at a general meeting for the legal transaction of business. As pertains to committees, a quorum shall consist of those in attendance. (Robert's Rules § 39)

Section 5a. **ABSENTEE VOTING.** An absentee ballot may be used by any member in good standing as per Article IV, Section 2-3, if the member has been on the organization's official roll of voting members for at least thirty (30) days prior to the November general meeting at which elections take place.

Section 5b. The Secretary shall furnish an official printed ballot of nominees. This ballot shall, in addition to a list of all candidates as decided in the October general meeting as per Article VI, Section 2, contain a space for the voter's signature and full instructions for marking and returning by the required date as set forth in Article VIII, Section 5d.

Section 5c. Absentee ballots may be obtained only from a member of the Executive Committee.

Section 5d. All absentee ballots must be returned to a member of the Executive Committee within one (1) week immediately preceding any vote. Upon receipt and immediately preceding the vote, the Secretary shall compare all absentee ballots against the official roll of voting members of the organization to certify that all received are from those legally entitled to vote.

Article IX – Standing Committees

Section 1. Standing committees of this organization shall be established by the Executive Committee.

Section 2. All Standing Committee chairpersons shall be appointed by the President, unless such authority has been expressly delegated by the President, and in the event the President is unable to act, standing committee chairpersons shall be appointed by the presiding Vice President.

Article X – Special Committees

Section 1. Special Committees shall be established by the membership of the Executive Committee as the need arises.

Section 2. All Special Committee chairpersons shall be appointed by the President, unless such authority has been expressly delegated by the President, and in the event the President is unable to act, special committee chairpersons shall be appointed by the presiding Vice President.

Article XI – Dues

All membership dues are renewable in January, regardless of the date of the first membership dues payment. All other fees and assessments authorized by the membership are payable as determined by the Executive Committee.

Article XII – Procedure

“Roberts’s Rule of Order” shall be authorized for procedure in all points of order not covered and specified in these by-laws.

Article XIII – Amendments

These by-laws may be amended at any general meeting of the organization, provided that amendments have been submitted in writing at the previous general meeting. The adoptions of the amendment shall require a two-thirds (2/3rd) vote in the affirmative of the quorum members present.