

IDYLWOOD CIVIC CLUB

CONSTITUTION

PREAMBLE

The special aims of this Club are:

(a) To provide methods and means whereby Members may avail themselves of the greater power of combined effort through the Club, acting as an authoritative body, in demanding and securing just and honorable dealings between Members and between Members and Governmental bodies.

(b) To provide methods and means whereby Members may avail themselves of uniformity of action upon the general principles herein set forth, and upon such other principles as may be decided upon from time to time, and which is deemed best for the community of Idylwood as a whole.

(c) To provide methods and means of combined effort in the enforcement of mutually protective restrictions governing the use of property within the confines of Idylwood Addition, said action to be governed and limited by restrictions contained in deeds to all Idylwood properties and by such restrictions appertaining to Idylwood properties as may be on record in Harris County.

ARTICLE I - NAME

The name of this Club shall be the Idylwood Civic Club, a corporation of Houston, Texas.

ARTICLE II - TERRITORY

The territory of this Club shall comprise all of the lots, streets, parks, easements and parkways within the Idylwood Addition to the City of Houston, Harris County, Texas, as shown on the map records of the City of Houston, Harris County, Texas.

ARTICLE III - PURPOSES OR AIM

The objects of the Club are to promote better relations between Members themselves, between Members and governmental, political and semi-political bodies; to protect the best interest of the community and the value and desirability of all property within Idylwood Addition for the purpose for which it is to be used as set forth in Idylwood restrictions; to obtain, through combined effort, such maintenance and improvements of public streets, parks and parkways, as may be deemed advisable by the Members of the Club for the best interests of the community as a whole.

BY-LAWS

ARTICLE I - MEMBERSHIP

1. Only Owners, as specified in Section 1.10 of the *Amended and Restated Restrictions for Idylwood Addition*, shall be deemed to have Membership, as specified in Section 2.3 of the *Amended and Restated Restrictions for Idylwood Addition*, in the Idylwood Civic Club (Club).
2. If a Member, as specified in Section 1.9 of the *Amended and Restated Restrictions for Idylwood Addition*, ceases to own property in Idylwood Addition, his or her Membership in the Club shall then automatically cease.
3. There are no mandatory Membership dues or monetary assessments required of Owners to maintain Membership in the Club. However, the Club may solicit voluntary contributions from the Membership.
4. Out of the voluntary Member contributions to the Club, an amount adequate to fund the Club's operating and business expenses shall be retained in a checking account. The remaining funds shall be set aside for the enforcement of deed restrictions of Idylwood Addition and shall be deposited in a savings account or certificate of deposit in a bank in Houston, Texas.

ARTICLE II – ADMINISTRATION

1. The Officers of the Club shall be the President, Vice-President, Secretary, and Treasurer. The President shall preside at all meetings of the Club and the Board of Directors. In the absence of the President, the Vice President, Treasurer, or Secretary (in that order) shall preside at either of these meetings.
2. The Board of Directors (Board) shall consist of the President, the Vice-President, the Secretary, the Treasurer, and eleven Directors, who shall all have Membership in the Club and shall receive no remuneration for their services except approved reimbursements.
 - 2.1 The Officers shall be elected annually for one-year terms and, if eligible, may be re-elected.
 - 2.2 Directors shall be divided into two classes and elected for two-year terms as follows:
 - 2.2.1 Directors in Class A (five people) shall be elected in odd-numbered years.
 - 2.2.2 Directors in Class B (six people) shall be elected in even-numbered years.
 - 2.3 If eligible, any Director may be re-elected.
 - 2.4 If for any reason a Director's position becomes vacant, the President may appoint an eligible Member to serve until the next election, subject to the

consent of the Board. If the President does not act in the next 45 days, the Board may appoint an eligible Member to serve until the next election.

- 2.5 In the event that the Vice-President, Secretary, or Treasurer resigns or becomes ineligible for membership, the Board shall appoint an elected member of the Board to fill the vacated office for the remainder of the term.
3. The Board shall conduct the affairs and management of the Club subject to the provisions of this Constitution and By-Laws of the Idylwood Civic Club.
 - 3.1 The Board shall make the minutes of each Board meeting available to the Membership no later than the next month's regular meeting of the Club.
 - 3.2 The Board shall not endorse any controversial, non-time-sensitive issue affecting the Idylwood Addition unless the issue has been discussed at a regular meeting of the Club at which members may express their views.
 - 3.3 The decisions of the Board shall be subject to review by the Membership upon written request to the Secretary by any five Members. The decision(s) being reviewed shall be communicated to the Membership at the next regular meeting and may be rescinded by a two-thirds vote of the Membership present at the first regular meeting thereafter.
4. The President shall have power to call meetings of the Board at such times as he or she shall deem necessary, or any five members of the Board may call meetings of the Board.
5. The President shall make a report to the Club at the Annual Meeting in November.
6. The Board may make such rules necessary for its own government and for the Club as will not conflict with the Constitution and By-Laws.
7. On 12/31/23, the Club will transition from a fiscal year of September through August and adopt a fiscal year of January through December. To accomplish this transition, the Club is adopting these revised By-Laws. The following provisions relate to this transition:
 - 7.1 The Club's 2022 fiscal year will be September 1, 2022 through August 31, 2023. The Club's 2023 fiscal year will be September 1, 2023, through December 31, 2023. The Club's 2024 fiscal year will be January 1, 2024, through December 31, 2024. For each fiscal year after 2024, the fiscal year will be the same as the calendar year.
 - 7.2 The Annual Meeting for the Club's 2022 fiscal year will be held in August 2023. The Annual Meeting for the Club's 2023 fiscal year will be held in November 2024. The Annual Meeting for all fiscal years thereafter will be held in November in accordance with these revised By-Laws adopted July 18, 2023.
 - 7.3 The Club shall hold elections in August 2023 using the provisions in the Club's By-Laws adopted November 15, 2022. Officers and directors elected

in August 2023 shall serve until the Club's next election in November 2024 in accordance with the provisions in these revised By-Laws adopted July 18, 2023.

- 7.4 For accounting purposes, the Club will attribute any dues collected from September 1 through December 31, 2023 to the 2023 short fiscal year. Dues collected during FY'23 will also constitute members' voluntary dues payments for FY '24. Dues received January 1, 2024, forward will apply to the corresponding fiscal year in which they are received.

8. The President shall be the Executive Officer of the Club and shall see that the Constitution, By-Laws, and orders of the Club are carried out and enforced. The President shall perform the duties incidental and usual to the office, having always in mind the general welfare and usefulness of the Club and the community which it serves. The President shall be ex-officio member of all Standing and Special Committees and shall appoint members to fill Committee vacancies as needed.

9. The Vice-President shall, in case of temporary absence or inability of the President to act, perform the duties incumbent to the office of the President. In the event that the President resigns or becomes ineligible for membership, the Vice-President shall become the President and serve until the next election of Officers, and the Board shall select one of its elected members to serve as Vice-President until the next election of Officers.

10. The Treasurer shall receive all contributions to the Club and shall deposit them in the name of the Club. The Treasurer shall carefully account for all transactions of the Club and make a full report of the same at the Annual Meeting, including an independent audit as required by the Board.

11. The Secretary or designee shall be present at all meetings of the Club and the Board. He or she shall keep minutes of these proceedings.

12. The Secretary and Treasurer shall receive instructions from the President and shall get the President's approval before acting upon any business or affairs of the Club.

13. The Secretary shall have the authority to purchase necessary stamps, stationery, supplies, etc. without approval of the Board or Club. Annual, routine expenses of the Club can be paid without Board approval. All other expenses and disbursements, not considered routine business, shall require the approval of the Board before any disbursements are made.

14. The Treasurer shall deposit collected funds in a bank selected by the Board and shall withdraw those funds as needed to cover the Club's expenses consistent with the stated provisions in these By-Laws or with the Board's express approval. The President or Vice-President shall have similar authority to withdraw funds as the Treasurer.

15. All regular meetings of the Membership of the Club may be held either within or without the confines of Idylwood Addition.

16. Other than the mandatory Annual Meeting in November, regular meetings of the Membership may be held once each month, January through November. No regular Membership meeting will be held in December for the purpose of conducting business of the Club; instead, a date in December will be reserved for a neighborhood holiday celebration. The Board shall publish a schedule of Civic Club meetings, including committee meetings and other community events (e.g., Neighborhood Night Out), at the beginning of each fiscal year.

17. The President or the Board may call special meetings of the Membership at any time.

18. A quorum for the transaction of business by the Club at any regular or special meeting shall be ten Members. A quorum for the transaction of business by the Board at any regular or special meeting shall be six Board members. Any required vote of the Club or Board membership shall be conducted at a regular or special meeting of the Membership of the Club or of the Board, and shall not be conducted by phone, e-mail, or absentee proxy ballot except as allowed in Article V, section 5.

ARTICLE III - COMMITTEES

1. The Election Committee for Officers and Directors of the Club shall be representative of the Membership of the Club. No member of or candidate for the Board, or their household members shall serve on the Election Committee. By agreeing to serve on the Election Committee, Club members become ineligible to run for an Officer or Director position for that election.

2. The Club may have Standing Committees and Special Committees. All Standing Committees are appointed by the President, and their term shall be the same as the President's unless otherwise re-appointed or dismissed. Special Committees shall be appointed at any time that the President, the Board, or the majority of Members at any regular meeting whenever it is deemed necessary.

3. Standing Committees that may be appointed from time to time may include but are not limited to: Social Events, Community Improvements, Deed Restriction Enforcement, Finance, Membership, Publicity, Tax, Park Improvement and Maintenance, and Street Improvement and Maintenance.

4. The Fence Policy Committee shall serve for the purpose of enforcing the Perimeter Fence Policy adopted by the Board in 2022, as amended. The Committee shall make timely recommendations to the Board regarding the Perimeter Fence Policy as to whether a perimeter fence in the Idylwood Addition complies with the policy. The Board may then take whatever action the Board determines is necessary or appropriate to enforce the Perimeter Fence Policy.

ARTICLE IV - VOTING

1. Members shall be entitled to one equal vote for each Residential Dwelling, Duplex, or community store building as prescribed in Section 2.4 of the *Amended and Restated Restrictions for Idylwood Addition*.
2. Where more than one Member votes on behalf of a Residential Dwelling, Duplex, or community store building, only the first vote received shall be counted regardless of whether the first vote was by official early ballot or personally submitted at the election.

ARTICLE V - ELECTIONS

1. Only one member per household (as defined in the deed restrictions in Section 2.4 of the *Amended and Restated Restrictions for Idylwood Addition*) shall be eligible for nomination for and election to the Board of Directors.
2. The Officers and Directors shall be elected at the Annual Meeting, which shall be held during the month of November each year.
3. An Election Committee of three Members shall be elected by the Members present at the regular September meeting (i.e., two months prior to the Annual Meeting). An Election Committee Chair shall be selected by and from the members of the Election Committee within 2 weeks of Committee formation or thereafter will be appointed by the President. This Election Committee will accept nominations for Board membership and will determine that nominees are eligible to hold office (based on Club membership requirements outlined in Section 2.4 of the *Amended and Restated Restrictions for Idylwood Addition*). At the regular meeting in October (i.e., one month prior to the Annual Meeting), the Election Committee shall report to the Club in writing the nominations for each office. Additional nominations may be made from the floor at the regular October Club meeting (i.e., one month prior to the Annual Meeting). In addition, Members may write in candidates on the ballot they submit. Elections shall be made at the Annual Meeting by ballot or by official early ballot.
4. Members of the Election Committee shall conduct the elections, including but not limited to design the ballots, determine the methods of distribution and receipt, count all valid ballots, announce the names of the newly elected Board members at the Annual Meeting, and retain all ballots until the next Regular meeting, then destroy them.
5. Members have the right to cast a ballot at the Annual Meeting or by signed official early ballot, received by the designated member of the Election Committee no earlier than 21 days and no later than 3 days prior to the Annual Meeting. Voters will attest by their signature on their early ballot or on the ballot sign-in sheet at the general meeting that they are property owners and eligible to vote per section 2.4 of the *Amended and Restated Restrictions for Idylwood Addition*.

6. In the event of a tie between two candidates, the Election Committee shall resolve the tie by the toss of a coin before the Committee announces the results of the election.

7. Any challenges pertaining to the elections shall be submitted in writing to the Chair of the Election Committee not later than seven calendar days following the Annual Meeting.

8. The term of each newly elected Officer or Director shall begin at the close of the meeting at which he or she is elected.

ARTICLE VI – AMENDMENTS

These By-Laws may be amended at any regular meeting of the Club by a two-thirds vote of Members present, provided the proposed amendment has been submitted in writing at the regular meeting immediately preceding the regular meeting of the Club at which it is to be voted upon.

ARTICLE VII – POLICY

1. At no time shall Officers, Directors, or Members of this Club pursue any political activity, either direct or implied, in the name of the Club. Political activity is defined as support of or opposition to:

- 1.1 the candidacy of any person seeking public office
- 1.2 any issue presented on the ballot for citizen approval

2. The Board may invite all candidates for a particular public office and persons representing issues of interest to the Club to address the Club at a regular meeting to provide information of interest to the Membership.

APPROVED AND ADOPTED as revised on the 18th of July 2023.

Monique Studak, Secretary

Includes revisions approved on
14 April 2008
16 March 2010
17 June 2014
15 November 2022