

BY LAWS OF THE WEST LANE PLACE CIVIC ASSOCIATION

AS AMENDED

ARTICLE I - AREA, BOUNDARIES

- A. The West Lane Place Civic Association (The Association) shall include the Subdivisions of West Lane Place, West Lane Annex, West Lane Place Section III, Mid Lane Square Townhomes and Afton Oaks Townhouse Condominiums. Being that area of the City of Houston bounded on the north by Westheimer Road, on the east by Houston Lighting Power Company right-of-way, on the south by Richmond Road and on the west by Afton Oaks Subdivision.

ARTICLE II - PURPOSE

- A. The purpose of the Association shall be to preserve and improve the residential character and integrity of the designated community.

ARTICLE III - MEMBERSHIP

- A. Membership in the Association shall be open to persons who are eighteen (18) years of age or older, who have paid all dues herein and who are property owners or tenants living within the designated community.

ARTICLE IV - OFFICERS AND DIRECTORS

- A. The Officers of the Association shall be President, Vice-President, Secretary and Treasurer, each of whom shall serve one (1) year terms or until a successor is elected.
- B. There shall be six (6) Directors, each of whom shall serve for a term of two (2) years or until a successor is elected. Three Directors shall be elected in alternate years.
- C. Officers and Directors shall be members of the Association who are property owners.
- D. Officers and Directors shall be elected at the Annual Meeting and shall take office on July 1st of the year of election. The Nominating Committee shall submit a slate of members qualified and willing to serve in the offices and directorships of the Association. At the Annual Meeting, the President shall submit the names of all nominees individually to the members present. Additional nominations for each office may be accepted from the floor.

- E. Should an office become vacant for any reason, the Board of Directors shall elect a qualified Member to serve for the remainder of the unexpired term of that office. Should an office holder be absent at three (3) successive meetings of the Board of Directors of the Membership, said office may be deemed to become inactive and the position declared vacant.

ARTICLE V - DUTIES OF OFFICERS

- A. The President shall preside at all meetings of the Association, serve as Chairman of the Board of Directors, act as an ex-officio member of all committees, shall appoint all committee chairpersons and members thereof with the approval of the Board of Directors except as otherwise provided herein and at the end of his/her term of office shall act as an Advisory member of the Board of Directors. The President shall be responsible for directing the activities of the Association in a manner that serves the best interest of the membership and shall abide and be directed by the decisions of the Board of Directors and the membership in all matters. The President shall sign with the Secretary contracts or other instruments which the Board of Directors has authorized to be executed except in cases when signing and execution thereof shall be expressly delegated by the Board of Directors by these Bylaws, or by statute, to some other Officer or Agent of the Association. The President shall perform all duties incident to the Office of the President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall maintain a file covering his/her term of office, which file shall be deemed to be the property of the Association and the President shall surrender the file to his/her successor when the successor takes office.
- B. The Vice-President shall, in the absence of the President, perform duties of the President and shall perform those duties expressly delegated by the President or by the Board of Directors.
- C. The Secretary shall record minutes of the Association Board of Directors meetings, issue notices of meetings, act as Corresponding Secretary, shall sign with the President contracts or other instruments which the Board of Directors has authorized to be executed except in cases where the execution thereof shall be expressly delegated by the Board of Directors by these Bylaws, or by statute, to some other Officer or Agent of the Association. The Secretary shall perform all duties incident to the Office of Secretary and such other duties as may be prescribed by the President or Board of Director from time to time. The Secretary shall maintain a file covering his/her term of office, which shall be deemed to be the property of the Association and the Secretary shall surrender the file to his/her successor when the successor takes office.
- D. The Treasurer shall receive, account for and give receipt for all funds received by the Association and shall maintain an accurate record of financial transactions of the

Association. The Treasurer shall deposit all funds of the Association in the name of the Association in such banks or other depositories as shall be selected by the Board of Directors and shall pay the bills of the Association approved by the Board of Directors. Any check written in excess of \$500.00 shall require the signatures of both the President and the Treasurer. Any check written in the amount of \$500.00 or less requires only the signature of the Treasurer. The Treasurer shall present an accounting of the funds of the Association at each Membership Meeting and each meeting of the Board of Directors. The Treasurer shall perform the duties incident to the Office of the Treasurer and such other duties as may be assigned by the President or the Board of Directors from time to time. The Treasurer shall maintain a file covering his/her term of office and shall surrender the file to his/her successor when the successor takes office.

ARTICLE VI - BOARD OF DIRECTORS

- A. The Board of Directors shall consist of the Officers, Directors and Immediate Past President of the Association. If the President is elected to successive terms of office, the Immediate Past President shall be deemed to be his/her predecessor in office.
- B. The Board of Directors shall be the governing body of the Association and shall conduct the business of the Association.
- C. The Board of Directors shall promulgate Rules and Regulations of the Board and subsequent amendments thereto. Such Rules and Regulations shall be submitted to the Membership and may be overridden by a two-thirds (2/3) vote of the members present and voting.
- D. The Board of Directors shall meet prior to the Membership Meeting or at the call of the President after three (3) days notice, or at the call of any three (3) members of the Board of Directors after three (3) days notice.
- E. A majority of members of the Board of Directors shall constitute a quorum.

ARTICLE VII - COMMITTEES

- A. Committees to advance the administration and work of the Association shall consist of Members of the Association appointed by the President or by the Board. Of Directors.
- B. A Nominating Committee shall consist of five (5) Members of the Association shall be appointed for the purpose of compiling a list of candidates for office as stated in ARTICLE IV - D.

- C. The Restrictions and Enforcement committees of West Lane Place, West Lane Annex and West Lane Place Section III shall be considered a committee under ARTICLE VII - D.
- D. The West Lane Place Civic Association's Directors and Officers insurance policy shall cover any member of any committee created pursuant to Article VII - A.

ARTICLE VIII - MEMBERSHIP MEETINGS

- A. An annual meeting of the Membership shall be held during the month of May of each year for election of officers on a date and at a location convenient to the designated community, selected by the Board of Directors.
- B. A Special Meeting of the Membership shall be called upon a majority vote of the Board of Directors or by a petition signed by the greater of twenty (20) percent of the Membership or twenty-five (25) members, after ten (10) days written notice stating the purpose of the meeting. Business conducted at a Special Meeting shall be limited to the purpose stated in the call of the Special Meeting.
- C. The Secretary shall provide written notice to the Membership not less than three (3) weeks - twenty-one (21) days prior to each Annual Meeting, stating the date, time and place of the meeting. Written notice may be given in the West Lane Place Newsletter, provided it is distributed at least twenty-one (21) days prior to the date of the Annual Meeting.
- D. A quorum to transact business at the Annual or Special Meeting of the Association shall be the greater of twenty (20) percent of the Membership or twenty-five (25) Members.
 - 1. Should a quorum not be convened, a subsequent called meeting shall be a valid meeting for the transaction of business even with the lack of quorum, provided the Secretary shall have given the Membership not less than ten (10) days written notice of the call of the subsequent meeting stating that the Annual or Special Meeting lacked a quorum and that Members present at the subsequent meeting shall be authorized to transact business of the Association without a quorum. However, a quorum shall be required for amendment of these Bylaws.
 - 2. Alternatively, should a quorum not be convened, the presiding Officer may direct the Secretary to submit the items requiring action to the Membership by mail ballot in accordance with ARTICLE IX - D to be decided by a majority vote of the Members voting, except as provided in ARTICLE XII - C.

ARTICLE IX - VOTING

- A. All action by the Membership at any meeting shall be decided by a majority vote of the Members present and voting or by a vote by mail ballot, except as provided in ARTICLE XII.
- B. A Member may cast no more than one (1) vote on any issue or for any Office. Proxy voting is not permitted.
- C. When the number of nominees for Directorship is greater than the number of open positions, the person(s) receiving the largest number of votes for the number of open positions shall be elected.
- D. A mail ballot to the Membership requires a response by the greater of twenty (20) percent of the Membership or twenty-five (25) Members, received within three (3) weeks - twenty (21) days after mailing, for action. A Tellers Committee of three (3) Members shall tally the votes and report to the Secretary who shall report the results to the Membership.

ARTICLE X - FISCAL AFFAIRS

- A. The fiscal year of the Association shall be January 1st - December 31st .
- B. The Association shall be financed by Membership dues, contributions, gifts and donations.
- C. No funds of the Association shall accrue to the personal benefit of any Member.
- D. Expenses incurred by Members of the Association, for the benefit of the Association, shall be submitted to the Board of Directors for approval before payment by the Association.
- E. Disbursements of the Association shall be made by consecutively numbered checks signed by the Treasurer and any other Officer.
- F. The Treasurer's records shall be examined annually by a committee consisting of three (3) Members of the Association. Said committee shall submit a signed report of its findings on the condition of the records to the Board of Directors. A copy of the report shall be available to the Membership on request.

ARTICLE XI - DUES

- A. The amount of annual Membership dues shall be recommended by the Board of Directors and approved by the Membership at the Annual Meeting each year. Dues shall be payable on January 1st of each year.
- B. Failure to pay dues by March 15th shall cause the Member's name to be stricken from the Membership list, pending payment.

ARTICLE XII - AMENDMENTS

- A. Amendments to these Bylaws may be proposed by the Board of Directors or by the greater of twenty (20) percent of the Membership or twenty-five (25) Members.
- B. These Bylaws may be amended at any Annual Meeting of the Membership provided that written notice of the wording of the proposed Amendment(s) shall have been given to the Membership not less than three (3) weeks - twenty-one (21) days prior to such meeting stating that amendment of these Bylaws shall be an agenda item and providing that two-thirds (2/3) of the Members present and voting at such meeting shall concur with its adoption. Written notice may be given by publication in the Newsletter.
- C. Should a quorum not be convened, the presiding Officer may direct the Secretary to submit the Amendment(s) to the Membership by mail ballot in accordance with ARTICLE IX - D. A two-thirds (2/3) favorable vote shall be required to amend these Bylaws.

ARTICLE XIII - PARLIAMENT AUTHORITY

- A. The rules contained in the current edition of Roberts Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

END OF BYLAWS

June 2, 2023