

BY-LAWS OF THE FIRST WARD CIVIC COUNCIL, INC.

ARTICLE 1. Name

The name of the organization shall be the First Ward Civic Council, Inc.

ARTICLE 2. Boundaries

The membership area of the First Ward Civic Council, Inc. within or near those certain areas of Houston, Harris County, Texas known as the First Ward, bounded on the north by White Oak Bayou, on the east by White Oak Bayou, on the south starting at the far eastern point by Buffalo Bayou, west to Houston Avenue, and north several blocks to the railroad tracks just north of Center Street, and then west to Heights Boulevard. The western border is Heights Boulevard to White Oak Bayou.

ARTICLE 3. Purpose

The purpose of the organization are to promote the civic and social welfare and well being of those certain residents and property owners living within or near the First Ward, and to promote and engage in activities for their use and benefit.

ARTICLE 4. Membership

Membership in this organization shall be open to all individuals who own property, or homes, or are renters, or have businesses within First Ward.

Article 5. Officers

The officers of the organization shall be a President, Vice-President, Secretary, and Treasurer.

Section 1. The President shall preside over general membership meetings, and any meetings of the Board of Directors of the organization. The President shall have the authority to conduct meetings and to maintain order. The President shall appoint all committee chairs with the approval of the Board of Directors. The President shall be ex-officio a member of all committees, except the Nominating Committee.

Section 2. The Vice-President shall preside at the meetings and appoint such committee chair person as may be required in the absence of the President. This officer shall assist the President and shall perform various duties and serve on committees as assigned by the President and approved by the Board of Directors. The Vice-President shall not be a member of the nominating committee.

Section 3. The Secretary shall keep an accurate record of proceeding of all membership and Board meetings, attend to correspondence, act as custodian of current records, and file and maintain up-to-date membership lists and attendance records. This

officer shall present a verbal report of preceding meetings at subsequent meetings of the Board of Directors and each general membership meeting.

Section 4. The treasurer shall keep an accurate and up-to-date record of all financial transactions, receive all moneys, deposit funds in the bank, attend to correspondence and act as custodian of current financial records. This officer shall disburse money as authorized by the Board of Directors and shall present a report of finances at each meeting of the Board of Directors and each general membership meeting.

Section 5. All officers shall be elected by a quorum of the organizations members. A slate of candidates for office shall be submitted for the membership's consideration by the Nominating Committee at the general membership meeting. In addition nominations may be accepted from the floor after the presentation of the Nominating Committees report.

Section 6. A vacancy in an office shall be filled by appointment by the Board of Directors. Officers appointed to fill vacancies shall assume office at the first general meeting following the appointment and shall hold office until the next regular installation of officers. All officers are expect to attend all meetings possible. Any officer missing two meetings without notifying another officer prior to a scheduled meeting shall forfeit his officer. The President shall appoint a qualified member to fulfill the unexpired term. If the office of the President becomes vacant under this article, the Vice-President shall assume the office of President and appoint a qualified member to fulfill the unexpired term of the Vice-President.

Section 7. Any officer who fails to meet the obligations and responsibilities of his or her office may be removed from office by a two-third (2/3) majority vote of the membership present at any meeting at which there is a quorum.

Section 8. Election Process

A. There shall be a nominating committee consisting of three (3) members appointed by the President upon the recommendation of the membership at a regular meeting at least 30 days prior to election meeting. This committee shall submit one (1) name for the President, and as many names as desired for the other offices. Nomination may be made from the floor and are invited.

B. the election of officers shall be held at a regular meeting in October. Officers shall serve for (1) year from the date of installation or until their successors are installed. Installation of officers shall be at the regular meeting in November.

ARTICLE 6. Board of Directors

Section 1. The Board of Directors of the organization shall be composed of the officers of the organization and immediate past preseident.

Section 2. The President of the organization shall be the chairperson of the Board of Directors.

Section 3. The function of the Board of Directors shall be to set policies, to evaluate projects, and to act on behalf of the organization between general membership meetings.

Section 4. The Board of Directors shall hold regularly scheduled meetings, if necessary, before each regular meeting according to the schedule adopted by resolution at the first board meeting after the elections are held. Special meetings of the board may be called by the President or by majority of the members of the board and only the business for which such meeting was called may be transacted at such meeting. Due notice shall be given to all officers and members for a special meeting.

Section 5. A majority of the members of the board shall constitute a quorum for the transaction of business at the board meeting.

ARTICLE 7. General Membership Meetings

Section 1. The general membership meetings of the organization shall be held once each month, on the first Thursday of each month according to the schedule of general membership meetings adopted by resolution at the first board meeting after elections are held. Special meetings of the general membership may be called by the Board of Directors or by a majority of the members of the organization.

Section 2. Two (2) of the elective officers and five (5) or members shall constitute a quorum at a general membership meeting.

ARTICLE 8. Committees

Section 1. The standing committees of this organization shall be the nominating Committee and the By-Laws Committee.

A. Three persons shall be appointed by the Boards of Directors to serve as a Nominating Committee, which shall be charged to prepare a slate of candidates for each election of office at the October meeting. The report and slate of candidates of the Nominating Committee shall be delivered at the general meeting one month prior to the October election. The Nominating Committee shall obtain acceptance from each nominee prior to presenting its slate at the meeting prior to the October election. Members of the Nominating Committee shall not be barred from becoming nominees for office themselves.

B. A By-Laws Committee shall be appointed by the President to review the by-laws and recommend changes, additions, or amendments as required. Such changes, additions, or amendments shall be submitted in writing to the Board of Directors, which will be responsible for reviewing and distributing copies to the general membership at least (14) days before a membership meeting at which they are to be considered for adoption.

Section 2. Special committees shall be established as the need arises.

Section 3. All standing and special committee chairpersons shall be appointed by the President or the Vice-President in his or her absence, and approved by the Board of Directors. Committee members shall be appointed by the committee chairperson.

Section 4. In addition to the standing committees (Nominating Committee and the By-Laws Committee), the President may appoint Special Committees to serve during his or her term of office.

Article 9. 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 adoption of the amendment shall require a two-thirds (2/3) vote in the affirmative of the members present at any meeting at which there is a quorum.

Article 10. Dues

Dues shall be set by the officers.

Article 11. Procedure

Robert's "Rules of Order Revised" shall be authorized for procedure in conducting meetings when not in conflict with the Constitution and By_Laws.

Article 12. Order of Business

The following shall be the accepted order of Regular Meetings:

- Call Meeting to Order
- Prayer
- Recognition of Visitors
- Welcome to New Membership
- Reading of Minutes of Previous Meeting
- Report of Treasury
- Report of Standing and Special Committees
- Communications and Bills
- Unfinished Business
- New Business
- Program or Entertainment
- Announcements
- Adjournment

I certify that I am the duly appointed acting Secretary of the First Ward Civic Council, Inc. and that the foregoing By-Laws constitute the By-Laws of the Corporation. These By-Laws were duly adopted at a meeting of the members of the Corporation held on _____ 2000.

Dated: _____

Secretary: 4