

AMENDMENT OF CONSTITUTION AND BY-LAWS

AS OF APRIL 11, 2017

FOR

WINDSOR VILLAGE CIVIC CLUB, INC.

ARTICLE I - ORGANIZATION

The name of this Civic Club shall be call Windsor Village Civic Club, Inc. (the “Civic Club”). Windsor Village is a community consisting of approximately 859 single family homes. The Civic Club’s geographic area is bordered on the North by Oakham St. and Darlinghurst St., on the East by South Post Oak Rd., on the South by Tiffany Dr., on the West by the H.C.F.C.D. drainage easement.

There are SECTIONS 1, 2, 3, 4, 5, 6 and there are six (6) separate Deed Restrictions for those sections in Windsor Village (see attached map). The first being SECTION I recorded December 12, 1959 in Recorded Book 3078, p. 5527 of Deed Records of Harris County, Texas, Book No. 1534727; SECTION II Recorded July 29, 1958 in Volume 3540, page 250 with Amendment dated March 30, 2005 and filed under Clerk of Court No. 1617118 Volume 53, page 13 of the Map Records of Harris County, Texas; SECTION III Recorded July1, 1959 Volume 3738 page 13 of Deed Records. in Harris County Texas; SECTION IV Recorded February 23, 1962, Log No. 462816, Volume 4644. Page 361; in Harris County, Texas; SECTION V recorded January 7, 1963 Log No. 13622141, Volume 4980, page 313 of Deed Records at the Harris County, Texas Clerk’s Office; SECTION VI Recorded April 6, 1964 Log No. 13865678, Volume 5475, page 292 of Deed Records in Harris County, Texas.

There are five (5) street entrances into Windsor Village, two from South Post Oak Rd. at Heatherbrook and Trafalger Dr., and two from Grapevine St. at Croquet Lane and Polo St., and Croquet Lane at our most northern border entering between Oakham St. and Darlinghurst Dr.

ARTICLE II – PURPOSE

SECTION I. The purpose of the corporation shall be to promote and cultivate an attitude of caring and cooperation among the residents that will improve all aspects of Windsor Village life and enhance property values within the boundaries of Windsor Village.

SECTION II. The related purpose is:

- a. To promote and enforce current Deed Restrictions in the Area.
- b. To take timely concrete action in matters affecting property values, personal health and safety of our residents.

- c. To encourage Improvements in appearance of residential homes and grounds and business properties adjacent to our Area.
- d. To promote wholesome, Social, Cultural and Safe Recreation in our Area.
- e. Encourage and facilitate neighbors in communicating with each other and with the Civic Club by attending the Civic Club's general meetings.

ARTICLE III - MEMBERSHIP

SECTION 1: MEMBERSHIP. Each and every Owner shall automatically be a Member of the Civic Club without the necessity of any further action on his or her part, subject to the terms of the Declaration, its subsequent Amendments, the Articles of Incorporation, these Bylaws, and the rules and regulations from time to time promulgated by the Civic Club. Membership shall be appurtenant to and may not be separated from the interest of such Owner in and to any portion of the Property. Ownership of any portion of the Property shall be the sole qualification for being a Member; provided, however, a Member's voting rights, as herein described, or privileges in the Common Areas, or both, may be regulated or suspended as provided in the Declaration, these Bylaws, and/or the rules and regulations promulgated thereunder. Persons or entities shall be Members by reason of ownership of land dedicated and accepted by the local public authority and devoted to public use or Common Areas and such land shall be owned subject to all of the terms and provisions of the Declaration, and its subsequent Amendments except that ownership of land devoted to purposes described in this sentence shall not create any votes in the Members owning such land. No person or entity shall be a Member by reason of ownership of any easement, right-of-way, or mineral interest. In addition, any person or entity that holds an interest in and to all or any part of the Property merely as security for the performance of an obligation shall not be a member.

SECTION 2: TRANSFER. Membership may not be severed from the Property nor may it be in any way transferred, pledged, mortgaged, or alienated except upon the sale or assignment of the Owner's interest in all or any part of the Property and then only to the purchaser or assignee as the new Owner thereof. Membership shall not be served by the encumbrance by an Owner of all or any part of the Property. Any attempt to make a prohibited severance, transfer, pledge, mortgage or alienation shall be void and of no force or effect, and will be so reflected upon the books and records of the Civic Club. Any transfer of the fee title to a lot, tract, or parcel of real estate out of or a part of the Property shall automatically operate to transfer membership to the new Owner thereof. In the event an Owner shall fail to refuse to transfer the membership registered in such Owner's name to the transferee, the Civic Club shall have the right to record the transfer upon its books and records.

SECTION 3: CLASSES OF VOTING MEMBERSHIP AND VOTING RIGHTS: The Civic Club shall have two (2) classes of members:

CLASS A. Class A Members shall be all Property Owners of the Windsor Village Subdivision as described in the above-referenced sections. All Class A Members are voting members of the Civic Club. Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership. When more than one person holds such interest or interests in any Lot, even though all such persons shall be Members, there shall be only one (1)

vote for such Lot, which shall be exercised by majority in interest (and not in number) of such persons, but in no event shall more than one (1) vote be cast with respect to any such Lot.

CLASS B. The Class B Member shall be any Honorary Members of the Windsor Village Civic Club. Honorary Members may or may not be residents of Windsor Village who shall be invited to join the corporation because of their interest in activities of the corporation or for other reasons, which may induce the Board of Directors to invite such persons to become Honorary Members. These members shall not be entitled to vote upon the affairs of the Corporation.

SECTION 4: MULTIPLE OWNER VOTES: Where there are multiple Owners of a Lot it is not intended by any provisions of the Declaration, its subsequent Amendments, or these Bylaws that each of said Owners shall be entitled to cast the votes allocated to such Lot nor may fractional votes be cast. For example, where three (3) persons own a Lot, they shall jointly be entitled to vote the one (1) vote allocated to such Lot and shall not be entitled to cast a full vote each. When more than one person or entity owns the interest or interest in and to any Lot, as required for membership in the Civic Club, each and every person or entity shall be a Class A member, and the vote for any such Lot shall be exercised by majority in interest (and not in number) of such persons, but in no event shall more than one (1) vote be cast with respect to any such Lot. The Owners of such Lot shall designate one person to cast the vote or execute a written consent, as applicable. The Owners of such Lot will notify the Civic Club, in writing, of the person so designated. Such notice will not be valid unless signed by the majority in interest of the Owners of such Lot. The Civic Club shall not be required to recognize the vote or written assent of any such multiple Owners except the vote or written assent of the Owner designated in writing executed by the majority in interest of such multiple Owners and delivered to the Civic Club.

SECTION 5: SUSPENSION OF VOTING RIGHTS: The Board may suspend the voting rights of any Member for any period during which any assessment (e.g. dues or special assessments for capital improvements) levied by the Civic Club and approved by the board and its Members remains past due, unless the Member is in good faith contesting the validity or amount of the Assessment. The Board may also suspend the voting rights of any Member for a period not to exceed sixty (60) days for an infraction of the rules and regulations set forth in the Declaration and its subsequent Amendments.

ARTICLE IV – ANNUAL MEMBERSHIP DUES

There shall be an annual membership dues paid to the Corporation as determined by the Board of Directors and approved by the majority members present when voted on at a regular membership meeting. A dues change shall become effective at the beginning of a Fiscal Year.

ARTICLE V - OFFICERS

SECTION I. The officers of the Corporation shall be a President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and a Historian-Parliamentarian, who shall be elected at the Annual Meeting to serve one year and until their successors assume office. The Pronoun “HE” and “HIM” as used herein shall

mean “HE” or “SHE” as the case may be, an Officer may not serve more than two (2) consecutive years. All officers shall take the Oath of Office.

SECTION II. The President shall be the Executive Officer of the Corporation. He shall preside at all meetings of the Membership, the Board of Directors, and the Executive Committee when in attendance. He shall appoint and instruct all Committees, with approval of the Board and shall be an Immediate Past President member thereof.

SECTION III. The Vice President shall perform such duties as are assigned to him by the President. He shall preside at meetings of the Membership, Board of Directors, and the Executive Committee in the absence of the President. He shall assume the duties of the President should the Presidency become prematurely vacant.

SECTION IV. The Secretary shall record and preserve minutes of all meetings of the Membership, the Board, and the Corporation; see that all notices are duly given in accordance with the provision of the Constitution and By-Laws herein. He shall be the custodian of Minute Books, the Articles of Incorporation and the Constitution and By-Laws and shall pass these to their successor together with any other important records or correspondence accumulated during his term. The secretary shall keep a register of the address of each member, and in general, perform other duties as may be assigned to him by the President or Board of Directors.

SECTION V. The Corresponding Secretary shall prepare all correspondence and notices to the Membership and such other correspondence as may be required.

SECTION VI. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation. He shall receive and give receipt for monies due and payable from the Corporation from any sources whatsoever, and deposit such monies in the name of the Corporation in such Bank, Trust Companies or other depositories as shall be selected by the Board of Directors. He shall make and be under such Bond as the Board of Directors shall see fit. Perform all duties of the office of Treasurer and such other duties as from time to time be assigned to him by the President or the Board of Directors.

SECTION VII. The Historian-Parliamentarian shall maintain order and shall advise the chair upon all procedural points raised at any regular or special meeting, and in general, perform all duties, maintain such records of the accomplishments and projects of the Corporation as may be pertinent to the history of the Corporation, and from time to time may be assigned duties by the President or by the Board of Directors.

ARTICLE VI – BOARD OF DIRECTORS

SECTION I. The Board of Directors shall include the President, Vice President, Secretary, Treasurer, and Historian-Parliamentarian and the remaining Board of Directors shall consist of the Corresponding Secretary, Immediate Past President and five

(5) elected Board of Directors. All Board of Directors shall take the Oath of Directorship.

SECTION II. The affairs of the Corporation, except as otherwise provided herein, shall be in general charge of a Board of Directors consisting of the Officers, the Immediate Past President and Board of Directors, distributed as nearly as practicable throughout the area served. Directors shall be elected at the annual meeting for two year terms and they shall serve until his or her successor shall have been elected and qualified, or until he or she shall have resigned and his or her resignation shall have become effective, or until he or she shall have been removed.

SECTION III. Seven of the members of the Board of Directors shall constitute a quorum and the meetings of the Board shall be held regularly on the date set by a resolution of the Board of Directors.

SECTION IV. Each Board of Director shall have one vote and such voting may be done by proxy.

SECTION V. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

SECTION VI. A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Board member. A Director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of this corporation.

SECTION VII. Owners that have been properly identified as repeat violators of the Deed Restrictions and/or City Ordinances are not permitted to run for any Officer or Director position until all identified violations have been brought into compliance. Once identified violations have been brought into compliance, the owner will be eligible to run for any Officer or Director position if no further violations occur for twelve consecutive months.

ARTICLE VII - VACANCIES

SECTION I. Vacancies in Offices or Directorship shall be filled as promptly as is practicable by the remaining members of the Board for the balance of the current year. At the next annual meeting, the balance of vacated term shall be filled by vote of the membership.

ARTICLE VIII - COMMITTEES

SECTION I. The President shall appoint such Committees as may be necessary or useful in promoting the activities, projects and affairs of the Corporation.

- a. The Chair-Person of each Committee shall be designated by the President and will serve as Chair-Person for one (1) year until a successor has been appointed.
- b. Ad Hoc Committees shall terminate when the assigned job has been completed.

ARTICLE IX – STANDING COMMITTEES

There shall be the following standing Committees appointed and instructed by the President with the approval of the Board (except for the Executive Committee, which is elected) no later than the first membership meeting following the annual meeting.

- 1. Executive
- 2. Deed Restriction
- 3. Architectural
- 4. Beautification
- 5. Communications
- 6. Program
- 7. Social
- 8. Nominating
- 9. Auditing
- 10. Membership/Block Captain
- 11. Welcoming
- 12. Finance/Budget

SECTION I. The Executive Committee consisting of three (3) to five (5) members shall be elected by a majority vote of the Board to serve as the Planning Committee, and shall take such emergency action as it may deem advisable between meetings of the Board. The Executive Committee shall meet at the call of the President.

SECTION II. The Deed Restrictions Committee shall;

- a. Endeavor to keep residents familiar with the existing Deed Restrictions by providing a copy when needed at a nominal cost for their particular Section.
- b. Locate apparent Deed Restriction violations, investigate the same, and endeavor to obtain compliance by persuasion.
- c. Report to the Board periodically on conditions in the area.
- d. Undertake, by instruction of the Board, more extreme measures for eliminating violations.
- e. The Deed Restrictions Committee shall work in harmony with the Architectural Committee.

SECTION III. The Architectural Committee shall work in harmony with the Deed Restriction Committee and home owner in Windsor Village with its main duties being:

- a. Be available to review and approve the plans for construction in Windsor Village before construction begins.
- b. Check the owner's drawing of Plans that are to be presented to the Houston Public Works Department for a Construction Permit and verify the Plans compliance with existing Deed Restrictions for the section of Windsor Village involved.
- c. Check size, type, color, set back of residential homes, and size, type, material and height of fence constructed on each lot to be in compliance with the Deed Restriction.
- d. Pass on the feasibility of any proposed structure, presented for approval.

SECTION IV. The Beautification Committee shall encourage and coordinate beautification and clean-up activities with approval of the Board.

SECTION V. The Communication Committee shall be responsible for preparing and distributing periodically communications with residents.

SECTION VI. The Program Committee shall be responsible for planning and arranging interesting and worthwhile programs at Membership Meetings.

SECTION VII. The Social Committee shall be responsible for planning and executing social events, including refreshments at meetings with approval of the Board.

SECTION VIII. The Nominating Committee shall survey the Board and Membership (Sustaining Members) throughout the year for potential leadership and shall nominate candidates and slates of candidates (their willingness to serve) as needed.

SECTION IX. The Auditing Committee shall Audit the Books and records of the Treasurer and report at the Annual Meeting.

SECTION X. The Membership/Block Captains shall organize membership drives, develop programs designed to influence residents to want to belong to the Civic Club through activities that encourage networking, through hobbies and like interests with Block Captains being the Civic Club's main direct contact with the members. A representative from the Welcoming and Communications Committee shall serve with this Committee.

SECTION XI. The Welcoming Committee shall serve as the Welcoming Committee to all new residents and tenants of Windsor Village.

SECTION XII. The Finance/Budget Committee shall consist of the Treasurer and committee members drawn from the Standing Committees who will develop a budget and means of financing the budget that shall be approved by the Board, and the Treasurer shall be Chairperson of the Committee.

SECTION XIII. Special Committees may be appointed and instructed by the President, for special assignments and limited tenure. Example are: By-Laws, Security and Publicity.

ARTICLE X - VOTING

SECTION I. At all meetings, except for the election of officers and directors, all votes shall be by viva voce (voice), except for election of officers and directors ballots shall be provided. There shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

SECTION II. At the Annual Meeting the Election of Officers and Directors shall be by majority vote of those qualified voters present and voting. Where no candidate receives a majority, the candidate receiving the smallest vote shall be dropped, and the remaining candidates again voted upon, with this procedure repeated until one candidate receives a majority vote. Election shall be by secret ballot except where there is only the candidate and secret is waived and the Secretary instructed by unanimous vote to cast, a single ballot for the candidate.

SECTION III. At all votes by ballot the Chairperson of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting give in writing to the Chairperson, the results and the copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

SECTION IV. The candidate or slate recommended by the Nominating Committee shall be regarded as nominated, others may be nominated from the floor, with the approval of the nominee.

PROCEDURES

ARTICLE XI – ORDER OF BUSINESS

SECTION I. Robert Rules of Order, Latest Revision, shall govern all procedural matters not covered in this instrument.

SECTION II. The preferred order of business for Membership Meetings shall be as follows:

1. Call to order, welcome, and statement of purpose.
2. Reading of the Minutes of last membership meeting, unless waived by majority present.
3. Program
4. Committee and officers reports, where appropriated
5. Old Business (Secretary, by reference to Minutes)
6. New Business
7. Adjourn Business Meeting.

The Program may occur at any point in the meeting, by general consent.

ARTICLE XII - FINANCES

SECTION I. All expenditures shall be in accordance with authorization by the Board, which also shall adopt an Annual Budget.

SECTION II. Funds for corporational purposes may be raised by dues and contributions, projects and interest on deposit accounts, funds in excess of these needed for conduct of current affairs shall be deposited at interest.

SECTION III. The Fiscal Year of the Corporation shall be from April 1 to March 31.

ARTICLE XIII - ANNUAL MEMBERSHIP MEETING

There shall be an Annual Meeting of the Membership of this Corporation. This meeting shall be held in February of each year. The Communication Committee shall give notice of the meeting by the Village Voice or other means of communication to the residents on a day not later than the third day before the day on which the meeting is to be held.

If any member who attends this meeting and is disrespectful, refuses to sit down when their time limit to speak is up, and does not want to follow the guidelines of this Corporation they shall be given one (1) warning. However after two (2) warnings they will be asked to leave and not return, and their paid dues will be returned to them at a prorated amount.

ARTICLE XIV - REGULAR MEMBERSHIP MEETING

There shall be a Regular Membership Meeting each month at a time and place as determined by the Board and voted on by the majority qualified Membership present at a meeting.

If any member who attends this meeting and is disrespectful, refuses to sit down when their time limit to speak is up, and does not want to follow the guidelines of this Corporation they shall be given one (1) warning. However after two (2) warnings they will be asked to leave and not return, and their paid dues will be returned to them at a prorated amount.

ARTICLE XV - REGULAR BOARD MEETING

There shall be a Regular Board Meeting each month at a time and place determined by the Board.

The presence of seven of the Board shall constitute a quorum and shall be necessary to conduct the business of this Corporation; but a lesser number may adjourn the meeting.

All members have access to Board Meetings upon giving five (5) day notice prior to a Board meeting date and giving the topic of discussion to the President.

If any member who attends this meeting and is disrespectful, refuses to sit down when their time limit to speak is up, and does not want to follow the guidelines of this Corporation they shall be given one (1) warning. However after two (2) warnings they will be asked to leave and not return, and their paid dues will be returned to them at a prorated amount.

ARTICLE XVI - AMENDMENTS

This Constitution and By-Laws may be amended by majority vote at any regular or called Membership Meeting, pursuant to at least 30 day written notice appearing in the Village Voice with a brief description of the topic(s) to be voted upon.