

BYLAWS OF RIVERSIDE CIVIC ASSOCIATION

ARTICLE I ORGANIZATION

SECTION 1. NAME.

The name of the not-for-profit Association is RIVERSIDE CIVIC ASSOCIATION, (hereinafter referred to as the "Association.")

SECTION 2. PURPOSE.

The purpose of this Association shall be to bring together at regular intervals residents of Riverside Terrace and connecting boundary areas, for civic betterment of the following nature:

- A. To maintain the residential character of the community which this association represents, and to safeguard the individual and collective property investments of the residents;
- B. To preserve the deep culture and history of the community and foster a welcoming atmosphere for all residents;
- C. To encourage improvements in the appearance of our homes and properties;
- D. To promote social and recreational activities for adults and children; and
- E. To take concerted action on all matters that will in any way affect the welfare of this community, and to cooperate with other civic clubs in a common effort to build a better City for the citizens of Houston, Texas.

SECTION 3. REGISTERED OFFICE AND REGISTERED AGENT.

The address of the registered office of the Association shall be designated by an official resolution of the Board of Directors, and the name of the registered agent shall be as set forth by an official resolution of the Board of Directors. The Board of Directors, at any regular or special meeting, may from time to time change the registered agent and the address of the registered office of the Association.

The Board of Directors may obtain a PO Box at a nearby post office to handle Association mailing needs. The President and the Secretary shall hold the keys to this box.

SECTION 4. FISCAL YEAR.

The Association's fiscal year shall be the calendar year beginning with the 1st day of January in each year to the 31st day of December of each year.

SECTION 5. GEOGRAPHICAL MEMBERSHIP AREA.

The Geographical Membership Boundary Area of the Association shall include all properties located in the areas as shown on the map attached and described as the following sections:

Riverside Terrace Sections 1, 2, 3, 4, 5;

- Blocks 1 – 30; Lots 1 – 30

Lincoln Park, Wilmoth, Riverside Extension, Lubbock, and Feldman Court

- Blocks 1 – 30; Lots 1 – 30

Street Addresses:

- Blodgett Street; (south side) 2200 – 3100 block;
- Wentworth Street (north & south) 2200 – 3100;
- Arbor Street (north & south) 2200 – 3100;
- Rosedale Street (north & south) 2200 – 3100;
- Palm Street (north & south) 2200 – 3100;
- Wichita Street (north & south) 2200 – 3100;
- Southmore Street (north & south) 2200 – 3100;
- Oakdale Street (north & south) 2200 – 3100;
- Prospect Street (north & south) 2200 – 3100;
- Calumet Street (north & south) 2200 – 3100;
- Binz Street (north & south) 2200 – 2500;
- Riverside Drive (north & south) 2400 – 2600;
- N. MacGregor Way, (north) 2500 – 2600;
- Palmer Street (east & west) 5000 – 5200;
- Delano Street (east & west) 4700 – 5100;
- Live Oak Street (east & west) 4700 – 5200;
- Emancipation Ave. (east & west) 4700 – 5200; and
- Ennis Street (east & west) 4700 – 5500.

ARTICLE II MEMBERS

SECTION 1. MEMBERSHIP.

General Members. All residents and property owners within the boundaries shall be eligible to become members upon payment of dues as set forth below. Membership is limited to one per household, regardless of the number of individuals in a household. Each membership equals one vote. Members must provide proof of residency or ownership at the time of registration.

If an individual or a group of individuals own multiple properties within the association boundaries, only one membership may be purchased.

Business Members. Any business entity conducting business or operations within the Association’s boundary area may become a member of the Association subject to application to and approval by a majority vote of the Board of Directors and payment of business level dues. Business members are

non-voting members and may not run for officer or board positions. Business members must support the overall mission of the organization.

SECTION 2. DUES.

Membership dues shall be assessed at \$50 per household and \$25 per senior household as defined as an individual age 65 and over.

Renewal of memberships is due on the date of the January regular meeting of the Association. Membership dues received in any calendar year shall be applied to that calendar year, except that any dues received at or after the November meeting will be applied to the following year.

A member's dues may be paid in cash or cash equivalent, before the meeting is called to order, at a regular meeting, special meeting or Annual General Meeting, in order to vote at the meeting. Otherwise, a member's dues must be paid 30 days prior to the meeting, in order to vote at the meeting.

The membership shall be given a minimum 30-day notice before any vote on proposed dues changes.

ARTICLE III MEETING OF MEMBERS

SECTION 1. PLACE OF MEETINGS.

Meetings of the members of the Association shall be at any place designated by the Board of Directors, or committee chairs as appropriate. All General Membership meetings shall be held at a place within or adjacent to the Association boundary area that is open and accessible to the public.

SECTION 2. ANNUAL GENERAL MEETING.

The annual meeting of the members shall be held in November of each year on a date designated by the Board of Directors. Failure to hold the annual meeting at the designated time shall not work as a forfeiture or dissolution of the Association.

If the Board of Directors fails to call the annual meeting at the designated time, any member may make a demand that the meeting be held within a reasonable time. The demand must be in writing sent by registered mail or electronic means directed to the Association's office as described in the resolution. Thereafter, if the annual meeting is not called within sixty (60) days after such demand, any member may compel the holding of the annual meeting by legal action directed against the Board.

SECTION 3. REGULAR MEETINGS.

Regular meetings of the general membership shall be held bi-monthly on the 2nd Thursday of said month and at the time designated by the Board of Directors. Regular meetings shall be suspended during the summer months of June, July and August. The Association Board of Directors may call Special Meetings under Article III Sec. 5. It shall be the duty of each Board member to erect meeting yard signage announcing upcoming meetings. Association members are welcome to attend all regular meetings of the Association.

SECTION 4. EXECUTIVE MEETINGS.

Executive meetings of the Board of Directors shall be held each month at the time designated by the Board of Directors and established annually in the Standing Rules document. The Board of Directors shall establish the agenda for general membership meetings and distribute the agenda via posting of meeting announcement. All discussion items on the agenda are subject to be voted upon at the general membership meeting whether a vote is scheduled or not. Members may request additions to the agenda at any time and the Board shall address those requests in a timely fashion. Association members may speak at the beginning of the meeting of the Board of Directors, then said meeting will be in closed session thereafter.

A. Quorum - At any executive board meeting, five board members shall constitute a quorum, but a smaller number may, from a lack of a quorum, adjourn the meeting to a future day and hour. A quorum must be present at any executive meeting for a vote to be taken. Written notice of such adjournment shall be given by the corresponding secretary. At any executive meeting all members shall be entitled to take part and vote in person. All voting shall be by show of hands, unless the president requests or a demand is made for a written ballot by any officer.

SECTION 5. SPECIAL MEETINGS.

Special Meetings of the members may be called by the President, a majority of the Board of Directors or ten (10%) percent of all members of the Association as of the date the notice is sent calling such a special meeting. If the special meeting is for the purpose of modifying, altering, repealing, or amending these bylaws, it may be called by thirty percent (30%) of the members making a written application therefore to the corresponding secretary. The corresponding secretary shall give at least seven days' notice of the time and place of all meetings and the purpose of the meeting if it is a special meeting. Any members present at the meetings may vote on any matters before the Board. Such voting must only be done by persons in attendance at the meeting. No proxy voting is allowed. If the purpose of the Special Meeting is to modify, alter, repeal or amend these bylaws, then the Corresponding Secretary must provide 30 days notice of the meeting, along with the proposed changes to the bylaws.

Notice must be given, in all applicable locations, specifically: the Association's official newsletter, on the Association's official website, and other electronic means, to include NextDoor App. and email notice.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Association, with postage prepaid.

SECTION 6. NOTICE OF SPECIAL MEETINGS - WAIVER.

A written waiver of notice of a meeting signed by a member before or after the time of the meeting shall be equivalent to receipt of such notice. Attendance by a member at the members meeting shall constitute a waiver of notice of such meeting of which he/she has not received notice, except where attendance at the meeting is for the purpose of objecting to the meeting as not being lawfully called or convened.

SECTION 7. VOTING AT MEETINGS.

Each household is entitled to one (1) vote provided its membership dues for the calendar year have been received by the Association. A member's dues must be paid before the meeting is called to order at a regular meeting, special meeting or Annual General Meeting in order to vote at the meeting, per Article I, Section 2.

SECTION 8. MAJORITY VOTE.

An affirmative vote of a majority of the members present at a duly called special, regular or annual meeting shall be the act of the members. Voting will follow Robert's Rules of Order unless otherwise specified in the Riverside Civic Association bylaws.

- A. Voting -- Voting shall be done by balloting or show of hands via a Board-approved voter verification process and all votes must be counted and recorded. Each member household is entitled to one (1) vote only.

SECTION 9. ELECTION OF OFFICERS AND DIRECTORS.

- A. Nomination of Officers -Officer nominating procedure shall be as follows: Any resident seeking consideration for Board of Director office of the Association must submit application for candidacy to Board of Directors via email or letter to Association a minimum of 30 days prior to election at November Annual Meeting. Said application must include the name of the nominee, address, email and brief narrative why the applicant wishes to serve on the Board of Directors. Provided the applicant verifies residency within the Association boundaries and is current on membership dues, the candidate's name shall be submitted for consideration for candidacy at the General Meeting of the nomination and/or date of officer vote. If a nominee is found not to meet the qualifications as set forth by the bylaws of the Association, said nominee shall be removed from consideration to the office.
- B. The Association is a not-for-profit 501c3 entity. No Officer or Director shall solicit business, utilize Association assets, nor accept any monetary payments or donations or in-kind contributions on behalf of the Association for personal use or gain.
- C. Non-Partisan and Non-Political Organization - The Association is a non- partisan and non-political organization. The Association shall not endorse any political party or individual political candidate for political office. Use of The Association logo, letterhead, email, Facebook or social media page for support for or opposition to any political party or political candidate is strictly prohibited. Violation of these prohibitions is grounds for immediate removal from the Association board and disqualification for candidates seeking The Association officer positions, with no refunds of any dues paid.
- D. Candidates for Officer Positions - Officers of the Association must be current members of the Association and physically reside within the boundaries of the Association to be voted in as an incoming Board Member.
- E. Voting Process - At the annual meeting, member households shall be issued one (1) ballot for officer elections. The ballots shall contain the lists of candidates for open positions.

Members may vote for candidates to fill the maximum number of open positions, or fewer. Ballots reflecting votes exceeding the maximum open positions shall not be counted. Winners shall be chosen individually based on the highest number of votes he/she received. In case of tie when there are more candidates than open positions, a run-off vote shall be immediately taken until winners are determined.

SECTION 10. PROXY VOTING PROHIBITED.

Members shall have the authority to vote only in person at duly convened meetings, and voting by proxy is prohibited.

SECTION 11. CUMULATIVE VOTING.

No member shall have the right to cumulate his/her votes for any election or any other voting purpose.

SECTION 12. PARLIAMENTARY PROCEDURE.

Meetings shall be conducted according to the rules contained in the current edition of Robert's Rules of Order, Newly Revised to the extent to which such rules are applicable and are not inconsistent with or contradict the Association bylaws, articles of Association or other special rules which the Association may adopt.

ARTICLE IV OFFICERS

SECTION 1. OFFICERS.

The affairs of the Association shall be managed by the Board of Directors. The officers of the Association shall consist of a President, Vice President, Treasurer, Secretary, Parliamentarian, Membership/Communications Director, all of whom must be members of the Board of Directors. Such other officers, assistant officers and agents may be appointed as may be deemed necessary by the Board of Directors, but such other officers, assistant officers and agents shall not be directors. No person shall hold two offices at the same time.

SECTION 2. ELECTION OF OFFICERS.

Officers shall be elected by the members at the annual November meeting of members and shall hold office for a one-year term and until their successors are duly elected and take office.

SECTION 3. VACANCIES.

Whenever any vacancies shall occur in any Officer position by death, resignation, removal, or otherwise, the same shall be filled by the Board at a regular Board meeting or a special meeting duly called for that purpose, and the Officer so appointed shall hold office for the remainder of the term of his/her predecessor and until his/her successor is chosen and qualified or until the Annual November Meeting. Candidates for Officer positions must be current Board of Directors members.

SECTION 4. OFFICER DUTIES.

A. President - It shall be the duty of the President to preside at all meetings of the Association; to enforce

the Bylaws; to preserve order and decorum; to encourage all officers and members of committees to perform their duties; to sign all official documents together with the Secretary; to be an ex-officio member of all committees and to, in concert with the Vice President, decide all questions on procedure and order. The president shall sign all written contracts and obligations of the Association after such contracts and obligations have been adopted at a regular meeting of the members or the Board of Directors and he/she shall perform such other duties as the Board of Directors may prescribe. The president shall, after consulting and approval of the Association's Board of Directors, engage and partner with other civic clubs and associations in our area and attend super-neighborhood meetings and other similar meetings/events in an effort to further Association goals and objectives.

- B. Vice President - It shall be the duty of the Vice President to aid the President in the performance of his/her duties, and in the absence of the President to act in his/her stead, and to perform such other duties as the Bylaws or the Board of Directors may prescribe. To further establish connections with other organizations and individuals in an effort to further the Association goals, after consulting and approval of the Board of Directors. The Vice President oversees all committees, collects all committee reports and is the link between the committee chairs and the Board of Directors.
- C. Secretary - It shall be the duty of the Secretary to attend all meetings of the members and Board of Directors and to keep a complete record of the proceedings of such meetings; to keep, or cause to be kept, like records of all standing committees appointed by the Board of Directors when required; and to perform such other duties as the Bylaws or the Board of Directors may prescribe. The Secretary shall also take minutes at all regular, special and annual meetings publicly available for review by the members. The Secretary shall prepare the prior meetings' minutes for distribution with the next meeting's agenda.
- D. Treasurer - It shall be the duty of the Treasurer to keep correct and complete records of the Association's financial account showing accurately at all times the financial condition of the Association, to receive all vouchers and invoices for payment and, make all payments and reconcile the accounts, and to keep such bank account in the name of the Association and to prepare all checks for two signatures of either the Treasurer, President or Vice-President.
- i. Check Signing Authority - All checks of the Association shall bear the signature of any TWO of the following officers: Treasurer, President, or Vice-President.
 - ii. For the convenience of conducting routine business affairs, the Association may secure two Association credit/debit cards linked exclusively to the Association's official banking account. The cards shall remain in the possession of the Treasurer, President and/or Vice President. The Association may not for any purpose make an application or open a credit card account not associated with the official bank account or any other financial institution.
 - iii. The treasurer shall present a financial report at each meeting and be responsible for timely IRS tax filing.
 - iv. The Association's Paypal account shall be managed by TWO of the following officers: Treasurer, President, or Vice-President.
 - v. Audits - An annual audit of the books and records of the Association may be made by a three-member committee appointed by the Board of Directors. The Committee shall not include the

President, Vice-President or the Treasurer.

- E. Parliamentarian - The Parliamentarian is an expert in Robert's Rules of Order and the proper procedures for the conduct of meetings of deliberative assemblies. The Parliamentarian will assist with the formal procedures and rules of order at meetings and the planning and conducting of elections. He/she also will be in charge of the bylaw changes, amendments and revisions procedure. The
- F. Membership/Communications Director hereinafter MCD - The MCD will be in charge of sign-in sheets during events and meetings and will provide copies to the Secretary immediately after general Association assemblies. The MCD creates and updates information to current members and prospective members in coordination with the Secretary. The MCD provides a bi-annual membership update, maintains and manages a spreadsheet with all current members contact information along with the Secretary. The MCD will be in charge of managing Association communications, including meeting notices, meeting details and other pertinent information, on social media accounts, but not limited to Association's website, email, Nextdoor, Facebook and Instagram accounts.
- G. BOARD OF DIRECTOR – Granting of Additional Authority

The President, Vice-President, Secretary & Treasurer are authorized and shall each equally share administrative authority of Association social media accounts including, but not limited to the Association's website, email, Nextdoor, Facebook and Instagram accounts. Association username and passwords of Association's website, email, Nextdoor, Facebook and Instagram accounts shall be shared with the Board of Directors.

- I. BOARD OF DIRECTOR - Limiting Authority

The Board of Directors shall not unilaterally publish, post or otherwise disseminate letters, meeting notes, announcements under the name of the Association without Board approval. Board approval may be garnered via majority affirmations on group communications of all Board members. Board of Directors are prohibited from publicly sharing information from the Board of Directors meetings, which are closed sessions. No Board member shall create any account bearing the Association's name without prior board approval.

A director shall not respond to media inquiries, participate in media interviews or offer any background information to any media entity under the name of the Association without Board approval.

SECTION 5. REMOVAL OF OFFICERS.

If an officer is absent from three consecutive regularly scheduled board meetings without first notifying the President of the absence that officer may be removed from office by the Board of Directors, subject to the following processes.

The board President and the Officer with three consecutive unexcused absences shall discuss the board

attendance expectations and determine if the officer can continue in the role.

If no agreement is reached, the board President may recommend the removal of the officer with three consecutive unexcused absences to the board and schedule a vote on the removal recommendation during a regularly scheduled meeting.

An Officer may be removed from office for willful disregard and violation of the Association's Bylaws. Should an Officer violate the Association's Bylaws, a recorded Special Meeting shall be convened to address infractions with the offending Officer. Should the Officer continue to act in willful disregard of Bylaws, a Special Meeting of the Association Board of Directors shall be called to vote on removal of the Officer. Removal shall be authorized upon majority vote of the Board of Directors.

The Officer who is the subject of the removal vote will be notified by phone call, email and letter of the date, time and location of the removal vote during a regularly scheduled meeting and encouraged to attend the meeting and participate in the vote.

An Officer can be removed by a majority vote of the Board at a regularly scheduled meeting, not including the officer that is the subject of the vote.

Resignations and/or removals shall be noted in the minutes of the Board of Directors and reported to the General Membership at the meeting immediately following such actions.

Any vacancies on the Board of Directors either due to removal, resignation or any other reason shall be filled by a member voted on by the current Board of Directors. The appointed officer shall serve the remainder of the original term of the officer he or she is replacing.

Officers can call-in for one meeting per calendar year if unable to attend in person. Any vacancies on the Board of Directors either due to removal, resignation or any other reason shall be filled by a replacement voted on by majority of the current Board of Directors. The replacement officer shall serve the remainder of the original term of the officer he/she is replacing.

SECTION 6. LOANS AND DISTRIBUTIONS.

No loans shall be made by the Association to its officers or directors. Any officer or director who participates in any such loan shall be jointly and severally liable to the Association for the amount of the loan.

All directors who vote for the wrongful distribution of assets shall be jointly and severally liable to the Association for the value of the assets distributed until repaid.

Any director at a meeting of the board at which such action was taken shall be presumed to have assented to the action unless his/her dissent is recorded in the minutes, or unless he/she shall file his/her written dissent with the person acting as the Secretary before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Association immediately after the meeting. Any director voting in favor of an action cannot, later register such a right to dissent.

A director will not be liable under this Article if he/she exercises ordinary care and relied in good faith upon written financial statements of the Association presented by the President or the Treasurer. A director will not be liable if he/she exercises ordinary care and acts in good faith upon the written opinion of an attorney for the Association.

SECTION 7. COMMITTEES.

The Board of Directors shall annually review the challenges, desires, and issues facing the community and assign committees to specifically deal with such issues. These committees may be renewed annually by a resolution of the board or discontinued as their need is satisfied to the taste of the Association. All committees shall report to the Vice-President and the Vice-President shall make every effort to attend as many committee meetings as possible. Board members may serve as committee leads.

A. Standing Committees – There may be the following standing committees: Beautification, Programs & Events, Safety/Crime, Community Outreach.

B. Authority of Committees – Each of the committees shall have and exercise the authority granted to it by the Board of Directors in the operation of the Association except that no such committee shall have the authority of the Board of Directors.

SECTION 8. CONFIDENTIAL INFORMATION.

Respecting the privacy of our residents, donors, members, and volunteers of the Riverside Civic Association itself is a basic value of the Riverside Civic Association. Personal and financial information is confidential and should not be disclosed or discussed with anyone without permission or authorization from the Board of Directors. Care shall also be taken to ensure that unauthorized individuals do not overhear any discussion of confidential information and that documents containing confidential information are not left in the open or inadvertently shared.

Volunteers and board members of the Riverside Civic Association may be exposed to information, which is confidential and/or privileged and proprietary in nature. It is the policy of the Riverside Civic Association that such information must be kept confidential both during and after service. Board members and volunteers are expected to return materials containing privileged or confidential information at the time of expiration of service. Personal information may only be used for the purposes agreed by the Board of Directors. Marketing by means of unsolicited e-mail is prohibited. Personal information may only be retained for as long as determined by the Board of Directors. The Association member list shall not be shared with any entity.

Unauthorized disclosure of confidential or privileged information is a serious violation of this policy and will subject the person(s) who made the unauthorized disclosure to removal/ dismissal.

ARTICLE V AMENDMENTS

SECTION 1. BY MEMBERS.

The Bylaws of the Association may be amended by the affirmative vote of majority of the eligible voting members attending at duly called special or regular meetings and upon 30 days notice of the vote for an amendment.

SECTION 2. DELEGATION OF AUTHORITY TO BOARD.

The power to alter or amend the Bylaws shall be vested in the Board of Directors by a vote of the majority of the eligible members present at a meeting duly called for such purpose.

CERTIFICATE

I hereby certify that the attached represents a true and correct copy of the Bylaws of the RIVERSIDE CIVIC ASSOCIATION, a 501c3 non-profit organization, as of October 13, 2022, and as amended from time to time.

At its meeting held on October 13, 2022, the Board of Directors of the Riverside Civic Association voted in favor of adopting these Bylaws as indicated in the pages herein and presented the Bylaws for a vote by the general membership.

At the General Membership meeting of the Riverside Civic Association on October 13, 2022, at least two-thirds of the persons present voted to adopt these Bylaws as indicated in the pages herein.

Certified by: Sharon Evans-Brooks
Vice-President
October 13, 2022

