

**AMENDED AND RESTATED
BY-LAWS
OF THE
PROCTOR PLAZA CIVIC CLUB, INC.
~~PROCTOR PLAZA NEIGHBORHOOD ASSOCIATION, INC.~~**

Comment: Our attorney recommends we use our Official Name, not our Assumed Name.

**ARTICLE I
NAME**

The name of this organization is the ~~PROCTOR PLAZA NEIGHBORHOOD ASSOCIATION, INC.~~ **PROCTOR PLAZA CIVIC CLUB, INC.**

**ARTICLE II
OBJECTIVES**

The objective of this organization is to promote the civic and social welfare and well-being of the neighborhood; to promote civic betterment and social well-being of all residents in the neighborhood; to encourage the prevention and suppression of crime in the community; to disseminate facts relating to the improvement and promotion of this vicinity; to preserve the residential character and integrity of the neighborhood.

**ARTICLE III
POLICIES**

Section 1

This organization shall be non-commercial, non-sectarian and non-political. No commercial enterprises nor any candidate shall be endorsed by this corporation. Neither shall the name of the corporation nor the name of any of its officers in their official capacity be used in any connection with a commercial concern or with any political interest.

Section 2

This corporation shall cooperate with other organizations in promoting civic improvements in this community.

**ARTICLE IV
MEMBERSHIP & DUES**

Section 1

Comment: The amendment proposed here is to restrict membership to owners of property and residents of our neighborhood only, and not to keep it open to any citizen within the COH, again at the recommendation of our attorney.

Any reputable adult citizen *who is an owner of property or a resident within the area described in the Articles of Incorporation of Proctor Plaza Civic Club, Inc. and who is residing in the in the City of Houston* interested in the objectives of the corporation shall be eligible for membership and voting privileges *upon with* the payment of an amount to be determined from year to year *by the Executive Committee*, ~~by a~~

~~majority vote of a quorum of the members.~~ Dues for the current term must be paid at least thirty (30) days prior to any election of officers to qualify as a voting member in said election.

Section 2

Any reputable business interested in the betterment of the neighborhood, the objectives of the corporation and located within the area bounded by Studewood Street, North Main Street and Pecore Street or located on a portion of these streets that are boundaries, shall be eligible for membership and voting privileges (one vote per business, ~~to be monitored~~) *upon approval and payment of dues.* ~~approval of their~~ *The admission of a business member must be approved* by a majority vote of the Executive Committee ~~and payment of dues.~~ Business dues will be determined from year to year, *by the Executive Committee.* ~~a majority vote of a quorum of members.~~

ARTICLE V OFFICERS & ELECTIONS

Section 1

The officers of this corporation shall be a President, First Vice-President, Second Vice-President, Secretary, Treasurer, Historian, Crime Watch Officer and Parliamentarian.

Section 2

~~All elected officers shall serve not more than two (2) elected terms consecutively in each office.~~ No member *of the Executive Committee* shall hold more than one office at a time. In the event of death, disability or resignation *of one of the members of the Executive Committee*, an election shall be held at the first available *general* meeting in order to fill the vacancy.

Section 3

Comment: the amendment proposed here relaxes the requirement that Board members need to be property owners, and allows residents to also serve.

The Executive Committee shall consist of the officers of the organization and two (2) members elected at large from the members of the corporation. The officers of the organization shall be owners ~~of and residents of property~~ *of property or residents* within the area described in the Articles of Incorporation of the corporation.

Section 4

All elected officers and committee members shall be elected at the October meeting of the corporation and shall be installed under ORDER OF BUSINESS (NEW) at the November meeting.

Section 5

The Executive Committee shall appoint a Nominating Committee, in August of each year. ~~, consisting of five (5) members.~~ The Nominating Committee shall present their nominations to the membership at the following September general meeting. Officers shall be elected by a majority vote of the members present by secret ballot at each October general meeting, unless *such vote by secret ballot is* waived by a majority vote of the members present. *Nominations from the floor may be made at the October general meeting.*

ARTICLE VI DUTIES OF OFFICERS

Section 1

The President shall preside at all meetings of the corporation and shall be an ex-officio member of all committees, except the Nominating Committee. The President shall call together the Executive Committee, may appoint standing committees and shall delegate to the Vice-Presidents certain administrative duties.

Section 2

The First Vice-President shall preside at meetings in the absence of the President and shall represent the President, upon request, and perform any other duties delegated to him by the President. The First Vice-President shall be responsible for collecting annual membership dues and maintaining the membership rolls of the organization.

Section 3

The Second Vice-President shall preside at meetings in the absence of the President and First Vice-President, shall represent the President, upon request, and perform any other duties delegated to him by the President. The Second Vice-President shall be responsible for obtaining copies of necessary documents involving activities requiring approval from the ~~Architectural Control~~ *Deed Restriction* Committee and for furnishing the appropriate property owner with the Committee's response and oversee the deed restriction enforcement activities in the neighborhood.

Section 4

The Secretary shall keep accurate records of all meetings of the Corporation and Executive Committee and turn over the Minutes ~~Books~~ to the Executive Committee at the last general meeting in October. The Secretary shall also be responsible for the general correspondence of the corporation.

Section 5

The Treasurer shall be the authorized custodian of the funds of the Corporation, shall keep a record of receipts and expenditures and give a monthly oral report at the general meetings. The Treasurer shall provide, for inspection to all members, an annual report, recording the receipts and expenditures for the corporation's fiscal year (November 1 through October 31) at the November general meeting. Checks for payment will require the signature of two (2) officers of the corporation. No expenditure over \$150 shall be made until *approved* ~~authorization~~ by a majority vote of the members *who are eligible to vote* present at any general or specially called meeting *of the members*. ~~corporation has been received~~. The Treasurer shall prepare an annual operating budget which shall be presented to the membership for approval and subsequently turned over to the Executive Committee at the last general meeting in October.

Section 6

The Crime Watch Officer shall act as a liaison between the organization and the Houston Police Department and/or any other neighborhood crime prevention efforts, collect and present current crime statistics relating to the increase/decrease of crime in this neighborhood.

Section 7

The Historian shall be responsible for acquiring, maintaining and storing the permanent records of the organization for each fiscal year. The Executive Committee shall deliver the Secretary's Minutes ~~books~~, the Treasurer's account books and any other records involving the operation of the organization that were surrendered to the Executive Committee at the last general meeting in October.

Section 8

The Executive Committee shall transact necessary business between regular meeting and such other business as might be referred to it by the members; shall organize a plan of work for the corporation; and shall present a report at the regular general meetings.

Section 9

The President may appoint chairpersons for such ad hoc committees as approved by a majority vote of the Executive Committee.

Section 10

The officers of the organization shall act as the directors of the organization for the purposes of performing corporate acts.

ARTICLE VII INDEMNIFICATION OF OFFICERS

Officers of the corporation shall be indemnified for acts within (1) the course and ~~scope~~ *scope* of the officer's duties; and (2) in the furtherance of the goals and objectives of the organization; however, any indemnification must be in accordance with the *Business Organizations Code or its successor statute(s)*. ~~Non-Profit Corporation Act.~~

ARTICLE VIII ORDER

Comment: the amendments proposed here relax the specification of general meeting times and venues, but more importantly defines what a quorum means for different types of meetings.

Regular general meetings *of the members* shall be held *monthly*, ~~the last Tuesday of each month~~, except December, at *a date, time and location to be determined by the Executive Committee*. ~~the PROCTOR PLAZA PARK building at 6:30 p.m.~~ Due to security or safety reasons the Executive committee can elect to hold meetings at a temporary alternate location. Other *Special* meetings *of the members* may be called by the President or the Executive Committee, as may be deemed necessary. ~~Seven (7) members shall constitute a quorum.~~ *Six (6) members of the Executive Committee shall constitute a quorum for an Executive Committee meeting. Twelve (12) members shall constitute a quorum for general or special meetings of the members. For special committee meetings, a majority of committee members shall constitute a quorum.*

ARTICLE IX ORDER OF BUSINESS

The following order of business is suggested:

- Meeting called to order.

- Pledge of allegiance.
- Moment of silence.
- Roll call of officers.
- Reading & adopting of the Minutes and Treasurer's Report.
- Committee Reports & Announcements.
- Old Business.
- New Business.
- Closing/adjournment

ARTICLE X AMENDMENTS

The By-Laws may be amended at any time at any regular general or specially called meeting when deemed advisable by the Executive Committee or members.

ARTICLE XI RULES OF ORDER

The amendment proposed here generalizes how our By-Laws are to be governed.

All questions not covered by these By-Laws shall be governed by *standard parliamentary procedure, which may include* ROBERT'S RULES OF ORDER, as interpreted by the Parliamentarian.

These Amended and Restated By-Laws of the Proctor Plaza Civic Club, Inc., were approved by at least a majority of the eligible members present at the _____, 2010 general meeting.