

BYLAWS OF  
CRESCENT SHORES CIVIC CLUB, INC.

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BYLAWS OF  
CRESCENT SHORES CIVIC CLUB, INC.  
A NON-PROFIT CORPORATION

ARTICLE I

OFFICES

1.1 Principal Office. The principal office of the corporation in the State of Texas shall be located in Crescent Shores Subdivision, in Polk County, Texas.

1.2 Other Offices. The corporation may have such other offices, either within or without the County of Polk, State of Texas, as the board of directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE II

MEMBERSHIP

2.1 Member: All persons, firms or other entities who are owners of lots in Crescent Shores Subdivision in Polk County, Texas, shall be members of the corporation.

2.2 Dues: All members who are current in payment of the maintenance charges as set forth in the Protective Covenants of Crescent Shores Subdivision, as recorded in Volume 217, Pages 445 of the Deed Records of Polk County, Texas, or any amendment, extension or continuation thereof, shall be members in good standing and entitled to all privileges thereof. The board of directors may from time to time, prescribe additional dues as it may deem necessary.

2.3 Voting Rights: Each member in good standing shall be entitled to cast as many votes as that member shall own lots, or fractional parts thereof, in Crescent Shores Subdivision. In no event shall there be more than one (1) vote per lot. In the event there are multiple owners of any lot or lots, those owners shall designate to the secretary of the corporation one such member/owner to cast the vote(s) for such lot or lots.

2.4 Suspension: A member's rights and privileges shall be suspended upon failure to pay the required maintenance charge, if such delinquency shall continue for a period of sixty (60) days from the date such charge is due. Such suspension of privileges shall be automatic, and without any notice to the member.

2.5 Transfer of Membership: Membership in the corporation is not transferable, as such, but shall follow transfers of ownership of the lot(s) in Crescent Shores Subdivision. However, no such transfer shall be effective until the secretary of the corporation is notified in writing.

### ARTICLE III

#### MEETINGS OF MEMBERS

3.1 Annual Meeting. Meetings of the members shall be held on the first Sunday in October and March in each year, at the hour of 2:00 o'clock p.m., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Texas, such meeting shall be held on the following Sunday. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

3.2 Special Meetings. Special meetings of the members may be called by the president, the board of directors, or not less than one-tenth (1/10) of the members having voting rights, in good standing.

3.3 Place of Meeting. The board of directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If all of the members shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

3.4 Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at

the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

3.5 Informal Action by Members. Any action required by law to be taken at the meeting of the members, or any action that may be taken at the meeting of members, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

3.6 Quorum. The members holding ten per cent (10%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

3.7 Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

3.8 Voting by Mail. Where directors or officers are to be elected by members, such election may be conducted by mail in such manner as the board of directors shall determine.

3.9 Voting List. The secretary of the corporation shall make, at least ten (10) days prior to each meeting of members, a complete list of the members in good standing entitled to vote at such meeting or any adjournment thereof, which list, for a period of ten (10) days shall be kept on file at the office of the corporation and shall be subject to inspection by any member at all reasonable times. Such list shall also be produced and kept open at the time and place of the members' meeting. Failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

#### ARTICLE IV

#### BOARD OF DIRECTORS

4.1 General Powers. The affairs of the corporation shall be managed by its board of directors. Directors must be members of the corporation.

4.2 Number, Tenure, and Qualifications. The number of directors shall be four (4), to be elected at the meeting of members held in October of each year. Each director shall hold office until the next annual meeting of members in October of each year, and until his successors shall have been elected and qualified.

4.3 Regular Meetings. A regular meeting of the board of directors shall be held without other notice than this bylaw, immediately after, and at the same place, as the meetings of members. The board of directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the board without other notice than such resolution.

4.4 Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the state, as the place for holding any special meeting of the board called by them.

4.5 Notice. Notice of any special meeting of the board of directors shall be given at least three (3) days previously thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

4.6 Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

4.7 Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

4.8 Vacancies. Any vacancy occurring in the board of directors shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at a regular meeting or at a special meeting of members called for that purpose.

4.9 Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors any director may be indemnified for expenses and costs, including attorneys' fees, actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such director, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

4.10 Increase or Decrease in Number. The number of directors may be increased or decreased from time to time by amendment to these bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at the next regular meeting of members.

4.11 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the board of directors or any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the board of directors or committee, as the case may be.

## ARTICLE V

### OFFICERS

5.1 Officers. The officers of the corporation shall be a president, one or more vice-presidents (the number thereof to be determined by the board of directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

5.2 Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the regular meeting of the board

of directors held in October of each year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified.

5.3 Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

5.4 Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

5.5 President. The president shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the board of directors. He may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments that the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and, in general, he shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

5.6 Vice-President. In the absence of the president or in event of his inability or refusal to act, the vice-presidents in the order of their election shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions on the president. Any vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

5.7 Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositaries as shall be selected by the board of directors; and, in general, perform all the duties incident to the office of treasurer and such other duties



as from time to time may be assigned to him by the president or by the board of directors.

5.8 Secretary. The secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

5.9 Assistant Treasurers and Assistant Secretaries. If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the board of directors.

## ARTICLE VI

### COMMITTEES

6.1 Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed on it or him by law. A committee duly designated may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee, including the functions of both president and secretary.

6.2 Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any

member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

6.3 Term of Office. Each member of a committee shall continue as such until the next meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

6.4 Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

6.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.6 Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.7 Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

## ARTICLE VII

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.1 Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

7.2 Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the corporation.

7.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

7.4 Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the corporation.

7.5 Approval of Expenditures. Any expenditure of funds in excess of One Hundred Dollars (\$100) shall first be approved by a majority of a quorum of members at any regular or special meeting of members.

## ARTICLE VIII

### CERTIFICATES OF MEMBERSHIP

8.1 Certificate of Membership. The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the board. Such certificates shall be signed by the president or a vice-president and by the secretary or an assistant secretary and shall be sealed with the seal of the corporation. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor on such terms and conditions as the board of directors may determine.

8.2 Issuance of Certificates. When a member has qualified for membership and has paid any fees and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the secretary, if the board of directors shall have provided for the issuance of certificates of membership under the provisions of paragraph 8.1 of this Article VIII.

## ARTICLE IX

### MISCELLANEOUS

9.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All

books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

9.2 Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

9.3 Corporate Seal. The board of directors shall provide a corporate seal, in such form as the board of directors may adopt from time to time.

9.4 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

9.5 Election Judge. At least<sup>\*</sup> fourteen (14) days prior to any regular or special meeting of the members, the president shall appoint a member to serve as an Election Judge at such meeting. The Election Judge shall distribute, receive and tally all ballots cast in person or by proxy, in any election or vote held at such meeting.

## ARTICLE X

### AMENDMENTS

10.1 Power of Members to Amend Bylaws. The bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by the vote of a majority of a quorum at a meeting duly called for the purpose according to the articles or bylaws. The text of any proposed amendment to the bylaws shall be mailed to all members in good standing, at their last address according to the corporate records, at least fifteen (15) days prior to the regular or special meeting at which such amendment shall be voted upon.

I do hereby certify that the above and foregoing is a true and correct copy of the Bylaws of Crescent Shores Civic Club, Inc., duly adopted by a vote of the membership and board of directors at a regular meeting of same held on March 1, 1981.

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HUGH GRAHAM, Secretary

ATTEST:

\_\_\_\_\_  
G. A. ROGERS, President