



*SPRING SHADOWS  
CIVIC ASSOCIATION:*

*1995 BYLAWS  
& EXHIBIT A  
TO THE BYLAWS (2009)*

<https://www.springshadows.org>

# **1995 BYLAWS OF SPRING SHADOWS CIVIC ASSOCIATION (A TEXAS NON-PROFIT CORPORATION)**

## Contents

ARTICLE I - GENERAL.....	3
Section 1.1 - Purpose of the Corporation .....	3
Section 1.2 - Definitions.....	3
Section 1.3 - Member Voting Rights and Limitations .....	4
Section 1.4 - Member Meetings.....	5
ARTICLE II - BOARD OF DIRECTORS.....	6
Section 2.1 - Directors Number, Term, and Qualification.....	6
Section 2.2 - Election and Replacement of Directors .....	7
Section 2.3 - Meetings of Directors .....	8
Section 2.4 - Compensation .....	9
Section 2.5 - Executive Committee .....	9
Section 2.6 - Conflict of Interest .....	9
ARTICLE III - OFFICERS.....	10
Section 3.1 - Number, Positions, and Term .....	10
Section 3.2 - Removal of Officers.....	10
Section 3.3 - Officer Vacancies .....	10
Section 3.4 - Duties of President .....	10
Section 3.5 - Duties of Executive Vice President .....	11
Section 3.6 - Duties of Vice President.....	11
Section 3.7 - Duties of Treasurer .....	12
Section 3.8 - Duties of Secretary .....	12
Section 3.9 - Bond.....	13
ARTICLE IV - INDEMNIFICATION .....	13
ARTICLE V - MISCELLANEOUS PROVISIONS.....	14
Section 5.1 - Office Location.....	14
Section 5.2 - Fiscal Year.....	14
Section 5.3 - Seal .....	14
Section 5.4 - Waiver of Notice.....	14
Section 5.5 - Director Resignations.....	15
Section 5.6 - Expenditures of Budgeted Amounts.....	15
Section 5.7 - Long Term Debt .....	15
ARTICLE VI - AMENDMENT OF BYLAWS.....	15

Section 6.1 - Proposal to Amend Bylaws.....	15
Section 6.2 - Approval of Amendment.....	16
Article VII.....	16
Section 7.1 - General Rule.....	16
Section 7.2 - Special Rules.....	16
ARTICLE VIII - COMMITTEES.....	17
Section 8.1 - General Provisions.....	17
Section 8.2 - Standing Committees.....	18
Section 8.3 - Standing or Ad-hoc Committees.....	19
Section 8.4 - Committee Meetings.....	19
Section 8.5 - Monitor Responsibilities.....	19
ARTICLE IX - OTHER PROVISIONS.....	20
Section 9.1 - Effective Date.....	20
Section 9.2 - Headings.....	20
SUPPLEMENTAL NOTICE OF DEDICATORY INSTRUMENT for SPRING SHADOWS CIVIC ASSOCIATION.....	21
Exhibit A Director Positions – Spring Shadows Sections.....	23

# ARTICLE I- GENERAL

## Section 1.1- Purpose of the Corporation

The Spring Shadows Civic Association (hereinafter referred to as the "Association") is a Texas non-profit corporation organized to exercise, promote, and protect interests and privileges of the residents of Spring Shadows Subdivision, Houston, Harris County, Texas (hereinafter referred to as "Spring Shadows") ; to foster a healthy interest in the civic affairs of the community; to develop good citizenship; to establish a feeling of mutual pride and unity among the residents of Spring Shadows itself; to inquire into civic abuses and to seek reformation thereof, especially with respect to those abuses affecting either the residents of Spring Shadows or Spring Shadows itself; and to enhance and maintain the value and aesthetic qualities of properties located within Spring Shadows.

It shall not be one of the purposes of the Association to provide security to the residents of Spring Shadows and neither the Association, its Board, nor its officers or Directors shall in any way be considered insurers or guarantors of security within Spring Shadows (that being the responsibility of each resident of Spring Shadows) and shall not be held liable for any loss or damage by reason or alleged failure to provide adequate security or ineffectiveness of security measures undertaken, if any. Notwithstanding this, from time to time the Association may, as provided in the Amended Deed Restrictions each owner accepted upon purchase of the property, use portions of the annual assessments to engage patrol services to be available at various times to assist Spring Shadows residents in maintaining their own security.

## Section 1.2- Definitions

For the purposes of these Bylaws, the following definitions shall be applicable:

- A) Articles of Incorporation - The Articles of Incorporation of the Association on file with the Secretary of State of Texas.
- B) Member - A Member is any owner of record of a property within Spring Shadows which are, or upon completion of improvements thereon shall be, subject to the maintenance fee assessments by the Association. No owner(s) shall have more than one Membership, regardless of the number of lots owned either singularly, by partnerships, or by any other ownership arrangement. Ownership of such properties shall be the sole qualification for Membership.
- C) Board of Directors; the Board - The Board of Directors is the group, constituted as prescribed in these Bylaws., which manages and controls the business, policies, and assets of the Association. As used in these Bylaws, the "Full Board" means all Directors currently serving on the Board.
- D) Chart of Authorities - The Chart of Authorities is a list prepared in table form and published from time to time, which summarizes the authorities delegated and policies adopted by the Board through resolutions. Such charts shall serve to communicate to all Members how the business of the Association is to be conducted. The latest Chart of Authority shall be made available to any Member upon request and shall be distributed annually to each Director, officer, and volunteer in order to maintain program continuity from year to year and to acquaint the newly elected leadership with the policies and authorities established applicable to their position.
- E) Deed Restrictions - Means the most recently adopted covenants and restrictions running with the lands situated in the Spring Shadows Subdivision and currently known as Spring Shadows Amended Deed Restrictions, or successor amendments.

- F) Director - A Director is a Member who has been qualified and elected or appointed to serve on the Board of the Association, excluding Protem Directors as set out by Section 7.2 E.
- G) General Meeting - Is the regularly scheduled Spring and Fall meetings of Members for the purpose of transacting business of the Association, except as otherwise provided by law or by these Bylaws.
- H) Residential Site - One or more contiguous lots within Springs Shadows upon which is erected one single family residence
- I) Section - A subdivision of Spring Shadows as shown on recorded plats (i.e., Section 1, Section 2, etc).
- J) Special Meeting - A meeting of members, other than a General Meeting, called for the purpose of "transacting only such business of the Association as may be indicated in the notice of such meeting.
- K) Spring Shadows – All of the separate sections of Spring Shadows, a subdivision in Harris County, Texas, including Sections 1-5 (inclusive) and Sections 7 thru 19 (inclusive), according to the maps or plats thereof recorded in the Map Records of Harris County, Texas.
- L) Voter - A Voter is a Member who is entitled to vote at General or Special meetings as defined by Section 1.3.

### Section 1.3- Member Voting Rights and Limitations

- A) Member Vote - Owners of a lot shall be entitled to cast two (2) votes on any matter which is brought to vote at any General Meeting or Special Meeting; provided however that the ownership of any additional lot or lots shall not entitle said owners to cast more than two (2) votes. When more than one (1) person owns an interest in any lot, the two (2) votes for said lot shall be exercised as the owners of said lot among themselves determine. A singular Member in attendance at a meeting of Members may cast the two (2) votes without proxy from a second owner.
- B) Membership Transfers With Lot - When a lot in Spring Shadows is sold, membership in the Association and the accompanying voting rights applicable to said lot will thereby be transferred from the selling Member(s) to the purchaser(s).
- C) Voter Eligibility - No Member shall be entitled to nominate, to make a motion, to second a motion, or to vote on matters affecting the business of the Association while said member is shown in records of the Association to be delinquent in payment of any maintenance fees or other assessments imposed by the Association applicable to the lot(s) owned, wholly or in part, by such Member. For the purpose of determining Voter qualification, a Member is delinquent in payment unless all fees and other assessments for the current year and all prior years have been paid by the date of the meeting at which the Member desires to participate in or vote on Association business.
- D) Proxy - Except as specifically called for in the Deed Restrictions (and the exercise of two (2) votes per membership as set forth in Section 1.3 A), 'the use of proxies in the conduct of any business at General and Special Meetings shall be allowed if such proxies are obtained on the official form prepared by the Association for that meeting which shall be mailed with the notice of the meeting. In order to be valid such proxies must be filed with the Association Office by 5:00 P.M. on the day of the applicable meeting or with Secretary of the Association at the meeting site at least 30 minutes prior to the starting time stated in the meeting notice. At the beginning of the General or Special Meeting, the Secretary shall report the number of proxy holders present, the number of proxies they hold for inclusion in the vote

count, and the number of individuals present that constitute the quorum. Proxies shall not count toward establishment of a quorum.

E) Proxy Ballot Form - Proxy Ballots shall be prepared by the Association which describes scheduled business to be voted on at General and Special Meetings of Members. Such proxy forms shall be made available to all Members at the Association Office at least 10 calendar days prior to the meeting.

#### Section 1.4- Member Meetings

A) General Meetings - There shall be two (2) General Meetings of Members annually scheduled by the Board of Directors, with one meeting to be held in the Spring and the other held in the Fall. The Fall meeting shall include the election of Directors.

B) Special Meetings - Special Meetings may be called at any time either (i) by a majority vote of Directors in attendance at a Board meeting at which a quorum is present, or (ii) by written petition of at least two (2) percent of the eligible votes of the Association as defined by Section 1.3.

C) Place and Time - Meetings of Members may be held at any time and place within Harris County, Texas, as designated and called by the Board of Directors. Meetings to be called because of a duly signed petition as stated in Section 1.4 B) (ii), shall be called by the Association and the Board of Directors shall arrange to cover the cost of notices and meeting facilities.

D) Notice of Members Meetings - With respect to each meeting of Members, written or printed notice thereof shall be delivered not less than ten (10) or more than sixty (60) days before the date of the meeting, either personally or by mail to each Voter. The notice shall state the place, day and hour of the Meeting. In the case of Special Meetings, the notice shall also state the purpose(s) for which the meeting is called.

E) Quorum - A Quorum for meetings of Members shall consist of two (2) percent of those votes eligible to be cast as defined by Section 1.3, except as otherwise required by law, Articles of Incorporation, or Deed Restrictions. The act of a majority of the Voters at any meeting at which a quorum is present shall be the act of the Members' meeting. If, however, a quorum shall not be present at any meeting of Members, the Voters present shall have the power to adjourn the meeting from time to time, with due notice thereof to be given to the membership, until a quorum shall be present.

F) Presiding Officer - Except as otherwise provided herein, the President of the Association shall preside at each meeting of Members; and the Secretary of the Association shall cause record of each meeting to be kept. In the absence of either such officer, his or her duties shall be performed by the Executive Vice President, the Vice President, other officer other than the Treasurer or Secretary, or some Voter elected by majority at the Meeting, in that order.

G) List of Voters - A complete list of qualified Voters for each meeting of Members shall be maintained and filed at a place designated by the Board of Directors. Said list shall be made available for inspection by any Member during such hours as designated by the Board of Directors not later than two (2) business days after the date notice is given of a meeting. Said list also shall be available at each meeting, for inspection by any member.

## ARTICLE II- BOARD OF DIRECTORS

### Section 2.1- Directors Number, Term, and Qualification

A) Management and Delegation The business, assets, committees, and officers of the Association shall be managed and controlled by the Board of Directors; and subject to the restrictions imposed by law, Articles of Incorporation, Deed Restrictions, or these Bylaws, the Board shall exercise all the powers of the Association. The Board may delegate such powers as it has, or rescind such delegation(s) from time to time, as it deems appropriate. These delegations shall be published in charts designating such authorities and distributed within the Association. Officers, Committee chairpersons, and Committees acting on behalf of the Association shall act in accordance with current policies and authority delegations approved by the Board of Directors. Notwithstanding the foregoing, the Board may only delegate any of its authority in the management of the Association to a committee composed of two or more members, a majority of which are Directors.

B) Section Representation - Each Section shall be represented by one or more Directors, the number being approximately equal to one Director for each fifty (50) and portion thereof Residential Sites. Directors for each Section shall be designated by positions (i.e., Position A, Position B, and so forth). Exhibit "A" lists the present Director positions for each Section.

C) Terms and Years of Election - Directors elected for a full term shall serve for a period of two (2) years. Directors from each Section shall serve staggered terms, as follows: Directors for Positions A, C, & E shall stand for election in odd-numbered years; and Directors for Positions B, D, and F shall stand for election in even-numbered years. Election of Directors shall be Section-wide; i.e., all voters within a Section shall be entitled to vote on any or all Directorships standing for election within the Section.

D) Qualification - Each Director, and any candidate therefore, must be a Voter and must reside in the Section from which he or she is elected.

E) Removal of Directors - A Director may be removed from office by:

(i) A majority vote of the Board of Directors if he or she fails to attend three (3) consecutive regular meetings of the Board of Directors, or attends less than half of the total of regular meetings of the Board, General Meetings, and Special Meetings of Members during any twelve (12) months, or is delinquent in the payment of any fee or assessment levied by the Association; or,

(ii) A written recall petition signed by a majority of the Voters in that Directors' Section; or,

(iii) Two thirds (2/3) vote of the Full Board of Directors (excluding the Director(s) in question) for any other reason.

When the Board is notified that a Director(s) is eligible for removal under the provisions (i) or (ii) of this Section, the Board shall consider removal as an item of business at the same general meeting, or the next general meeting if notification is made between meetings, to either remove such Director(s) or take definite steps toward correcting the problem that brought about consideration of removal.

F) Minimum Number There shall never be less than three (3) Directors at any time.

## Section 2.2- Election and Replacement of Directors

A) Director Replacement. Expiring Term - A vacancy occurring on the Board of Directors as a result of expiration of a term of office shall be filled by a Member elected by written or printed ballot at the Fall General Meeting, if a qualified candidate is available. Only Voters within a Section may cast ballots for the Directors of that Section.

Election shall be by a majority of the votes cast. If no Member receives a first ballot majority, then a second vote will be taken at the same meeting to decide between the two candidates receiving the highest number of votes on the first ballot. If more than two (2) candidates tie for the greatest number of first ballot votes, lots may be drawn to select the two runoff candidates.

The two-year term of office of each Director so elected shall commence on the first day of January of the following year and shall end on the last day of December of the succeeding year. In the event, however, that at the Fall General Meeting no Member is elected to fill a vacancy on the Board, the outgoing Director for that position may continue, subject to the approval of the Board (excluding the \_Director in question), to serve on the Board until such time as a replacement can be elected pursuant to these Bylaws.

B) Replacement Director Candidates - Candidates to fill the position of Director whose term is expiring at the end of a calendar year shall be located and nominated at the Fall General Meeting in the following ways:

(i) The Personnel/ Nominations/ Election Committee shall attempt to find one (1) or more qualified candidate(s) for each such Director and, with approval of such qualified candidate(s), shall place their name(s) on the ballot, or nominate, or arrange nomination at the Fall General Meeting. To the extent that such qualified Members have been located by this Committee, they shall be announced at any meetings of the Board of Directors held prior to such Fall General Meeting and published in any notices or news letters sent out to the Members before the meeting, although such announcements are not expected to be complete and the committee shall have up to the time of the meeting to locate and nominate candidates; or,

(ii) Any Voter may have his/her name placed on the ballot for a Directorship of his or her Section by presenting in writing to the Association office, no later than 4 P.M. the last business day prior to the Fall General Meeting, a written nomination of him or herself stating they are willing to serve for two years; or

(iii) Any Voter may make nominations from the floor, including himself or herself, at the Fall General Meeting.

The Secretary shall cause ballots to be prepared for each Section for which a vacancy is to be filled at the Fall General Meeting, listing the qualified nominees obtained from the Personnel/ Nominations/ Election Committee or written Voter nominations delivered to the Association office and providing space for write-in votes.

C) Director Vacancies Filled by Board - Any vacancy occurring on the Board of Directors, other than a vacancy occurring by reason of expiration of term of office, may be filled by a majority vote at a regular meeting of the Board of Directors, or Special Meeting called for that purpose. Nominees to fill any such vacancy shall be presented to the Board of Directors by the Chairperson of the Personnel/ Nominations/ Elections Committee and/or by any other Director in good standing. No vote shall be taken until the Association office has determined that the nominee is qualified in accordance with these Bylaws. Vacancies not filled at the Fall General Meeting shall be filled by the Board when qualified candidates become available.

Any Director elected to fill a vacancy shall serve the remainder of the scheduled term for that particular position or Directorship.

D) Increase of Directors - In case of an increase in the number of Directorships because of additional Members in Spring Shadows, initial election of the Director(s) for the new Section(s), or for new positions within existing Section(s), shall occur at the Fall General Meeting next following; and the initial term for such new Directors(s) for the new Sections(s) shall be either one (1) year or two (2) years, as determined by the Board of Directors in order to maintain a practicable balance of staggered terms of Directorship within the effected Section(s).

### Section 2.3- Meetings of Directors

A) Place - The Board of Directors may hold their Meetings, and may have an office and keep the books of the corporation, except as otherwise provided by statute, in such place or places in Harris County, Texas, as they may determine from time to time.

B) Annual Meeting - The Board of Directors shall hold its annual meeting for the purpose of electing officers and Executive Committee members, and transacting any other business, if a quorum is present in each instance, following the Fall General Meeting of Members but prior to December 5. At this Annual meeting only those persons elected to be Directors for the following year may vote in the election of officers and Executive Committee members for the following year. Directors whose terms begin the following January shall not be allowed to vote on any other business during this meeting.

C) Regular Meetings - Regular meetings of the Board of Directors shall be held at times and places designated by resolution of the Board of Directors. A Regular meeting must be held in each calendar quarter. Written notice of all Regular meetings, to include the scheduled agenda, shall be required.

D) Special Meetings Special meetings of the Board of Directors shall be held whenever called by the President, or Executive Vice President in event of the President's unavailability, or by the Executive Committee, or by request of ten (10) Board members. Notice of such meeting shall be given and shall indicate the purpose of the meeting. Only such business as indicated in the notice of a Special meeting may be transacted at that meeting.

E) Notice - The Secretary shall cause notice of each meeting to be given in person, or by telephone, or by mail to be delivered to each Director at least three (3) days prior to the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of business on the grounds that the meeting is not lawfully called or convened.

F) Quorum - A majority of the Full Board shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if there is less than a quorum present, a majority of those present or any Director solely present may adjourn the meeting from time to time, with due notice thereof to be given to the Directors, until a quorum shall be present. The act of a majority of the directors present at a meeting at which a quorum is in attendance shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or by the Deed Restrictions or by these Bylaws. The vote required for approval by the Board of Directors in these Bylaws applies to a meeting at which a quorum is present unless the Full Board is specifically mentioned as a requirement.

G) Order of Business - At meetings of the Board of Directors, business shall be transacted in such order as from time to time the Board may determine, except that the presiding officer may, without suspending the rules, take up specific items out of order if the item requires a vote of the Board and loss of a quorum is at risk for the time reasonably required to consider the item.

At all meetings of the Board of Directors, except as otherwise provided herein, the President shall preside as chairperson; or in the absence of the President, the Executive Vice President or the Vice President, in that order, shall preside. If none of these officers are present or refuse to preside, a chairperson shall be chosen by those Directors present from among themselves.

The Secretary of the Association shall act as Secretary of the meetings, but in the absence of the Secretary, the presiding chairperson shall appoint a person to act as secretary of the meeting.

H) Presumption of Assent - A Director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his/her dissent shall be entered into the minutes, or unless he/she shall file in writing his/her dissent to such action with the person acting as secretary before adjournment of the meeting, or shall forward such written dissent by registered or certified mail immediately (such as within two (2) business days) after the meeting of Directors.

I) Open Meetings - All meetings of the Board of Directors shall be open to attendance as observers by Members who are not Directors; provided, however, that the Board may meet in executive session (i.e., with only Directors and specific invitees, if any, in attendance) if in the Board's sole opinion, such action is appropriate. A person who is not a Director may address the Board only if invited to do so by a majority vote of the Board.

### Section 2.4- Compensation

Directors of the Association, as such, shall not receive any compensation for their services.

### Section 2.5- Executive Committee

The Board of Directors shall elect four (4) or more Directors who together with all of the officers shall constitute the Executive Committee. The Executive Committee shall conduct the day-to-day business of the Association within the limits of the duly adopted budget of the Association, policies, delegations, decisions, and instructions of the Board of Directors, except where action of the Board of Directors is specified by law or by these Bylaws. Election to the Executive Committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any member thereof, of responsibility imposed upon it or him/her by law.

Attendance of a majority of the members of the Executive Committee shall constitute a quorum for the transaction of business except for items that may be specified by the Board requiring greater attendance; but, if at any meeting of the Executive Committee there is less than a quorum present, a majority of those present or any member solely present may adjourn the meeting from time to time, with due notice thereof to be given to the members of the Executive Committee, until a quorum is present. The act of a majority of the Executive Committee members present at a meeting at which a quorum is present shall be the act of the Executive Committee.

The provisions of Section 2.3 A), C), D), E), G), H), and I) shall apply similarly to meetings of the Executive Committee.

### Section 2.6- Conflict of Interest

No Director, Association shall officer, approve committee member or employee or undertake action on behalf of the Association if it may be reasonably construed that such action is in conflict with the interests of the Association.

## ARTICLE III- OFFICERS

### Section 3.1- Number, Positions, and Term

A) Officer Positions and Election - The officers of the Association shall be a President, an Executive Vice President, a Vice President, a Secretary, and a Treasurer; provided, however, that the Board of Directors may from time to time establish such other officer positions as it may deem appropriate, subject to approval by a two-thirds (2/3) vote of the Board of Directors.

Officers shall be elected by a majority vote at an annual meeting of the Board of Directors. Each officer shall be a Director of the Association.

B) Term and Limits - The term of office for each officer shall be one (1) year, commencing on January 1, and ending of December 31, unless he/she is removed from office in any manner hereinafter provided.

No individual may hold more than one (1) officer position at the same time; however, he/she may serve in one (1) such office and at the same time be elected to serve in a different office for a subsequent term.

No individual may serve in the same officer position for more than two (2) consecutive full terms of office. If an individual is elected to serve a second consecutive term in the same such office and then vacates the office for any reason, he/she will be ineligible to serve again in that same office until after the passage of the next full term of that office.

### Section 3.2- Removal of Officers

Any officer, committee member or chairperson, or other agent elected or appointed by the Board of Directors may be removed by a majority vote at a meeting of the Board where a quorum is present whenever in its judgment the best interests of the Association will be served thereby. Any committee chairperson appointed by the President may be removed by the President, and any committee member appointed by the chairperson may be removed by the chairperson. But such removals shall be without prejudice of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

### Section 3.3- Officer Vacancies

A vacancy in any officer position may be filled for the unexpired portion of the term of office by a majority vote of the Board of Directors at any meeting at which a quorum is present.

### Section 3.4- Duties of President

A) Operations and Management - The President shall be subject to the directives of the Board of Directors, or of the Executive Committee, as the case may be. He/she shall have, subject to the limitations set forth herein, general executive charge, management and control of the assets and operations of the Association in the ordinary course of its business, with all such powers with respect to such assets and operations as may be reasonably incident to such responsibilities.

The President must obtain approval of the Board of Directors in order to countermand a decision of the Executive Committee.

- B) **Preside Over Meetings** - The President, except as otherwise provided herein, shall preside at all meetings of the Members, of the Board of Directors, and of the Executive Committee.
- C) **Execution of Documents** - The President, after requisite approval of the Board of Directors, may agree upon and execute all deeds, division and transfer orders, bonds, conveyances, contracts, and other obligations in the name of the Association.
- D) **Appointment of Committee Chairpersons** - The President shall appoint the chairpersons of Standing committees, (except the chairperson of the Architectural Control and Deed Restriction Committee who shall be the Vice President elected by the Board) for his/her term of office.
- E) **Attendance of Important Meetings** - Except as provided in Section 8.2 D) and J) for oversight of community/government impacts on the subdivision and coordinating security and safety activities, the President will attend, or designate another Director or Voter to attend meetings, deemed by him/her or the Board of Directors or the Executive Committee, to be of importance to the Association.
- F) **Discretionary Expenditures** - The President may authorize expenditures, budgeted or not, up to \$100 for each occurrence or such higher amount as may be authorized by the Board of Directors from time to time. The Board shall establish a cumulative limit for such expenditures for the year and such limit shall be shown on the Chart of Authorities.
- G) **Other**.- The President shall perform such other functions or duties as may be delegated to him/her by the Board of Directors.

### Section 3.5- Duties of Executive Vice President

The Executive Vice President shall assist the President in management of the overall business of the Association. In the absence of the President or in the event of his/her inability or refusal to act, the Executive Vice President shall perform the duties of the President, and when so acting shall have all the powers of the President. The Executive Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

### Section 3.6- Duties of Vice President

In the absence of both the President and the Executive Vice President, or in the event of their inability or refusal to act, the Vice President shall perform the duties of President, and when so acting, shall have all the powers and be subject to the restrictions upon the President.

The Vice President shall be the chairperson of the Architectural Control and Deed Restriction Committee, and in that capacity shall represent the Association in any actions relating to enforcement of deed restrictions and other architectural control matters, either through personal or directed dealings with a Member, or if necessary through legal counsel, in accordance with policies established by the Board.

### Section 3.7- Duties of Treasurer

- A) Funds and Securities - The Treasurer shall have custody of all the funds and securities of the Association.
- B) Check Endorsements and Deposits - When necessary and proper, the Treasurer may endorse, or cause to be endorsed, on behalf of the Association, for collection, checks, notes and other obligations; and shall deposit, or cause to be deposited, the same to the credit of the Association in such bank(s) and depositories as shall be designated in the manner prescribed by the Board of Directors.
- C) Signing Receipts and Vouchers - The Treasurer may sign, or cause to be signed, all receipts and vouchers submitted for payment to the Association, either jointly with such officer(s) or alone, as designated by the Board of Directors.
- D) Check Signing - The Treasurer, or in his/her unavailability, another officer or Director as designated by the Board of Directors, may execute, or cause to be executed, jointly with such other officer(s) as designated by the Board of Directors, checks or other evidence of payment by the Association.
- E) List of Voters - The Treasurer shall maintain or cause to be maintained a current list of names and addresses of the Members of the Association, and shall prepare and present to the Secretary the List of Voters called for in Article I herein above.
- F) Delivery of Records to Successor - Within five (5) days of vacating office, the Treasurer shall deliver to his/her successor all property, including financial records, belonging to the Association.
- G) Render Statements - When required by the Board of Directors, the Treasurer shall render a statement of the cash account(s) of the Association; and he/she shall enter, or cause to be entered, regularly in the books of the Association to be kept by the Treasurer for that purpose, full and accurate accounts of all Members and of all moneys received and paid out on account of the Association.
- H) Maintenance Fees and Assessment Collections - The Treasurer shall perform, or cause to be performed, all duties necessary for notice and collection of maintenance fees and any other assessments imposed by the Association. The Treasurer shall also notify the Board when a Director or committee person no longer qualifies as a qualified Voter under Sec 1.3 C) of these Bylaws.
- I) Oversight - The Treasurer shall perform all acts incident to the position of Treasurer subject to the control and approval of the Board of Directors.
- J) Annual Report - The Treasurer shall provide an annual written financial report to the Members.

### Section 3.8- Duties of Secretary

- A) Minutes - The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Board of Directors, the Executive Committee, and meetings of Members, in books or files provided for that purpose; and he/she shall attend to the giving and serving of all notices for such meetings.
- B) Attesting - The Secretary, or in the event of his/her unavailability, another officer, may attest to actions of the Board and committees and delegations of authority as needed in the orderly conduct of Association business and attest documents signed by the President, or others as delegated by the Board of Directors, in the name of the Association and affix the seal of the Association thereto.

- C) Documents and List of Voters - The Secretary shall have charge of such books and papers of the Association as the Board of Directors may direct, all of which, except privileged information, shall be open to inspection, at all reasonable times, by any Member upon notice to the office of the Association during business hours. The Secretary shall be the custodian of the List of Voters, prepared by the Treasurer, called for in Section 1.
- D) Agenda - The Secretary shall prepare or cause to be prepared the agenda for each Board of Directors meeting, according to the set order of business adopted by the Board, and shall include in the agenda such specific items for discussion or action as may be requested in writing by any Director.
- E) Information Before Meetings - The Secretary shall cause to be distributed to each Director, and to make available at the Association Office at least three (3) business days prior to each regular or special meeting of the Board of Directors, when time permits, a summary of recommendations by the Executive Committee, if any, upon which the Board may be expected to act, the minutes of the previous meeting of the Board, and the agenda of the forthcoming meeting.
- F) Notice of Attendance - At each Regular meeting of the Board of Directors, the Secretary shall advise the Board regarding any Director who is delinquent in attendance and liable to be removed from office in accordance with Section 2.1 E).
- G) Oversight - The Secretary shall perform all duties incident to the position of Secretary subject to the control and approval of the Board of Directors.

### Section 3.9- Bond

Each member of the Executive Committee and office staff, as appropriate, shall be bonded with a fidelity bond in an amount set by the Board and paid for by the Association.

## ARTICLE IV- INDEMNIFICATION

The Association shall indemnify any current or former Director, officer, or volunteer of the Association for reasonable expenses and costs, including attorney's fees, which are actually and necessarily incurred in connection with any claim asserted by reason of being or having been a Director, officer, or volunteer, but only if it is determined that the person's actions were conducted in good faith and were reasonably believed to be in the Association's best interest relative to conduct in any official capacity and that, in all other cases, the conduct was at least not opposed to the Association's best interest. In regard to criminal proceedings, the Association must find that there was no reasonable cause to believe the conduct was unlawful. The intent of this Article IV is to allow the Association, by a majority vote of its Board of Directors in all circumstances, to indemnify its directors, officers, and volunteers to the maximum extent allowed by Section 2.22A of the Texas Non-Profit Act without the necessity of a vote by the Membership. As used in the Article IV, the term "volunteer" is defined as a person rendering services for or on behalf of the Association, who does not receive compensation in excess of reimbursement for expenses incurred. Notwithstanding anything contained in this Article to the contrary, defense representation of the indemnitee shall be conducted by counsel selected by the appropriate insurance carrier for the Association, or otherwise selected by the Board of Directors. In regard to any matters not within the coverage of insurance policies, all decisions concerning (i) the choice of settlement or trial and,

(ii) payment of settlement sums and reasonable expenses incurred by the indemnitee shall be made by the Board of Directors. Any expenses incurred by the indemnitee, which have not received prior approval of the Board or which expenses are not incurred in compliance with this Article IV, shall be deemed unreasonable and shall not be reimbursed. The Association shall maintain at all times a policy of insurance, with premiums fully paid by the Association, insuring against liabilities of the present and former volunteers and employees of the Association, at least in accordance with coverage and limits prescribed in the Charitable Immunity and Liability Act as enacted and amended by the Texas Legislature.

## ARTICLE V- MISCELLANEOUS PROVISIONS

### Section 5.1- Office Location

Until the Board of Directors otherwise determines, the registered office of the Association required by the Texas Non-profit Corporation Act to be maintained in the State of Texas shall be the principal place of business of the Association; but the registered office and/or the principal place of business may be changed from time to time by the Board of Directors in the manner provided by law, and the two need not be identical.

### Section 5.2- Fiscal Year

The fiscal year for the Association shall coincide with the calendar year; provided, however, that a different fiscal year may be established, from time to time, by resolution of the Board of Directors.

### Section 5.3- Seal

The Seal of the Association may be affixed to documents as needed in the conduct of Association business and as from time to time may be approved by the Board of Directors.

### Section 5.4- Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of these Bylaws, said notice shall be deemed to be sufficient if given by depositing same in post office box in a postage-paid wrapper addressed to the person entitled thereto at his/her postal address, as it appears on the books of the Association, and such notice shall be deemed to have been given on the day of such mailing. A waiver of notice signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## Section 5.5- Director Resignations

Any Director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation. Should the Director resigning fail to make notification in writing, such resignation shall be considered effective ten (10) days after the Association has mailed a letter to confirm resignation and the Director has not responded to the confirming notice.

## Section 5.6- Expenditures of Budgeted Amounts

A) Budgets - Each year the Board of Directors shall approve a budget for the next fiscal year, with specific details on how such monies will be spent. Upon approval of the budget, and during that fiscal year, moneys reasonably anticipated to be expended as contemplated by the budget may be spent without any further approvals of the Board of Directors, unless specifically called for by the Board.

B) Expenditure Approval - The Board of Directors shall from time to time cause to be prepared authority charts or documents which set forth the coordinating and final approvals needed: to manage the availability of adequate funding requirements; to assure that expenditures comply with items approved in the budget; to protect Association assets; and to fulfill any limitations set forth by the Board of Directors. All expenditure commitments must be approved according to the approval requirements of these charts and documents prior to commitment of the expenditure. The Board of Directors may from time to time amend the delegations of authority it makes by these charts and documents. Items not contemplated to be covered by the budget, must be approved by the Board of Directors.

## Section 5.7- Long Term Debt

Except with respect to long-term debt incurred due to office rental and insurance, there shall be no increase in the long-term debt of the Association without such actions being approved by a majority affirmative vote taken at a Special Meeting called for that purpose, at which a quorum of not less than ten percent (10%) of the Voters are present. "Long-term debt" as used herein means any debt incurred which is due and payable, wholly or in part, more than one year after the date on which it is incurred.

# ARTICLE VI- AMENDMENT OF BYLAWS

## Section 6.1- Proposal to Amend Bylaws

None of the particulars of these Bylaws can be altered, amended or repealed by the Board of Directors of the Association. These Bylaws may only be altered, amended, or repealed (any such action referred to herein as the "amendment") as provided in this Article VI. A proposed amendment must be presented for consideration by the membership of the Association as follows:

- A) Member at Board Meeting - A Member may present, at a meeting of the Board of Directors, the proposed amendment in writing and accompanied by a petition signed by at least fifty (50) Voters supporting the proposed amendment; and a majority of the Directors in a meeting where a quorum of the Board is present must approve the proposed amendment for further consideration, or
- B) Director at Board Meeting - A Director may present a proposed amendment at a meeting of the Board of Directors, and a majority of the Directors present must approve the proposed amendment for further consideration; or
- C) Member At General Meeting - A Member may present the proposed amendment in writing at a General Meeting, and a majority of Voters present at said meeting must approve the proposed amendment for further consideration.

## Section 6.2- Approval of Amendment

Upon occurrence of any of the above actions [Section 6.1 A), B), or C)], a Special Meeting of Members must be called within ninety (90) days by the Board of Directors for the purpose of voting on said proposed amendment to the Bylaws. The notice of the Special Meeting shall include the proposed amendment and an explanation of the change(s) being proposed. The proposed amendment must be approved by a majority of the Voters in attendance at the Special Meeting,

When the Board determines that the changes proposed in the Bylaws are of major significance, Members shall be provided with a full printing of the Bylaws including the changes and the Board will arrange a hearing or forum for the Members to comment and propose changes at least one month prior to a vote being taken on changing the Bylaws.

## Article VII

### Section 7.1- General Rule

At all meetings of the Association (i.e., General Meetings, Special Meetings, meetings of the Board of Directors, committee meetings, and others), the conduct of such meetings shall be governed by Robert's Rules of Order, except as otherwise specified in this Article or elsewhere in these Bylaws. Subject to approval of the Board, the President shall appoint a competent individual to serve as Parliamentarian for the purpose of assisting the officers, the Board of Directors, the Executive Committee, and others in complying with the parliamentary procedures established by the applicable rules of order.

No vote may be taken or business transacted at any meeting of Members, of Directors, or of a committee unless the required quorum in each instance is physically present; however, business of the Association may be discussed and informal polls taken to expedite consensus at such future time as a quorum exists.

### Section 7.2- Special Rules

- A) Ballot and Proxy - Election of officers of the Association and other members of the Executive Committee must be by written ballot. Voting on other matters of the Association may be used at the discretion of the presiding officer or when called for by vote of the Board or Committee during a meeting.

A proxy provided in these Bylaws for General and Special Meetings of Members may not be used or counted in other meetings of the Association such as the Board of Directors or committee meetings.

B) Waiver of Term Limits - Limitations upon consecutive terms of office for officers, committee members, and committee chairpersons may be waived for one additional term by two thirds (2/3rds) vote of the Directors present at a meeting of the Board of Directors at which a quorum is present.

C) Amending Deed Restrictions - The Board of Directors may from time to time submit to the Members of the Association for consideration for adoption such revisions to the Deed Restrictions as the Board may deem appropriate. A preliminary draft of the proposed change(s) will be sent to all Members after which ninety (90) days shall be allowed for review, comment, meetings as needed, and compilation of Member responses and suggestions with regard to proposed change(s). Subsequent to this time the Board may approve such additional changes to proposals as deemed appropriate in order to respond to Member comments and set a time period not to exceed twelve (12) months during which the Association will seek the duly obtained signatures required to change existing deed restrictions.

D) Filling Key Positions Temporarily - In the event that a vacancy occurs in the positions of committee members, chairpersons, or officers other than President, and a Voter meeting the requirements of these Bylaws is not found to serve as a replacement, the President (subject to approval of the Board) may nominate any Voter to fill that position protempore (Protem) until such time as a Voter meeting the requirements is chosen or the Protem person meets the requirements and ceases to be Protem. Members serving in Protem positions shall not have a vote on the Board of Directors or Executive Committee (unless or until they are duly elected to those bodies), but should agree to attend such meetings as needed for the orderly conduct of Association business. Protem service will not be counted toward time served in so far as term limits are imposed in these Bylaws or revised deed restrictions.

E) Protem Directors At Large - The Board of Directors may from time to time establish and elect up to five (5) Protem Directors who cannot be elected as Directors because all positions in the Section are filled. Protem Directors shall not be counted toward a quorum and shall not vote on motions before the Board. However, they shall otherwise have full standing for debate of issues and for making motions. Protem Directors must be qualified as Voters and must either be a member of a Standing Committee, other than the Executive Committee, or agree to adopt a Section in Spring Shadows which does not have a Director in an effort to contact, represent, and develop in the Members of that Section an interest in the Association.

## ARTICLE VIII- COMMITTEES

### Section 8.1- General Provisions

A) Committee Oversight - Except as otherwise provided in these Bylaws or in the Deed Restrictions, the purpose, authority and size of all committees shall be approved by the Board of Directors as required by Article II Section 1 A).

B) Committee Members - Each member of a committee must be a Member of the Association who is qualified to vote.

C) Committee Types - Committees may be either "Standing" (permanent) or "Ad Hoc" (temporary to complete a stated purpose.)

D) Terms - A member of all committees (except for the Architectural Control and Deed Restriction Committee which serve two (2) year staggered terms per the Deed Restrictions) shall serve for a term of one (1) year or until the expiration of his/her term as a Director (if applicable), whichever is less. A member or chairperson of a committee may be reappointed for successive terms.

E) Functions of Committees - A committee shall perform only such function(s) and exercise only such authority as granted to it by the Deed Restrictions, these Bylaws, or by the Board of Directors.

## Section 8.2- Standing Committees

The following Standing {permanent} committees are established to facilitate the conduct of the business and activities of the Association.

A) ACDR Committee - Architectural Control/Deed Restriction Committee monitors, administers, and enforces the compliance of all Members with the use and building restrictions of the Deed Restrictions. Members of the Architectural Control Committee shall be elected by the Board of Directors and shall serve two-year staggered terms as provided in Deed Restrictions. A majority of the members of the Architectural Control/Deed Restriction Committee shall be Directors.

B) Beautification - Beautification Committee develops and administers programs to maintain and enhance the overall beauty and appearance of Spring Shadows.

C) Budget/ Finance - Budget/ Finance Committee assists the Treasurer in monitoring current year budgets and expenditures and in preparing the annual budget for presentation to the Board of Directors for approval at or before the annual meeting of the Board called for in Article II Sec 3 B). The Treasurer shall be an ex- officio member of the Budget/ Finance Committee and cannot chair the committee.

D) Community/ Government - Community/ Government Relations Committee monitors community events/actions of business entities, regulatory bodies, other government agencies, and other organizations that may have an impact on Spring Shadows, the Members, or their quality of life.

The chairperson of the Community/ Government Relations Committee shall attend, or designate another member of the Committee to attend, governmental meetings requiring the presence of a representative of the Association, provided, however, that if he/she cannot attend and fails to designate another Committee member to attend, then the President may so act.

E) Health & Mosquitoes - Health/ Mosquito Control Committee monitors and/or supervises the operations of the mosquito control contractor and other activities (when so directed by the Board) which may affect the general health and well being of the Members.

F) Nominations/ Elections - Personnel/ Nominations/ Elections Committee, shall i) prepare and nominate a slate of officers to be voted on at the Annual Meeting of the Board, ii) prepare and nominate candidates to fill Director positions at the Fall General Meeting and interim replacement Directors by the Board, iii) find and propose qualified candidates to fill committee member and chairperson positions, iv) maintain a list of volunteers• and their volunteer work interests, and v) keep track and advise the President and the Board of the status of term limitations applicable to the various committee persons and officers. This committee shall also conduct the election of Members to the Board of Directors at Member meetings and the annual election of officers of the Association, all in accordance with procedures in these Bylaws.

H) News - Publications/ Newsletter Committee plans and prepares all Association publications for distribution to Members and other interested parties and solicits advertisements for the Association's newsletter.

- I) Recreation - Recreation/ Social Activities Committee plans, coordinates and supervises Board approved social functions of the Association.
- J) Patrol and Safety - The Patrol/ Safety Activities Committee shall plan, supervise, and coordinate patrol and safety activities for the Subdivision; coordinate contacts with local law enforcement organizations, city, and other governmental agencies; and attend such meetings as needed to represent the subdivision on patrol and safety activities which assist Members in maintaining cost effective patrol and safety measures determined to be beneficial to the Members, if any.
- K) Telephone - Telephone Committee calls designated persons to inform them of dates and times of meetings, or of other matters of particular interest.
- L) Welcome - Welcome Committee identifies new residents to Spring Shadows, and greets them on behalf of the Association.

### Section 8.3- Standing or Ad-hoc Committees

The Board of Directors may establish, from time to time, such Standing or Ad-hoc Committees for special purposes as the Board shall deem appropriate. Directors will be given the opportunity to make nominations from the floor to serve such committees.

### Section 8.4- Committee Meetings

- A) Committee Meetings - Committees shall meet at regular intervals, with appropriate prior notice of the time and place of each meeting being given. Meetings normally shall be held at facilities provided by the Association.
- B) Quorum - A majority of the full membership of a committee shall constitute a quorum at any meeting of the committee. A majority of those members present must approve any motion of the committee. Committee meetings shall be open for attendance by any Member of the Association wishing to attend, except that each committee shall have, the same rights for dealing with sensitive and confidential issues in the same manner as provided for the Board in Section 2.II) with the heading of Open Meetings.
- C) Minutes - Minutes of meetings will be kept by each committee of the Association and shall be forwarded to the Association office in a timely manner.

### Section 8.5- Monitor Responsibilities

The President, with the assistance of the Executive Vice President, shall act as monitor of the Standing committees.

## ARTICLE IX- OTHER PROVISIONS

### Section 9.1- Effective Date

These Bylaws shall supersede all previous Bylaws of the Association and become effective January 1, 1996 upon approval by a majority vote at the Meeting of the Members called for October 17, 1995.

### Section 9.2- Headings

The headings of the articles of these Bylaws, and all other headings, have been inserted for convenience and reference only.

SUPPLEMENTAL NOTICE OF DEDICATORY INSTRUMENT for SPRING SHADOWS CIVIC ASSOCIATION

THE STATE OF TEXAS §

§

COUNTY OF HARRIS §

The undersigned, being the President of Spring Shadows Civic Association, a property owner's association as defined in Section 202.001 of the Texas Property Code ("the Association"), hereby supplements the "Notice of Dedicatory Instruments for Spring Shadows Civic Association" filed of record in the Official Public Records of Real Property of Harris County, Texas under Harris County Clerk's File No. IJ171810 ("Notice"), which Notice was filed of record for the purpose of complying with Section 202.006 of the Texas Property Code.

Additional Dedicatory Instrument. In addition to the Dedicatory Instrument identified in the Notice, the following document is a Dedicatory Instrument governing the Association, which was inadvertently omitted from the original filing of the Notice.

Exhibit "A" to the Bylaws - Director Positions - Spring Shadow Sections.

A true and correct copy of such Dedicatory Instrument is attached to this Supplemental Notice.

This Supplemental Notice is being recorded in the Official Public Records of Real Property of Harris County, Texas for the purpose of complying with Section 202.006 of the Texas Property Code. I hereby certify that the information set forth in this Supplemental Notice is true and correct and that the copy of the Dedicatory Instrument attached to this

Supplemental Notice is a true and correct copy of the original.

Executed on this 27<sup>th</sup> day of Feb., 2009.

**SPRING SHADOWS CIVIC ASSOCIATION**

By:

  
\_\_\_\_\_  
Chuck Davidson, President


THE STATE OF TEXAS §

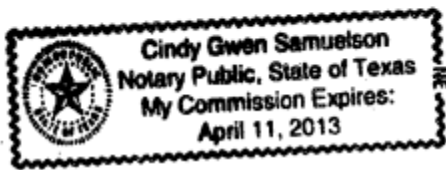
§

COUNTY OF HARRIS §

BEFORE ME, the undersigned notary public, on this day personally appeared Chuck Davidson, President of Spring Shadows Civic Association, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purpose and in the capacity therein expressed .

.SUBSCRIBED AND SWORN TO BEFORE ME on this the 27th day of February, 2009, which witness my hand and official seal.

  
Notary Public in and for the State of Texas



  
COUNTY CLERK  
HARRIS COUNTY, TEXAS

2009 MAR -3 PM 3: 28

FILED

Return to:

Butler & Hailey, P.C.

1616 S. Voss, Suite 500

Houston, Texas 77057

Exhibit A Director Positions – Spring Shadows Sections

Section 1	A, B, C, D, E	5
Section 2	A, B, C	3
Section 3	A, B	2
Section 4	A, B, C	3
Section 5	A, B	2
Section 6	NONE	0
Section 7	A, B	2
Section 8	A, B, C, D	4
Section 9	A, B, C	3
Section 10	A, B	2
Section 11	A, B	2
Section 12	A, B	2
Section 13	A, B	2
Section 14	A, B, C	3
Section 15	A, B	2
Section 16	A, B	2
Section 17	A, B, C, D	4
Section 18	A, B	2
Section 19	A, B	2
	Total	47