

PONDEROSA FOREST CIVIC ASSOCIATION, INC.  
BYLAWS

ARTICLE I NAME AND PURPOSE

Section 1: The name of the corporation shall be “**Ponderosa Forest Civic Association, Inc.**”

Section 2: The purposes of this corporation shall be exclusively charitable. The corporation shall be used to encourage civic responsibility among the residents, to enhance the living conditions, and to promote the public interest of Ponderosa Forest, subdivision in Harris county, Texas.

ARTICLE II MEMBERSHIP

Section 1: All adult residents in the Ponderosa Forest, Subdivision in Harris County, Texas shall be eligible for membership in the Association.

Section 2: A membership shall entitle the head of the household and all immediate members thereof to participate in all civic activities sponsored by the Association. For all matters that require a vote by the membership, each household is eligible to have one (1) vote per residential mailing address.

Section 3. All households are eligible for membership as defined in Section 1 of this ARTICLE, however, said membership is not considered validated for such matters as voting unless their dues are fully paid and current. Further, if so determined and approved by the Board of Trustees, activities or functions may be limited to members who are validated as defined herein.

Section 4: Special assessments may be levied on the members by a two-thirds vote of the members present at any special meeting called for the purpose.

ARTICLE III MEMBERSHIP MEETINGS

Section 1: The regular Annual Meeting of the members of the association shall be held in the month of October of each year. Such meeting shall be held at such hour, at such date, and at such place as may be specified in the notice of such meeting. The Annual Meeting shall be held for the purpose of electing members of the Board of Trustees and conducting such other business as may come before such meeting.

Section 2: The President – or in his absence, the Vice President – or any two-third members of the Board of Trustees, or twenty-five (25) members of the Association upon written request, shall have the authority to call a special meeting of the members of the Association.

Section 3: If five (5) percent of the membership or fifteen of the voting members are present at any meeting – Annual or Special – a quorum shall be constituted. The number of members who voted by U. S. Mail or Email shall also be included in the determination of a Quorum as though they are present at the meeting.

Section 4: All meetings of the membership of the Association shall be held at such place as shall be designated by the President – or in his absence, the Vice President – or the Board of Trustees.

Section 5: Notice of meetings shall be as follows: (a) Appropriate notice such as *Ponderosa Forest Flyer* (hereinafter FLYER), ponderosaforest.org website, or other acceptable means of the Annual Meeting shall be made known to association members by the Secretary at least ten (10) days before the meeting, stating the time and place thereof. (b) Notice of any special meetings shall be given or caused to be given by the Secretary in writing or by other appropriate means at least twenty four (24) hours before such meeting is called and include the purpose of the meeting. The attendance at any such meeting shall constitute waiver of the notice thereof.

Section 6: On all matters subject to vote and after establishment of a quorum, decision shall be made by a simple majority of the votes cast except when provided otherwise herein or except when specified otherwise by the laws of the State of Texas.

Section 7: One proxy vote shall be allowed each validated member household as defined in ARTICLE II, Section 3, on all matters subject to a vote by members. Such vote shall contain the household name and address for validation purposes. When specified, the vote can be delivered to the Board of Trustees by U. S. Mail, by Email or in person at a regular member meeting or special member meeting.

#### ARTICLE IV BOARD OF TRUSTEES

Section 1: The Board of Trustees shall consist of seven (7) and no more than thirteen (13) Trustees from whom the four officers hereinafter enumerated in Article V shall be elected. The term of office shall be twelve (12) months as a voting member of the Board followed by two (2) months as an advisory member to the newly elected Board of Trustees. Trustees terms may be extended on a year to year basis by majority vote at the Annual Meeting. Should the Board of Trustees be unable to find eligible Association members who are willing to serve as a member of the Board of Trustees, and as a consequence, there are less than seven (7) members of the Board, the Board will be considered full using the then current numbers of Board members. The active number of Board members will be used for validation of voting purposes to satisfy Article IV, Section 5 following.

Trustees may be removed by two-thirds vote of the Board of Trustees at any regular or special meeting of the Trustees. Any hearing discussing the Trustee sought to be removed, shall be heard completely. Any Trustee so removed may appeal to the membership and upon a two-thirds vote of a quorum of the members present at a meeting called for such purpose, shall be reinstated. Vacancies thereby created, or created by death or resignation, shall be filled by appointment of the Board of Directors at their next meeting.

If any Trustee shall resign, or otherwise be unable to serve his full term of office, the resignation must be presented to the Board of Trustees in writing. The remaining term shall be filled either by appointment by majority of the Board of Trustees (if the remaining term is less than one year) or by a majority vote at a regular Annual Meeting of the members (if the remaining term is one year or more). In case of a vacancy of more than one year, a majority of the Board shall make interim appointment to fill said vacancy until the next Annual Meeting of the members.

Section 2: Only members in good standing and who are not delinquent in the payment of dues owed the Association are eligible for membership on the Board of Trustees.

Section 3: The Board of Trustees shall meet on the first Wednesday of each month, or on such other date as may be designated by the President or the Board, provided that the Board of Trustees shall

endeavor to meet once during each calendar month. Should there be no business to be conducted by the Board, the President may communicate by telephone or email such a condition to each Board member and with unanimous consent may cancel any given monthly meeting. However, there must be one meeting every other month and the Annual Meeting cannot be canceled.

Section 4: Special meetings for the Board of trustees may be held at any time or place in Harris County, Texas, upon the call of the President, or upon the call of four (4) members of the Board of Trustees, upon twenty – four (24) hours notice given of the time and place and reason for such meeting. Attendance at any meeting shall constitute waiver of notice thereof.

Section 5: A quorum of the Board of Trustees shall consist of a majority of the members thereof.

Section 6: The Board of Trustees shall have general charge of the affairs, funds, and property of the Association and shall have full power to carry out the purposes of the Association according to its Charter and these By Laws. It shall have power to enter into written contracts, purchase property, secure the payment and performance of its obligations, and generally do all other lawful acts necessary and expedient to the attainment of the purposes of the Association. The Board of Trustees may appropriate and expend the moneys of the Association from time to time in furtherance of its objectives, shall audit and approve the bills for same. In all cases, any matters as defined in the preceding will require approval by the Board of Trustees and documented in the minutes at the meeting in which such approval was granted. All contractual commitments made for the Association shall be evidenced by the signature of the President and at least one additional Board member.

Section 7: The election of the Board of Trustees shall be held at the Annual Meeting of the Association and shall be from a slate of nominees submitted by the Nominating Committee. Additional names may be placed upon the ballot by any member of the Association who files with the Chairman of the Nominating Committee, the name of such nominee at least ten (10) calendar days prior to the regular meeting. The Chairman shall cause the ballot to be published in the FLYER and on the website and include in the notice of the Annual Meeting, a ballot containing the names of the nominees submitted by the Nominating Committee and those additional names available at the time of such notice. Names added to the slate after the ballot's publication will be added to the slate for voting and posted on the website. The ballot will contain blank spaces so that members may add names to the ballot for those candidates not known at the time of publication of the FLYER. Members may vote by U.S. Mail, by email or in person at the Annual Meeting. Each member will be allowed to vote for up to thirteen (13) candidates limited to no more than one (1) vote per candidate. A ballot will be prepared for use at the Annual Meeting and provided to each member in attendance. All incumbents shall be identified on the ballots. The Board of Trustees will make a recommendation of those persons whom they believe should be retained. The nominees receiving the largest number of votes shall be elected as the Board of Trustees. If there are thirteen (13) or less persons on the ballot, a ballot count will be unnecessary and the persons nominated will be confirmed.

Section 8: On all matters subject to vote by the Board of Trustees, decision shall be made by a simple majority except when specified otherwise herein or when specified otherwise by the laws of the State of Texas.

## ARTICLE V OFFICERS

Section 1: The officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer, all of whom shall be chosen by the Trustees and all of whom shall be member of the

Board of Trustees as herein above provided for in Article IV. All of the officers shall be chosen for a term of one year holding over until their successors are elected. The Board of Trustees shall fill all vacancies which occur in the rank of officers.

Section 2: The President shall be the chief executive officer of the Association. It shall be the duty of the President to preside at all meetings of the Board of Trustees and all meetings of the members, and to execute all conveyances and contracts to which the Association is a party, and to perform such other duties as the Board of Trustees may from time to time prescribe.

Section 3: In the Absence of the President, or if the President is unable or refuses to act, or at the discretion of the President, the Vice President shall perform the duties of the President. In the absence of both the President and the Vice President, the Board of Trustees shall select one of its number to perform the duties of the President.

Section 4: Each past President of the Association shall be an Honorary member of the Board of Trustees and may attend all regular and special meetings of the Board. Honorary Trustees may take part in the discussions held by the Board of Trustees at such meetings but shall not be entitled to vote. Honorary Trustees shall not be counted for purposes of determining a quorum at Board meetings.

Section 5: The Secretary shall keep the minutes of all meetings of the members and of the Board of Trustees, and shall attend to the filing and serving of all notices of such meetings. They shall sign, with the President, Vice President, or such other person as may be designated by the Board of Trustees, such contracts as may require his signature. They shall have the custody of the seal of the Association, and shall perform the usual duties pertaining to such office. In the Absence of the Secretary or in their inability or refusal to act or at the discretion of the Secretary, any or all of the functions of the Secretary may be performed by the Treasurer or other such person as may be designated by the Board of Trustees.

Section 6: The Treasurer shall collect and receive all membership fees, dues, and other moneys due and belonging to the Association and shall have the custody of all funds, securities, and deeds of title thereof. They shall endorse the collection, on behalf of the Association, checks, notes, and other obligations, and shall deposit the same to the credit of the Association at such bank or banks or depository as the Board of Trustees may designate. The Treasurer shall disburse the funds of the Association under the direction of the Board of Trustees. Whenever required by the Board and at no longer intervals than one year, The Treasurer shall render a statement of accounts and shall enter regularly, in the book of the Association, to be kept by the Treasurer for that purpose, full and accurate accounts of all moneys received and disbursed. They shall perform all duties incident to the office of the Treasurer. In his (change to their) inability or refusal to act, or a the discretion of the Treasurer, the functions of the Treasurer, may be performed by the Vice President or such other person as may be designated by the Board of Trustees.

Section 7: Any member of the Board of Trustees missing three consecutive or three unexcused board meetings shall be subject to removal from the Board of Trustees as herein above provided for in Article III.

## ARTICLE VI COMMITTEES

Section 1: The President, acting with the advise and consent of the Board of Trustees, shall create a Nominating Committee consisting of a Chairman and at least one (1) other member. Should the

Nominating Committee Chairman be able to secure additional persons to serve on the committee they may do so providing the committee not consist of more than four (4) persons.

Section 2: The President, acting with the advice and consent of the Board of Trustees, may create and appoint other Standing Committees with powers and duties as may be determined to be necessary by the President and Board of Trustees.

Section 3: The President, acting with the advice and consent of the Board of Trustees, may create and appoint Special Committees with powers, duties, and durations as may be determined by the President and Board of Trustees.

## ARTICLE VII DUES AND RELATED FINANCIAL MATTER

Section 1: Annual dues are payable, in advance, on or before the first November of every calendar year. Annual dues for members shall be an amount fixed by the Board of Trustees from time to time not to exceed twenty (20) dollars per year per household excluding taxes thereon, if any. Dues of new members shall begin immediately upon their admission to the Association, except that if their membership begins after March 31, of any calendar year, they are excused from full payment of dues until the dues-paying period commencing on the following November 1. Homeowners are subject to payment of PFCA dues for the initial year of purchase if previous owners of the same property address failed to remit dues as invoiced.

## ARTICLE VIII GENERAL PROVISIONS

Section 1: The Board of Trustees shall present at each Annual Meeting of the membership a full and clear statement of the business and financial conditions of the Association.

Section 2: The fiscal year of the Association shall be October 1 through September 30.

Section 3: All accounts (ie. Checks, savings, withdrawals, etc.) shall be signed by at least two (2) persons designated by the Board of Trustees for that purpose except that the Treasurer may reimburse an expense or pay a bill previously approved by the Board of Trustees without a second signature only if it is less than one hundred dollars (\$100.00). The Board of Trustees may designate more than two (2) persons for the purpose of signing, any two of whom may sign.

Section 4: Except as provided otherwise herein, or by the Laws of the State of Texas, Roberts Rules of Order shall prevail at all meetings of the members and the Board of Trustees. The President may, at their discretion, appoint a Parliamentarian whose rulings and orders shall be final upon all matters of parliamentary procedure.

## ARTICLE IX

Section 1: These By Laws may be amended or altered, or any portion thereof repealed, by a two-thirds majority of the members present at any regular or special meeting called for that purpose, so long as a quorum is present.