

## **BYLAWS OF THE PLAZA OAKS CLUB**

### **Article I**

#### **Name and Location**

- 1.1 The name of this 501(c)7 non-profit organization is the Plaza Oaks Club, and shall be hereinafter referred to as the "Club."
- 1.2 The Club is located at 744 Brittmoore Road, Houston, Texas 77079.

### **Article II**

#### **Purpose**

- 2.1 This Club is organized to own, operate, and maintain a swimming pool, two tennis courts, park and recreation areas and any land within the deeded lot exclusively for the purpose of sport, recreation and pleasure of its members; therefore, no part of the net earnings of the Club shall ever inure to the benefit of any member or other individual.

### **Article III**

#### **Membership**

- 3.1 The membership of the Club shall consist of two classes of individuals referred to as Regular Single Family Members and Adult Only Members. Memberships are non-refundable and all fees and dues are set by the Board of Directors.
  - 3.1.1 Regular Single Family Members is defined as any member who has applied for and paid in a timely fashion, all membership fees for the applicable calendar year.
  - 3.1.2 Adult Only Members are defined as those members who do not currently have dependents living in their homes who have applied for and paid in a timely fashion, all membership fees for the applicable calendar year.
- 3.2 The geographical boundaries of the Club include those residences which are South of Interstate 10, West of the Sam Houston Tollway, North of Memorial, and East of North Wilcrest Drive. These boundaries do not define membership as it is open to all.
- 3.3 The total number of memberships shall not exceed three hundred and thirty five (335).
- 3.4 Each membership in good standing in the Club shall entitle the person in whose name the membership is registered, and all persons in the household, to the enjoyment of the Club. Houseguests in the home of a member shall be entitled to enjoy all Club facilities free of charge.
- 3.5 Only one member of each household (i.e. one vote per membership) shall be entitled to one vote at all meetings of the members of the Club. Such vote may be cast in person or by proxy.
- 3.6 Each member shall have the right to transfer his/her membership under the terms and provisions hereinafter stated: his/her right to vote, and his/her share in the distribution of the assets of the Club upon its dissolution or liquidation.

3.7 Membership shall be controlled and monitored by the elected membership chairperson and co-membership chairperson. Random checks may be performed at any time to verify that persons using the Club facilities are members in good standing.

**Article IV**  
**Application for Membership/Obligations**

4.1 All applications for membership shall be made on forms provided by the Board of Directors.

4.2 The initiation fee of the Club shall not be less than \$100.00. Due to circumstances the Board of Directors deems appropriate and/or necessary, the Board of Directors can waive the initiation fee. Prior to each annual meeting, the Board of Directors shall prepare a budget and determine the amount of annual dues payable for the upcoming year, all subject to the approval of the membership at the annual meeting. The amount of the proposed annual dues shall be included in communications to membership 30 days prior to the annual meeting. The proposed budget will be available at the annual meeting.

4.3 The non-refundable annual dues are payable by June 1<sup>st</sup>. In the event the annual dues have not been received on or before June 1<sup>st</sup>, they will be deemed delinquent, and a fee will be assessed. Penalties for delinquent dues shall be no less than \$35, which is subject to review by the Board of Directors.

4.4 Members shall be entitled to bring guests to the Club only upon payment of a guest fee as established by the Board of Directors. Residents eligible to become members will be permitted to visit the pool a total of two times in one calendar year. After such occasions, payment of full membership fees will be required in order to enjoy the Club. Houseguests in the home of a member shall be entitled to enjoy all Club facilities free of charge. The Board of Directors may establish additional guest fees/rules as it deems necessary for the proper operation of the Club.

4.5 A member in good standing with no outstanding debts to the Club may transfer his/her membership and enjoyment of the Club within the calendar year in the event of the sale or lease of the member's residence. As such, annual fees are transferable in such cases but not refundable. Such transfers of memberships must be made in writing to the membership chairperson.

4.6 Club memberships may be terminated for the following reasons:

4.6.1 Members and/or their guests breach any of the provisions of these bylaws or any of the rules or regulations of the Club; or, if the conduct of a member and/or his/her guest is determined by the Board of Directors not to be in the best interest of the Club.

4.6.2 Failure to pay dues

4.7 The termination of any membership shall be effectuated by calling a special meeting of the Board of Directors and the issuance of a termination letter from a member of the Board of Directors. This termination requires an affirmative vote of 2/3 of the Board of Directors.

4.8 Any member may be expelled from membership upon the affirmative vote of at least 2/3 of all directors if, at the discretion of the Board of Directors as indicated by such vote,

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such suspension or expulsion is in the best interest of the Club. Members terminated as a result of expulsion may not renew their membership for one year without obtaining the affirmative vote of at least 2/3 of all directors.

## **Article V** **Assessments**

5.1 Assessment on the members may be levied for capital improvement, major repairs, and/or the annual spring clean-up or for any other major project that the Board of Directors determined to be in the best interest of the Club. Prior to such consideration, fundraising is an option to possibly eliminate the need. Such assessments can be levied only upon the vote of 2/3 of the membership in good standing who are either present or who turn in their proxy at the time of said vote.

## **Article VI** **Board of Directors**

6.1 The management of the Club shall be vested in a Board of Directors of no less than 7 people but not to exceed 10. This group shall be known as the Board of Directors. The number of directors may be determined from time to time by action of the voting members provided that any action shall require the vote of at least 2/3 of the members.

6.2 The Board of Directors shall have the following power:

- 6.2.1 To suspend or expel members for cause by the affirmative ballot of a majority of the Board of Directors.
- 6.2.2 To fill any vacancy in the membership of the Board of Directors and in any office of the Club until a successor is elected and qualified.
- 6.2.3 To make any necessary additional rules consistent with the bylaws for the admission of guests and visitors to the Club premises.
- 6.2.4 To make and amend rules for its own management of membership and operation of the pool consistent with the bylaws.
- 6.2.5 To approve estimates and expenditures for all non-budgeted improvements of Club property not to exceed \$5000. Any improvements greater than said amount will need to be approved by majority member vote either by proxy or special meeting.
- 6.2.6 To select and discharge employees and to provide for the payment of salaries. See Article VIII for conflict of interest clause.
- 6.2.7 To establish the pool and tennis court schedule including, but not limited to, the number and times of special events, such as Club picnics and parties, swim meets, and team tennis matches.

6.3 The Board of Directors may consist of a President, Vice President of Operations, Treasurer, Co-Treasurer, Secretary, Membership Chairperson, Co-Membership Chairperson, Tennis Representative and Swim Representative. All positions will be voting positions.

6.4 Each director must currently be a member for at least one year, and be a member in good standing within that time in order to be eligible for a board position. In order to be elected as President, the member must also have held a previous Plaza Oaks Club board position for at least one year. In the even there are no present board members willing or able to run, then a candidate can come forth from the membership. That candidate must have been a member for a minimum of three years. Each director and committee chairperson shall include any pertinent information in his/her records to be given to the successor.

6.5 Directors shall not receive compensation or any salary for their services. As well, they are required to pay annual dues.

6.6 All directors shall be elected by voting members of the Club either in person or by proxy. A proxy vote means that you appoint someone to deliver your vote. In this case, voting by proxy will be by ballot. The member to be absent will complete a ballot to be given to the Secretary on or before election day. At any Club meeting, twenty members shall constitute a quorum. All votes are counted by the Secretary with a re-count by a member in good standing.

6.7 The term of each director, upon being elected to office, shall begin on January 1.

6.8 Each director shall hold office for a term of 2 years and/or until his successor is qualified and elected. Any vacancy occurring in the Board of Directors by reason of resignation, death, termination or membership and/or physical or mental disability, may be filled by the affirmative vote of a majority of the directors then in office. A director elected to fill a vacancy must be a member in good standing for at least a year and shall be elected for the unexpired term of his/her office.

6.9 The terms of the directors shall be staggered. In order to stagger the terms of directors, as close as possible to one half of the directors shall be selected each year. In order to stagger terms of the initial directors, upon the approval and enactment of said bylaws, each board member shall be assigned designation of Class A or Class B, determined by drawing lots. Each director shall hold office for a term of two years, except for the initial Board of Directors elected at the organizational meeting in 2014.

6.9.1 Directors in Class A shall have their term expire at the conclusion of "odd numbered" years, beginning in 2015.

6.9.2 Directors in Class B shall have their term expire at the conclusion of "even numbered" years, beginning in 2016.

6.10 30 days prior to the annual meeting of voting members, the Board of Directors will announce positions open for election, and all interested and qualified members will contact the Board of Directors to make their nominations known. Nominations should be given to the Secretary no later than 10 days prior to the election. Members will be notified of all candidates intending to run 5 days prior to the annual meeting.

6.11 Any member of the Board of Directors may resign from office at any time by giving written notice to another member of the Board of Directors of the organization. Any director may be removed at any annual or special meeting of the members by the affirmative vote of a majority of the members in attendance.

6.12 No debt shall be incurred by the Club beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be

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issued in the name of the Club unless authorized by the Board of Directors and approved by 2/3 vote of membership.

## **Article VII** **Meetings**

7.1 The Board of Directors must hold at least one annual meeting during the 4<sup>th</sup> quarter of the calendar year, and may hold special meetings at any time. The date, time, location and purpose for all meetings, whether annual or special, will be communicated to the membership 30 days prior to the meeting. The Board of Directors must hold an annual meeting for the purpose of filling vacancies on the board and election of officers. Other business may be transacted at the annual meeting if proper notice thereof is given. Special meetings of the Club may be called at any time by order of the President, or by three members of the Board, or by 10% of the members of the Club. The call for a special meeting shall state the purpose of the meeting, and notice shall be sent (along with a proxy if a vote is required) at least 10 days prior to the meeting.

7.2 Notice of the annual meeting and its purpose will be communicated to membership 30 days prior to the date of the meeting either by email or fliers or both. If an annual meeting, the Secretary will provide minutes to the membership no greater than two weeks after the meeting. The Board of Directors shall make appropriate provisions for the conduct of all meetings and elections consistent with these bylaws.

7.3 For Board of Directors meetings, a quorum will consist of at least 50 % of the total number of directors. Every act or decision done or made by the majority of directors present at the meeting duly held, at which a quorum was present, shall be regarded as an act of the Board of Directors.

7.4 In the event that there is a tie vote among the Board of Directors, for any reason during meetings, then the Secretary will abstain from voting for that particular instance.

## **Article VIII** **Conflict of Interest**

8.1 In order to avoid any conflict of interest as per the standards of the organization, board member should be able to vote on proposed motions or issues as long as they abstain from the voting on any motion that would benefit and/or be a detriment to any familial relationship to the voting member that involved a potential conflict of interest. This holds true for situations in which there may be a direct or indirect interest, financial or otherwise. Any member of the Board of Directors with a conflict of interest, as defined above, may make presentations on topic but will then excuse themselves and be excluded from subsequent discussion and voting on issues. All members of the Board of Directors must sign a conflict of interest statement.

## **Article IX** **Board Positions**

9.1 President: The President shall preside over all meetings of the Club and Board of Directors. He/she shall have general supervision of the affairs of the entire Club, its property and employees, subject to the bylaws and the rules of the Club. The President may delegate activities and/or responsibilities to other members of the Board of Directors as needed. He/she shall coordinate the activities of the other officers in the operation of the Club in their fields of work, and shall promote the greatest possible cooperation among the other officers. This is a voting position.

9.2 The Vice President of Operations: At the request of the President, or in the President's absence or disability, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all of the powers of, and be subject to, the restrictions upon the President. The Vice President shall also be the director of recreational and club facilities. He/she shall supervise the activities of the pool manager or pool maintenance company, ensuring that the pool is up to code and that all facilities are safe for members at all times. This is a voting position.

9.3 Treasurer: The Treasurer is the chief financial officer of the Club. He/she is concerned with all matters of Club finance including all accounts payable and receivable. He/she is responsible to the Board of Directors, and ultimately to the members, for all matters relating to the conduct of the Club's financial affairs. During the annual meeting, the Treasurer will be expected to present a statement of operations to the membership. All checks must be signed by the Treasurer or Co-Treasurer. Any non-budgeted expense over \$2500 requires board approval. Books and records of the Club shall be reviewed annually by 2 volunteers selected at each annual meeting. This is a voting position.

9.4 Co-Treasurer: The Co-Treasurer is an elected position by one that may or may not need to be filled. If filled, this person may carry out any or all of the above responsibilities of the Treasurer. This is a voting position.

9.5 Secretary: The Secretary shall keep records of all meetings of the Club and Board of Directors. These may be disseminated upon request by any member. The Secretary is responsible for keeping the bylaws up to date. The Secretary will post board meeting agendas on Club website to keep members abreast of happenings throughout the year. The Secretary is also responsible to gather and count all votes for elections whether in person or by proxy, and to then distribute such votes for a re-count to a member in good standing. This person will work closely with the communications committee to ensure timely and effective communication to membership. This is a voting position.

9.6 Membership Chairperson: The Membership Chairperson will be responsible for the new membership registration and renewal of current members. New member inquiries will be directed to the Membership Chairperson. This is a voting position.

9.7 Co-Membership Chairperson: The Co-Membership chair is an elected position but one that may or may not need to be filled. If filled, this person may carry out any or all of the above responsibilities of the Membership Chairperson. This is a voting position.

9.8 Tennis Representative: The Tennis Representative will post the sign-up sheets/calendar for tennis courts on a monthly or bi-weekly basis, and assist in the communications of all tennis opportunities at the Club. Any concerns regarding tennis court use or maintenance will be directed to the Tennis Representative to be addressed by the Board of Directors for resolution. The Tennis Representative will serve as a liaison

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between the Board of Directors and the tennis instructors and leagues, and will present any contracts to instructors for lease of the courts. This is a voting position.

9.9 Swim Representative: The Swim Representative will be the representative for the Plaza Oaks Piranhas swim team. He/she will be our league representative at all meetings with the Memorial Spring Branch Swim Conference. He/she will also help prepare the pool and park area for swim meets, oversee and coordinate fundraising for the swim team by selling spirit wear and soliciting sponsorships, and work closely with Membership Chairpersons during the swim team registration. This is a voting position.

9.10 Committees may be formed at any time to help support the Board of Directors. The positions will be non-Board of Directors and non-voting positions.

## **Article X** **Amendments to Bylaws**

10.1 These Bylaws may be modified, altered, or amended by the affirmative action of a majority of the quorum (20 members voting an 11 to 9 split) in attendance or voting by proxy at the annual meeting or any special meeting so called.

10.2 These Bylaws must be reviewed every 5 years by the Board of Directors to determine if they need to be updated or amended. A committee shall be selected among members to perform this task.

## **Article XI** **Miscellaneous**

11.1 Each Director of the Club shall be indemnified and held harmless by the Club against liabilities imposed upon him in connection with any claims against him, or any action, suit, or proceeding to which he may be a part of by reason of his being, or having been, a Director of the Club.

11.2 The Rules and Policies of the Plaza Oaks Club shall be strictly adhered to by all members and their guests.

## **Article XII** **Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are consistent with these bylaws and any special rules of order the Club may adopt.