

**BYLAWS
of
Southampton Civic Club Inc.**

**ARTICLE ONE
GENERAL**

Section 1.0 Purposes. The purpose of Southampton Civic Club Inc. as set forth in the Articles of Incorporation is to preserve, maintain and protect the deed restrictions in the Southampton Place Addition, to take all action necessary to promote the health, safety and welfare of its residents and the general public of Houston, Texas.

Section 1.1 Name and Principal Office. The name of the corporation is Southampton Civic Club Inc. The Corporation may adopt one or more assumed names for any legitimate purpose. The place in this state where the principal office of the Corporation is to be located is the City of Houston, Texas, Harris County.

Section 1.2 Registered Office. Southampton Civic Club Inc., hereinafter referred to as the "Corporation", shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be changed from time to time by the Board of Directors.

**ARTICLE TWO
BOARD OF DIRECTORS**

Section 2.0 Board of Directors. The Board of Directors shall consist of the 12 members elected by the membership at the annual meeting. The officers who are elected annually by the Board shall also serve as members of the Board.

Section 2.1 Powers of Directors. The Board of Directors shall have the entire management and control and business and affairs of the Corporation, and the Board is vested with all of the powers possessed by the Corporation itself so far as this delegation of authority is not inconsistent with the laws of the State of Texas, with the Articles of Incorporation of the Southampton Civic Club, Inc. or with these Bylaws.

Section 2.2. Term, Election, and Removal. Directors shall be elected at the annual membership meeting, which will be held in October of each year, or as soon thereafter as possible. Directors shall be nominated by the Board of Directors or by nomination from the floor at the annual membership meeting.

Each Director shall serve a term of two years. Approximately half of the directors shall be elected each year. No director shall serve more than two successive terms exclusive of terms of service as an officer.

Additional Directors may be elected by the Board at any regular or special meeting. Unless a Director resigns or is removed in accordance with these Bylaws, each director shall hold office for the full term of office and until the Director's successor shall have been duly elected and qualified.

Any Director may be removed from office, with or without cause, by a vote of two-thirds (2/3) of the entire Board of Directors at any regular meeting or at any special meeting called for that purpose. Any vacancy occurring in the Board of Directors for any reason may be filled by the affirmative vote of a majority of the Directors then in office, even though less than a quorum of the Board of Directors.

Section 2.3 Meetings of Directors. The Corporation may hold its meetings, have an office and keep the books of the Corporation at such place or places in the State of Texas, or outside the State of Texas as the Board of Directors may from time to time determine; provided, however, in the absence of any such determination, meetings shall be held, and office maintained and books kept at the registered office of the Corporation in the State of Texas.

Section 2.4 Regular Meetings. Regular meetings of the Corporation shall be held at such time and places as shall be designated, from time to time, by resolution of the Board of Directors. At any regular meeting any matter pertaining to the purposes of the Corporation may be considered and acted upon. Notice of any regular meeting shall be given to each Director by mail, electronic mail or by fax at least five (5) days, but not more than 50 days prior to the meeting.

Section 2.5 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or a majority of the Directors then in office. The Secretary shall cause notice of each special meeting to be given to each Director in the manner provided in these Bylaws at least three (3) days, but not more than 50 days before the meeting. Only matters announced in the notice may be considered and acted upon at a special meeting.

Section 2.6 Quorum and Voting. The presence in person of a majority of the Directors shall constitute a quorum. If at any meeting of the Board of Directors there be less than a quorum present, a majority of those present may reschedule the meeting for a later date. The act of a majority of the Directors present in person at a meeting at which a quorum is in attendance in person shall constitute the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws. No Director may vote by proxy or give a proxy to another person.

Section 2.7 No Compensation of Directors. Directors shall not receive any salary or compensation for their services as such, provided that nothing contained herein shall be construed to preclude any such person from serving the Corporation in any other capacity or receiving compensation therefore.

Section 2.8 Action Without Meeting; Telephonic Meeting. Any action to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting for the action to be taken is signed by a requisite number of the Directors as would be necessary to take that action at a meeting at which all the Directors were present and voted. Any meeting of the Board of Directors may be held by means of a telephone conference or the like to the full extent permitted under Texas law.

ARTICLE THREE

OFFICERS

Section 3.0 Titles and Terms of Office. The Board of Directors shall annually elect executive officers: a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer. Each Officer shall hold office until the corresponding meeting in the next year or until a successor shall have been duly chosen and qualified, or until the Officer shall have resigned or shall have been removed, in the manner provided in these Bylaws. Any vacancy in any of such offices may be filled for the unexpired term by the Board of Directors at any regular meeting or at any special meeting called for the purpose.

Section 3.1 President. The President shall preside at meetings of the Board of Directors. The President may sign or execute, in the name of the Corporation, all contracts, undertakings and instruments which require the approval or consent of the Board of Directors as well as any other instruments which the Secretary may sign.

Section 3.2 First Vice President. The Vice President shall preside at meetings of the Board of Directors in the absence of the President. The Vice President may sign or execute, in the name of the Corporation, all contracts, undertakings and instruments which require the approval or consent of the Board of Directors as well as any other instruments which the Secretary may sign.

Section 3.3 Second Vice President. In the absence of the First Vice President, the Second Vice-President shall preside at meetings of the Board of Directors. The Second Vice President may sign or execute, in the name of the Corporation, all contracts, undertakings and instruments which require the approval or consent of the Board of Directors as well as any other instruments which the Secretary may sign.

Section 3.4 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors, in books provided for the purpose. The Secretary (i) shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (ii) shall be custodian of the records; and (iii) shall perform all duties incident to the office of a secretary of a Corporation and any other duties as from time to time, may be assigned by the Board of Directors.

Section 3.5 Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all monies or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors. The Treasurer shall render to the Board of Directors, whenever requested, an account of the financial condition of the Corporation; and, in general, shall perform all duties incident to the office of a treasurer of a corporation and any other duties as may be assigned by the Board of Directors.

Section 3.6 Assistant Officers. The Board of Directors may appoint one or more Assistant Secretaries and one or more Assistant Treasurers. Each Assistant Secretary and each Assistant Treasurer shall hold office for such period as the Board of Directors may prescribe. Any Assistant Secretary may perform any of the duties or exercise any of the powers of the Secretary or otherwise, as occasion may require, in the administration of the business and affairs of the Corporation. Any Assistant Treasurer may perform any of the duties or exercise any of the powers of the Treasurer at the

request or in the absence or disability of the Treasurer or otherwise as occasion may require in the administration of the business and affairs of the Corporation. Each Assistant Secretary and each Assistant Treasurer shall perform such other duties and/or exercise such other powers, if any, as the Board of Directors may prescribe. To establish the authority of an Assistant Secretary or an Assistant Treasurer to take any action on behalf of the Corporation in place of the Secretary or the Treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the Secretary or Treasurer or any other Assistant Secretary or Assistant Treasurer, respectively.

Section 3.7 Other Officers. The Board of Directors may elect such other Officers as it deems desirable. Each such Officer shall hold office for such period, have such authority and perform such duties as the Board of Directors may prescribe.

Section 3.8 Officers Holding Two or More Offices. Any two or more offices may be held by the same person except that under no circumstances shall the same person hold the office of President and the office of Secretary at the same time.

Section 3.9 No Compensation of Officers. Officers shall not receive any salary or compensation for their services as such, provided that nothing contained herein shall be construed to preclude any such person from serving the Corporation in any other capacity or receiving compensation therefore.

Section 3.10 Removal. Any Officer of the Corporation may be removed at any time, with or without cause, by a vote of two-thirds (2/3) of the entire Board of Directors at any regular meeting or at any special meeting called for that purpose.

ARTICLE FOUR

DUTIES AND POWERS OF THE BOARD OF DIRECTORS

Section 4.0. Board of Directors. The Board of Directors shall have the entire charge, control, administration, and the management of the affairs of the Corporation, and shall have the powers and duties necessary for the administration of the Corporation's affairs.

In addition to the duties imposed by these Bylaws or by any resolution of the Corporation that may hereafter be adopted, the Board of Directors shall have the power to establish policies relating to, and shall be responsible for performing or causing to be performed, the powers and duties contained in this Article, in way of explanation, but not in limitation.

Section 4.1. Powers. The Board of Directors shall have the power to:

- (a) propose to the membership annual budgets;
- (b) provide for the operation, care, upkeep, and maintenance of all of the Common Areas such as alleys, esplanades, parks, and other public rights-of-way;
- (c) employ a manager, an independent contractor, or such other employees as it deems necessary, and to prescribe their duties;
- (d) set and collect dues and deposit the proceeds thereof in a bank depository which it shall approve, and use the proceeds to operate the Corporation;
- (e) accept gifts, contributions, or grants and deposit the proceeds thereof in a bank depository

which it shall approve, and use the proceeds to operate the Corporation;

- (f) open bank accounts on behalf of the Corporation and designate the signatories required;
- (g) make or contract for the making of repairs, additions, and improvements to or alterations of common areas in accordance with the other provisions of these Bylaws after damage or destruction by fire or other casualty;
- (h) enforce by legal means the provisions of the Deed Restrictions and these Bylaws;
- (i) obtain and carry insurance against casualties, liabilities and error and omissions, and pay the premium cost thereof;
- (j) keep books with detailed accounts of the receipts and expenditures of the Corporation and its administration, specifying the maintenance and repair expenses and any other expenses incurred;
- (k) keep a correct record of its proceedings and submit a report of the same to the members at annual membership meeting;
- (l) audit the Corporation's books;
- (m) exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation by state law and not reserved to the membership by other provisions of these Bylaws and the Articles of Incorporation.

Section 4.2. Duties. It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs;
- (b) supervise all officers, agents and employees of the Corporation and to see that their duties are properly performed;
- (c) ensure that the Corporation maintains current true and accurate financial records with full and correct entries with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices;
- (d) ensure that all records, books and annual reports of the financial activity of the Corporation shall be kept at the registered office or principal office of the Corporation in Texas for at least three (3) years after the closing of each fiscal year and shall be available to the membership for inspection and copying there during normal business hours;
- (e) set the dues for each year.

ARTICLE FIVE

MEMBERS

Section 5.0. Members. Membership in the Southampton Civic Club Inc. is voluntary and shall be open to all residents and owners of property in the Southampton Place Addition. Any such resident or owner may become a member by paying the required amount of dues to the treasurer.

Section 5.1. Annual Meeting of Members. The club shall have at least one meeting of the general membership in October of each year. Written notice of such meeting shall be given to all members not more than 50 days in advance and not less than 10 days in advance of such meeting, at such time and place as shall be decided by the Board of Directors.

Section 5.2. Quorum. Unless otherwise provided in the Articles, Members entitled to cast ten percent (10%) of the votes of the membership, represented in person or by proxy, shall constitute a quorum at a meeting of Members. If, however, a quorum shall not be present or represented at any meeting of the Members, the Members present in person or represented by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a

quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified. The majority vote of Members at a meeting at which a quorum is present shall be the act of the Members, unless the vote of a greater number is required by law, the Restrictions, the Articles of Incorporation or these Bylaws.

ARTICLE SIX COMMITTEES

Section 6.0 Standing Committees shall be determined by resolution of the Board of Directors annually.

Section 6.1 The President shall appoint the Chairpersons of all committees.

Section 6.2 The Chairpersons of such committees shall appoint the members of their committees, in such numbers as they deem necessary, and promptly report such appointments to the Secretary for publication.

ARTICLE SEVEN DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to Trees for Houston, Inc. or to the Southampton BOCA Patrol Service, Inc., as the Board of Directors determines. If these nonprofit corporations are no longer in existence, the assets shall be distributed to 501c3 organizations operating within the State of Texas, or to local government.

ARTICLE EIGHT AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS

These Bylaws and the Articles of Incorporation (the latter subject to adoption by the Members) may be altered, amended, or repealed by the affirmative vote of two-thirds (2/3) of the entire Board of Directors at any regular meeting or at any special meeting if notice of the proposed amendment be contained in the notice of such meeting.

ARTICLE NINE LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify and advance expenses to all Directors or Officers of the Corporation, and to all persons who are or were serving at the request of the Corporation as a Director, Officer, partner, volunteer, trustee, employee, agent or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, to the maximum

extent allowed by the Texas Non-Profit Corporation Act and other applicable law. If the Texas Non-Profit Corporation Act, the Texas Miscellaneous Corporation Laws Act, or other applicable law is amended after adoption of this provision of the Bylaws by the Board of Directors to authorize corporate action further expanding the Corporation's power to indemnify, then the Corporation shall be and hereby is authorized to indemnify the persons named above to the fullest extent permitted by the Texas Non-Profit Corporation Act, the Texas Miscellaneous Corporation Laws Act, or other applicable law, as so amended.

ARTICLE TEN MISCELLANEOUS

Section 10.0 Notice and Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of these Bylaws, such notice shall be deemed to be sufficient if given in person, by telecopy, telegraph or telephone, or by electronic mail, or by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at the post office address, which appears on the books of the Corporation. Notices shall be deemed to have been given on the day of 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 10.1 Resignations. Any Director or Officer may resign at any time. 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.

Section 10.2 Depositories. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time designate, upon such terms and conditions as shall be fixed by the Board of Directors. The Board of Directors may from time to time authorize the opening and keeping, with such depository as it may designate, of general and special bank accounts, and may make such special rules and regulations with respect thereto as it may deem expedient and consistent with the provisions of these Bylaws.

Section 10.3 Fiscal Year. The fiscal year of the Corporation shall be January 1st through December 31st.

Adopted this 28th day of January, 2004 by resolution of the Board of Directors.

Anne Clutterbuck, President