

MEMORIAL BEND CLUB  
12805 Boheme, Houston, TX 77024

**BY-LAWS**

ARTICLE I

NAME

The club shall be known as The Memorial Bend Club, Inc.

ARTICLE II

PURPOSE

The purpose of the Club is to operate a swimming pool, clubhouse, tennis courts and other recreational facilities in The Memorial Bend Addition in Houston, Texas, for the benefit of the members of the club.

ARTICLE III

MEMBERSHIP

The number of Regular, Associate, and Limited Members shall be limited to 225. Regular Memberships shall be open to those persons over 21 years of age, or good moral character and who have been duly elected to membership in accordance with these By-Laws on a not-to-exceed one membership per household basis.

Associate Memberships shall be open to those persons meeting the requirements of Regular Membership. The Associate Member shall have the opportunity to convert his Associate Membership to a Regular Membership as hereinafter provided in Article V, Section 7 provided that the number of Regular Memberships is less than the 225 at the time the conversion application is submitted to the Board of Directors. The number of Associate Memberships shall be established each year by the Board of Directors.

Limited memberships shall be open to those persons meeting the requirements for Regular Membership who do not intend to obtain property equity ownership.

Membership shall entitle the member (defined as the person in whose name the certificate of membership is registered) and all persons in his household family to all social privileges of the Club as long as said Member is not delinquent in his payment of his membership fee and dues to the club.

ARTICLE IV

PRIVLEDGES OF MEMBERSHIP

Each Regular Member shall have the right to two votes at all meetings of the membership of the Club, either by being present or by proxy (proxy forms shall include mail ballots); to transfer his certificate of membership in accordance with these By-Laws; to share in the assets of the Club upon dissolution thereof; to have the right to enjoy the use of the clubhouse and grounds of the Club, subject to such rules and regulations as the Board of Directors may from time to time adopt and to the provisions and limitations of these By-Laws.

Each Associate Member and Limited Member shall have the right to enjoy the use of the clubhouse and grounds of the Club, subject to such rules and regulations as the Board of Directors may adopt and to the provisions and limitations of these By-Laws. Associate Members and Limited members are specifically restricted from voting at any meetings of the Club, from holding elected offices as a member of the Board of Directors, or from sharing the assets of the Club upon dissolution thereof.

ARTICLE V

APPLICATION FOR MEMBERSHIP AND OBLIGATIONS OF MEMBERS

1. All applications for membership shall be made on forms prescribed and furnished by the Board of Directors.
2. All applications for membership, upon their receipt by the Club, shall be referred to, and acted upon, by the Board of Directors and action thereon shall be final.
3. Each member, upon his election and payment of the required membership fee, and current installment of dues, shall receive a copy of the By-Laws and a certificate of Membership in such form as may be prescribed by the Board of Directors.
4. The membership fee for Regular Members shall be Three Hundred Dollars (\$300.00) per membership.
5. The annual dues for Regular Members shall be Five Hundred and Fifty Dollars (\$550.00) per membership each year, effective May 1, 2019. Annual Dues are due and payable in full by May 1<sup>st</sup> of each year. Any member who is delinquent in payment of his dues shall be assessed a late fee of \$15.00 and shall lose his privileges of membership until such payments are current. First year dues for all new members joining the Club after May 1<sup>st</sup> shall be prorated (1/12<sup>th</sup>/month) as to the month joining. Dues are fixed as stated above and can be changed by majority vote of the membership present or voting by proxy at any annual meeting or at any special meeting called for that purpose.

6. No person who lives in the Memorial Bend Subdivision and is not a Member may enjoy the privileges of the club as a guest except by a direct invitation issued by a majority of the Board of Directors, or as guests officially scheduled Club function when invited and accompanied by a member.
7. Yearly dues of Associate members shall be the sum of e annual due for Regular Members and an Associate fee equal to one-third (1/3) of the membership fee for regular Members. Dues of Associate members shall accompany the application for Associate Member.

At any time prior to May 1 of a membership year, the Associate Membership may be converted to a Regular Membership—provided that the number of regular memberships is less than the 225 maximum at the time of the conversion application is submitted to the Board of Directors. Seventy-five percent (75%) of Associate fees paid in successive years of Associate membership immediately preceding the election may be applied toward the Regular membership fee; provided that one hundred percent (100%) of the first year Associate fee may be applied if the election is made prior to May 1 of the year concluding the first year of Associate membership.

Yearly dues of Limited members shall be the sum of the annual dues for Regular members plus a \$25.00 Limited fee. Dues and fees of Limited members shall accompany the application for Limited Members. If at any time a Limited member wishes to convert to a become a Regular member, the fees due will in full without benefit of any payments made under Limited membership and can be arranged per the Regular Member or the Associate members guidelines.

8. Certificates shall not be assigned, sold, or transferred except to persons who have been elected to membership in accordance with these By-Laws; provided further, that no certificate can be assigned, sold, or transferred, but only terminated as provided herein, so long as the Member has any outstanding indebtedness owing to the Club. Any holder of a certificate desiring to sell the same shall deliver it to the Secretary of the Club assigned in blank, for the sole purpose of transfer, and the Secretary shall hold the same until a proper transfer is made. In the event the member is able to sell the club membership to a person approved for membership by the Board of Directors, then the member who sells such membership shall be entitled to keep all the proceeds from the sale of the membership. The person buying such membership shall pay a transfer fee to the Club in the amount of Fifty Dollars (\$50). Upon completion of the transfer and payment of the transfer fee, the certificate shall be cancelled and a new certificate shall be issued to the transferee. Any member violating this section of the By-Laws shall be

guilty of conduct injourous to the best interests of the Club, and for such conduct may be disciplined by the Board of Directors or may be expelled.

Any Regular member may, at such time he feels he has just cause, petition the Board to have his membership transferred to the inactive rolls. The Board shall have sole authority to approve such request. Approval of such request will relieve said member from further dues obligations until such time as the membership is reactivated by request of the member and approved by the Board. Board approval for reactivation is mandatory once they receive such request. The request for transfer to inactive status shall be accompanied by a check in the amount of Fifty Dollars (\$50.00) for transfer fee. Said fee shall cover the cost of transferring said membership both to and from the inactive roll. No credit for all or any part thereof of dues or fees paid in the current year of the request shall be refundable by reason of transfer of the membership. For 1968, a request for transfer may be made at any time, providing there is no past due balance for 1967 or prior years. For succeeding years, any such request may be presented to the Board prior to May 1<sup>st</sup> of that year. Any such membership must be current with no outstanding balance. Such inactive status shall not exceed a period of one (1) year from the date of Board approval.

Regular members whose memberships have been transferred to the inactive roll in accordance with these By-Laws are specifically restricted from voting in any meetings of the Club.

9. Memberships may be terminated in the following manner:
  - a. By an affirmative vote of seven (7) of the members of the Board of Directors, upon the terms and conditions set out in these By-Laws. Upon termination of any membership, the membership may be sold or transferred as provided for in Article V, Section 8, provided however, that termination under Article V, Section 9c shall be prohibit sale or transfer of such membership.
  - b. By voluntary resignation tendered in writing addressed to the President or Secretary of the Club. The member desiring to resign shall at the same time surrender and deliver up his certificate of membership to the Secretary. Such membership may then be sold and transferred according to Article V, Section 8.
  - c. By failure to pay indebtedness to the Club within thirty (30) days after written notice emailed to him, that failure to pay the amount within thirty (30) days will cause the termination of his membership. When a membership is terminated under this clause, the membership may not be sold or transferred.

The termination of a membership for any cause whatsoever shall operate as a release of all right, title, and interest in the property and to the assets of the Club, and the membership certificate shall become void as the such member whose membership shall have been terminated. No person whose membership has been terminated because of failure to

pay any indebtedness to the Club shall be elected to membership until such indebtedness to the Club has been paid in full.

## ARTICLE VI

### ASSESSMENTS

No assessment upon membership shall ever be made except at a meeting called in accordance with Article IX, Paragraph 1 or 2, and such assessment must be by a majority of the membership.

## ARTICLE VII

### BOARD OF DIRECTORS

1. The management of the Club shall be vested in the board of eleven (11) members to be known as the Board of Directors, who shall be elected from Regular Membership of the Club.
2. The Board of Directors shall have power:
  - a. To admit applicants to membership;
  - b. By affirmative ballot of at least seven (7) of the directors, to suspend or expel members for cause;
  - c. To fill any vacancy that may occur in any office or in the membership of the Board of Directors until a successor is elected and qualified;
  - d. To make and amend rules for the admission of nonmembers and visitors to the Club premises;
  - e. To make and amend rules for its own government consistent with these By-Laws;
  - f. To make such other rules and regulations, not inconsistent with these By-Laws, as it may deem necessary or advisable;
  - g. To fix and remit penalties for the violation of By-Laws and rules;
  - h. To select the employees and to fix and provide for the payment of salaries or other compensation to the employees;
  - i. By a vote of at least seven (7) Directors to suspend or expel a Member for any conduct not in violation of the By-Laws or rules, but improper and prejudicial to the interest of the Club;
  - j. To expend the funds of the Club for the purpose of carrying out the objects and purpose thereof ; provided that at least 15% of the yearly dues will be allocated to a capital fund, expendable only, for capital repairs and improvements approved by a majority of the Board.
3. The members of the Board of Directors shall be elected at the annual meeting and shall take office effective March 1<sup>st</sup>, after their election, and shall hold office for two years, or until their successors shall be elected and shall qualify. Five (5) Directors shall be elected in 1976 and in every even numbered year thereafter. Six (6) Directors shall be elected in 1977 and every odd numbered year thereafter. At the first regular or special meeting of the Board of Directors, the Board shall elect from the membership, a President, Vice-President, Secretary, and Treasurer, and such other officers as the Board shall determine. The term of office of all officers shall be until the next election of Directors and until their respective successors are chosen and qualified, but an officer may be removed from office at any time by the Board without cause assigned, and a vacancy in any office may be filled by the Board at any time, however, the term of any member who is appointed to fill a vacancy on the Board shall expire March 1<sup>st</sup> following the next annual meeting and his successor shall be elected to office by the Regular members of the Club to fill the remainder of the unexpired term. Candidates for election to the Board of Directors shall be nominated by the following methods:
  - a. By a nominating committee appointed by the President with the approval of a majority of the Board of Directors. Members of the nominating committee shall be Regular members of the Club in good standing and shall not be current members of the Board of Directors.
  - b. By a petition to the Board of Directors, signed by not less than five (5) Regular Members.
4. The Board of Directors shall hold a regular meeting at such time or times as it may be rules prescribe. A special meeting of the Board may be called at any time by order of the President, or two Directors.
5. The Secretary shall give notice of each meeting of the Board of Directors by telephoning each member at least seventy-two (72) hours before the date of the meeting or by emailing the same to each Director at the last known email at least two (2) days before the date of the meeting. Notice may be waived by any member of the Board. Any meeting of the Board at which all members are present or, to the holding of which meeting each member has consented in writing shall be valid as if called and notice issued.\
6. Six Directors of the Board shall constitute a quorum for the transaction of business, but less than a quorum may adjourn the meeting to a stated time and place. It shall take the affirmative vote of at least six Directors to exercise the Board's powers unless a larger number is stated herein in which case the larger number shall be required.

7. The Board of Directors shall furnish to the membership at eh annual meeting the annual budget.
8. Any Director may be removed, either for or without cause, at any special meeting of the Regular Members by affirmative vote of a majority in number of the Regular members entitled to vote for the elections of such Director, if notice of the intention to act upon such matters shall have been given in the notice calling the meeting. If the notice calling such a meeting shall so provide, the vacancy caused by such removal may be filled at such meeting a vote of the majority of the Regular Members represented at such meeting and entitled to vote for the election of Directors.

Any member of the Board of Directors who shall have been absent for three (3) consecutive Board meetings may be removed by majority action of the Board of Directors.

9. The Directors are authorized to select, by appropriate resolution of the Board, such depositories as they shall deem proper for the funds of the club.
10. Each person who may have served as a director or officer of the Club shall be indemnified by the Club against liabilities imposed upon him and expenses reasonably incurred by him in connection with any claim made against him, or any action, suit or proceeding to which he may be a party by reason of his being, or having been, such director or officer, and against such sums as independent counsel selected by the Board shall deem responsible payment made in settlement of any such claim, action, suit or proceeding primarily with a view to avoiding expenses of litigation provided, however, that no director or officer shall be indemnified with respect to matters as to which shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in performance of duty, or with respect to any matters which shall be settled by the payment made primarily with a view of avoiding expenses of litigation , or with respect to matters for which such indemnification would be against public policy. Such right of indemnification shall be in addition to any other light to which depositories or officers may be entitled.
11. After February 16, 1978, the Board of Directors shall not incur new indebtedness for the Club in excess of Five Thousand dollars (\$5,000.00) per year nor a total of Eight Thousand dollars (\$8,000.00) without prior approval of a majority present at a meeting or voting by proxy at an official meeting of the Club; however, the total maximum indebtedness of the Club (before and after February 16, 1978) shall be limited to Two Hundred Dollars (\$200.00) per outstanding regular membership.

12. The Board of Directors shall not obligate the Club to the construction of a Clubhouse without first obtaining the approval by vote of a majority of regular members.

## ARTICLE VIII

### OFFICERS

1. The President, or in his absence the Vice-President, shall preside at all meetings of the Club and the Board of Directors, and shall have general supervision of the affairs of the Club, its property and employees, subject to the By-Laws and direction of the Board of Directors.

The President, or in case he is absent, or unable or unwilling to perform his duties, the Vice-President shall, with the Secretary, sign all written contracts and obligations of the Club and shall perform such other duties as the Board of Directors may prescribe.

2. The Secretary shall keep the records of the meetings of the Club and of the Board of Directors and shall keep a complete list of employees and shall perform such other duties as may from time to time be prescribed by the Board of Directors. The secretary shall email notices of all meetings of the Club and of the Board of Directors to Members thereof, respectively, as provided by the By-Laws.
3. The Treasurer shall collect and keep, all monies of the Club and distributes them as directed by the Board of Directors. The Treasurer shall keep the accounts of the Club and books belonging to the Club, shall make monthly reports in writing to the President and Vice-President of the money received and paid out and the amount of funds on hand, shall make a report of the financial condition of the Club at each annual meeting and shall supply the Board of Directors with such financial data as the Board shall direct. All checks must be signed by the Treasurer and shall be countersigned by the President, Vice President, or any Board member duly designated by the Board. In the Treasurer's absence, the President must sign the checks, with countersignature by another duly assigned Board Member.
4. An annual audit of the Club's financial records shall be performed by a three-person committee of Club Members selected by the Board of Directors. Said committee shall not be members of the Board. The audit shall be completed prior to the annual meeting and shall include a review of the Treasurer's annual report. Said Treasurer's report shall include a statement signed by the Audit Committee testifying as to the result of their work.
5. The Treasurer, and the President, and any other person signatory to Funds of the Memorial Bend Club shall give bond in the amount required by the Board of

Directors; such bond to be issued by a bonding company approved by the Board. The cost of such bond is to be paid out of the treasury.

#### ARTICLE IX

##### MEETING AND ELECTIONS

1. The annual meeting shall be held on a date designated by the Board of Directors, but no later than the third Wednesday in February at the clubhouse or at such other place as designated by the Directors until the clubhouse is constructed. At least seven (7) days written notice of the time and place of the holding of such annual meeting and the business to be considered shall be emailed to each Regular member at his last known email address. A proxy form shall be emailed to each Regular Member at the same time. The Board of Directors shall make appropriate provisions for the conduct of all meetings and elections consistent with By-Laws. Only that business specifically set forth in the official notice of the meeting may be acted upon at the annual meeting.
2. The president shall call special meetings of the Club at his discretion or within two weeks, unless otherwise specified, after receipt of the following:
  - a. A petition signed by two Members of the Board of Directors.
  - b. A petition signed by forty-five (45) Regular members.
  - c. A vote of the majority of the members present at any meeting.
3. At any annual or special meeting twenty-five (25) of the voting Regular members shall constitute a Quorum, but a smaller number may, for lack of a quorum adjourn the meeting to a further day and hour, written notice of which shall be emailed by the Secretary to each voting Regular member.
4. At all meetings of the Club, Regular members may exercise their right to vote by being present or by delivery of a written proxy to the Secretary before the meeting is called to order, the form of each proxy to be determined by the Board of Directors.

#### ARTICLE X

No general swimming fee shall ever be charged any Member who is entitled to the general privileges of the Club or members of his household family.

#### ARTICLE XI

##### DISSOLUTION

An article dealing with dissolution of the Club and disposition of the Club's assets.

1. The Board of Directors will be responsible for determining whether economic circumstances are such that dissolution and/or sale of the property should be considered by the membership.
2. The Board of Directors must present a complete plan of dissolution and/or a specific dollar offer to purchase the property in writing by email, the entire membership.
3. A motion to dissolve the membership and/or sell the property must be presented at two consecutive meetings, notice be given, and be approved at both meetings by a majority of the entire Regular Membership.
4. The Board of Directors will notify the M.B.C.A. of the possibility of the sale of the property. It will advise any prospective purchaser deed restrictions covering the property.
5. Any contact for the sale of the property must require that the entire amount be paid certified check payable to M.B.C. prior to the closing of the sale. No mortgages or other deferred payment will be permitted.
6. The net proceed of the sale will be divided equally among all Regular Memberships within thirty (30) days of the completion of the transaction.

#### ARTICLE XII

##### PARLIMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of order shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order by the Club may adopt.

#### ARTICLE XIII

##### AMENDMENTS

These By-Laws may be modified, altered, or amended by a two-thirds (2/3) vote of the membership present or voting by proxy at any annual meeting or any adjourned session thereof, or at any special meeting called for that purpose.

An amendment of the By-Laws shall not be resubmitted to the membership for vote more often than once every twelve (12) months.

The By-Laws of the Memorial Bend Club, Inc. herein presented, represent the original By-Laws and amendments thereto as approved the General membership at special and annual meeting from the date of inception, January 19, 1958 through