

BYLAWS
OF
BRIGHTON VILLAGE NEIGHBORHOOD ASSOCIATION

ARTICLE ONE

1.01 Purpose. The Bylaws shall govern the Corporation and its members and facilitate the fulfillment of the purposes provided in the Articles of Incorporation.

1.02 Principal Office. The principle office of the Corporation shall be located in the City of Corpus Christi, Texas, or at such other location as the Board of Directors may determine from time to time.

1.03 Registered office and Registered Agent. The Corporation shall have and continually 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 Act. The registered agent and registered office may be changed from time to time by the Board of Directors.

1.04 "Corporation" or "Association" shall mean and refer to Brighton Village Neighborhood Association, Inc.

ARTICLE TWO

2.01 Membership. The Corporation shall have one class of members. Every person or household who pays the appropriate fees and/or dues shall own a membership of the Corporation. When more that person holds an interest in any membership, all such persons shall be members.

2.02 Voting Rights. Each membership shall be entitled to one vote. In no event shall more than one vote be cast with respect to any membership.

2.03 Membership in this Corporation is not transferable or assignable.

ARTICLE THREE

MEETINGS OF MEMBERS

3.01 Annual Meeting. The first annual meeting of the members, commencing with the year 1984, shall be held on the _____ day of _____ of each year. If the day for the annual meeting of the members is a legal holiday, the meeting shall be held on the next day which is not a legal holiday.

3.02 Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of one-fourth of the voting memberships.

3.03 Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of the Secretary or person authorized to call the meeting, either personally or by mailing a copy of such notice, postage prepaid, at least ten (10) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Corporation, or supplied by such member to the Corporation for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

3.04 Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth of the voting memberships shall constitute a quorum for action except as otherwise provided in the Articles of Incorporation, or these Bylaws. Unless otherwise specifically provided, a majority of all voting memberships shall control.

3.05 Proxies. At all meetings of the members, each membership may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon termination of a membership.

ARTICLE FOUR

BOARD OF DIRECTORS

4.01 Number. The affairs of this Corporation shall be managed by a board of five (5) directors, who must be members of the Association.

4.02 Term of Office. AT the organizational meeting, the members shall elect two directors for a term of one year and three directors for a term of two years. At the first annual meeting and at each annual meeting thereafter, the members shall elect either two or three directors, as appropriate, to fill the directorships. No director may serve for more than two consecutive terms. (REVISION TO 4.02 TO READ) Everyone serves a term of 2 years.

4.03 Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the memberships of the Association. In the event of death, resignation or

removal of a director, a successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor. Absence from three consecutive Board meeting is cause for automatic removal from the Board by majority vote of the other Directors.

4.04 Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

4.05 Action Taken Without a Meeting. Any action required by law to be taken at a meeting or directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the directors.

ARTICLE FIVE

NOMINATION AND ELECTION OF DIRECTORS

5.01 Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a chairperson, who shall be a member of the Board of Directors, and two or more members of the Corporation. The Nominating Committee shall be appointed by the Board of Directors at least 30 days prior to each annual meeting of the members to serve from the close of such annual meeting of the members to the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine but not less than the number of vacancies that are to be filled.

5.02 Election. Election to the Board of Directors shall be by secret written ballot. At such election the memberships or their proxies may cast, in respect to each vacancy, one vote for each such vacancy. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE SIX

MEETINGS OF DIRECTORS

6.01 Regular Meetings. A regular annual meeting of the Board of Directors shall be held without notice other than this Bylaw, immediately after, and at the same place as the annual meeting of members. Regular meetings of the Board of

Directors may be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

6.02 Special Meetings. Special Meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three days' notice to each director.

6.03 Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the board.

ARTICLE SEVEN

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

7.01 Powers. The directors shall act only as a Board and individual director shall have no power as such. All corporate powers of the corporation shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be controlled by the board of directors, subject, however, to such limitations as are imposed by law, the Articles of Incorporation or these Bylaws as to actions to be authorized or approved by the membership. The board of directors may give general or limited or special power and authority to the officers and employees, if any, of the Corporation, and may give powers of attorney to agents of the Corporation to transact any special business requiring such authorization.

7.02 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 and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth of the members who are entitled to vote;
- (b) Supervise all officers, agents and employees, if any, of this Association, and to see that their duties are properly performed;

ARTICLE EIGHT

OFFICERS AND THEIR DUTIES

8.01 Officers. The officers of this Corporation shall be a President, who shall at all times be a member of the Board of Directors, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. No two offices may be held by the same person.

8.02 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. New offices may be created and filled at each meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected.

8.03 Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.04 Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

8.05 Duties. The duties of the officers are as follows:

- (a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.
- (b) Vice-President. The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.
- (c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of

The Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

- (d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting.

8.06 Architectural Control Committee

(a) Any director who serves as a member of the Architectural Control Committee, as described in the Restrictive Covenants of Brighton Village, shall be obligated to resign as a member of the Committee at the end of such director's term as a director, and the completion of such director's term as a director, or his removal from office as a director, shall automatically act as resignation of membership of the Committee.

(b) For the purpose of appointing a replacement member of the Architectural Control Committee, in the event of vacancies on such Committee, no director shall be permitted to nominate or cast any vote for any person who shall not then also be a director of the Brighton Village Neighborhood Association, Inc., and any such nomination or vote that shall fail to comply with this section shall be of no force or effect, shall act as an automatic resignation as a director and as an automatic resignation as a member of the Committee. (Amendment approved by the EVNA members at the annual meeting 1995)

ARTICLE NINE

COMMITTEES

The Corporation shall have the following standing committee:

- (1) Neighborhood Improvement and Safety Committee
- (2) Zoning and Deed Restriction Committee
- (3) Nominating Committee
- (4) Membership Committee
- (5) Finance Committee

The Association shall have special committees appointed by the Board of Directors as deemed necessary.

Committees shall be made up of volunteers, unlimited in number, and each committee shall appoint a chairperson to serve for one year or until a successor is duly elected.

ARTICLE TEN

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation and the Bylaws of the Corporation shall be available for inspection by any member at the principal office of the Association.

ARTICLE ELEVEN

DUES

11.01 Annual Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the Association by each membership.

11.02 Default and Termination of Membership. All dues which are not paid when due shall result in termination of membership.

ARTICLE TWELVE

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-profit Corporation Act, or the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the times stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE THIRTEEN

FISCAL YEAR

The fiscal year of the Association shall be established by the Board of Directors.

ARTICLE FOURTEEN

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each director, officer, former director, and former officer of this Corporation shall be and hereby is, indemnified by the Corporation against liabilities imposed upon such director or officer and against expenses actually and reasonable incurred in connection with any claim made against such person, or the defense of any action, suit, or proceeding to or in which such person is or may be made a party by reason of being or having been such director or officer, except from such expenses or claims arising from the negligence or misconduct in performance of duty of such director or officer.

ARTICLE FIFTEEN

AMENDMENTS

This Bylaws may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of memberships present in person or by proxy. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

Retyped with revision on 5-24-1996 by Ofelia C. Jaime.