

EL LAGO ESTATES CIVIC CORPORATION

BY-LAWS

ARTICLE I

Name, Purposes and Offices

- 1.1 The name of this corporation is EL LAGO ESTATES CIVIC CORPORATION.
- 1.2 This corporation is organized for exclusively charitable, civic, educational and recreational purposes, to-wit:
- (1) To render constructive civic service for the promotion of the social welfare of the community and of the residents of the El Lago Estates Subdivision (as hereinafter defined), to inculcate civic consciousness by means of active participation in constructive projects which will improve the community, state and nation;
  - (2) To promote and provide educational and public recreational facilities for the residents of El Lago Estates Subdivision and surrounding areas; and
  - (3) To acquire, maintain and operate buildings and property for charitable public services and educational and recreational facilities.

Neither any donation made to this corporation nor any fund or property arising there from, in whatever form it may take shall be diverted from the purposes herein set out. As used herein, the phrase "El Lago Estates Subdivision" shall be deemed to refer to the tracts and parcels of land in Harris County, Texas, described in the following two deeds: Deed dated August 23, 1963, from Bank Line Development Corporation to Prokop Building Co., Inc. recorded in Volume 5239, page 371, Deed Records, Harris County, Texas, and Deed dated September 18, 1963, from Paraffine Oil Corporation to Prokop Building Co., Inc. recorded in Volume 5263, page 437, Deed Records, Harris County, Texas.

- 1.3 The principle office shall be in the City of Houston, Texas, Harris County, Texas, or such other place as may be determined by the Board of Trustees.
- 1.4 The corporation may also have offices at such other places within the State of Texas as the Board of Trustees may from time to time determine or the business of the corporation may require.

ARTICLE II

Membership

- 2.1 The corporation shall have no members.

## ARTICLE III

### Trustees and Meetings

- 3.1 The direction and management of the affairs of this corporation and control and disposition of its property and funds shall be vested in a Board of Trustees of three (3) persons, or such greater number not more than seven (7), as may be determined by the members of the Board of Trustees of the corporation. Until changed pursuant to these By-Laws, the number of Trustees is fixed at three (3).
- 3.2 The initial Board of Trustees named in the Articles of Incorporation shall serve for a period of fifteen (15) years from the date of filing of the Articles of Incorporation of the corporation in the Office of the Secretary of State of the State of Texas, and until their successors are duly elected and qualified as herein provided, unless any of them shall sooner die, resign, become incapacitated or be removed. If, during said period of fifteen (15) years, any one or more of the Trustees shall die, resign, become incapacitated or be removed as herein provided on any one or more occasions, the remaining Trustee or Trustees shall select a successor Trustee or successor Trustees who shall serve for the remaining unexpired term of his or her predecessor and until his successor is duly elected and qualified as herein provided. Likewise, if during said period of fifteen (15) years, the number of members of the Board of Trustees shall be increased, the additional Trustee or Trustees thus provided for shall be elected by the then Trustees and shall serve for the same period of time and upon the same conditions as if they were originally named as Trustees in the Articles of Incorporation of the corporation.
- 3.3 At the expiration of fifteen (15) years from the date of filing of the Articles of Incorporation of the corporation in the Office of the Secretary of State of the State of Texas, the Trustees then serving hereunder shall elect a new Board of Trustees who shall serve a term of three (3) years each and until their successors are duly elected and qualified, all of which Trustees shall be required to be residents of the El Lago Estates Subdivision as herein defined. Likewise, each three (3) years thereafter, the Trustees then serving hereunder shall elect a new Board of Trustees to serve for a term of three (3) years and until their successors are duly elected and qualified, and who shall likewise be required to be residents of the El Lago Estates Subdivision. If any such Director elected under this Section 3.3 shall die, resign, become incapacitated or be removed as Trustee during his term, a successor Trustee shall be selected by the remaining Trustees or Trustee to serve the remainder of his term. Likewise, if after the expiration of fifteen (15) years from the date of the Articles of Incorporation of the corporation in the Office of the Secretary of State of the State of Texas, the number of Trustees should be increased, each additional Trustee thus provided for shall be elected by the then Trustees and shall serve for a term ending at the same time as the term of the

Trustees electing him, unless he shall sooner die, resign, become incapacitated or be removed.

- 3.4 Any Trustee whose term of office shall have expired may be elected to succeed himself; provided that not more than one-half of the total number of members of an outgoing Board of Trustees may be elected to succeed themselves.
- 3.5 The Board of Trustees shall have the power to amend these By-Laws at any time to provide for a different manner of selection of Trustees (such as, for example, election by the residents of the El Lago Estates Subdivision) or for a different term of office for Trustees; provided that the Trustees shall not have the power without written consent of the owners of a majority of the land (in area) included in the El Lago Estates Subdivision, either to: (a) amend or repeal Section 3.4 above, or (b) extend the term of office of any Trustee beyond the applicable term specified in Section 3.2 or 3.3 (as applicable).
- 3.6 The number of Trustees may be increased or decreased from time to time by amendment to these By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Trustee. Any Trustee may be removed either for or without cause at any special meeting of Trustees by the affirmative vote of a majority of the total number of Trustees then serving hereunder.
- 3.7 The annual meeting of the Trustees shall be held on the first Tuesday in April of each year unless such day be a legal holiday, in which event the meeting shall be held on the first business day following thereafter. No notice of such annual meeting shall be required.
- 3.8 Special meetings of the Trustees may be called by the President, or by any two (2) of the Trustees acting jointly, at any time. At least five (5) days written notice of any special meeting shall be given to all Trustees, specifying the purpose or purposes for calling such meeting.
- 3.9 A Trustee by writing may waive notice of any meeting of Trustees and attendance at any meeting shall constitute a Waiver of Notice of such meeting.
- 3.10 A majority of the duly elected and qualified Trustees then serving hereunder shall constitute a quorum for transaction of business at any meeting of the Trustees, and the vote of the majority of the Trustees in attendance at any meeting attended by a quorum of the Trustees shall be sufficient for the transaction of ordinary business of the corporation and all other business, except as otherwise provided by the Articles of Incorporation, these By-Laws or the laws of the State of Texas.

## ARTICLE IV

### Officers

- 4.1 The officers of the corporation shall consist of a president, a vice-president, a secretary and a treasurer and such other officers as the Board of Trustees may, from time to time , determine. The president and vice-president shall be Trustees, and other officers may be, but need not be, Trustees. The Trustees at each annual meeting of the Board shall elect all officers of the corporation for the ensuing year to hold office at the pleasure of the Board.
- 4.2 Any individual, otherwise qualified, may hold any two offices in the corporation, except the offices of president and secretary.
- 4.3 The salaries, if any, of all officers and agents of the corporation shall be fixed by the Board of Trustees.
- 4.4 The officers of the corporation shall hold office until their successors are elected or appointed and qualify, or until their death or until their resignation or removal from office. Any officer elected or appointed by the Board of Trustees may be removed at any time by the affirmative vote of a majority of the Board of Trustees, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise shall be filled by the Board of Trustees.
- 4.5 The president shall be the chief executive officer of the corporation, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Trustees are carried into effect. He shall preside at all meetings of the Board of Trustees.
- 4.6 The vice-presidents in the order of their seniority, unless otherwise determined by the Board of Trustees, shall, in the absence or disability of the president, perform the duties and have the authority and exercise the powers of the president. They shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe or as the president may from time to time delegate.
- 4.7 The secretary shall attend all the meetings of the Board of Trustees and record all of the proceedings of the meetings of the Board of Trustees in a minute book to be kept for the purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all special meetings of the Board of Trustees and shall perform such other duties as may be prescribed by the Board of Trustees or a president, under whose supervision he shall be. He shall keep in safe custody the seal of the corporation and, when authorized by the Board of Trustees, shall affix the same to any instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of an assistant secretary or of the treasurer.

- 4.8 The assistant secretaries in the order of their seniority, unless otherwise determined by the Board of Trustees, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary. They shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe or as the president may from time to time delegate.
- 4.9 The treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts and records of receipts, disbursements and other transactions in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Trustees.
- 4.10 The treasurer shall disburse the funds of the corporation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall render to the president and the Board of Trustees, at its regular meetings, or when the president or Board of Trustees so requires, an account of all his transactions as treasurer and of the financial condition of the corporation.
- 4.11 If require by the Board of Trustees, the treasurer shall give the corporation a bond of such type, character and amount as the Board of Trustees may require.
- 4.12 The assistant treasurers in the order of their seniority, unless otherwise determined by the Board of Trustees, shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer. They shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe or the president may from time to time delegate.

## ARTICLE V

### Committees

- 5.1 The Board of Trustees may create standing and special committees, with powers and duties as the Board of Trustees may determine.

## ARTICLE VI

### Amendments

- 6.1 These By-Laws may be amended at any annual or special meeting of the Board of Trustees, provided that notice of the proposed amendment is given in writing to all of the Trustees at least five (5) days before such meeting; subject, however, to the limitation imposed in Section 3.5 above.

## ARTICLE VII

### General Provisions

- 7.1 The Board of Trustees shall present at each annual meeting a full and clear statement of the fiscal condition of the corporation.
- 7.2 All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Trustees may from time to time delegate.
- 7.3 The fiscal year of the corporation shall be fixed by resolution of the Board of Trustees.
- 7.4 The corporate seal shall be in such a form as may be prescribed by the Board of Trustees. The seal may be used by causing it, or a facsimile thereof, to be impressed on, affixed to, or in any manner reproduced upon, instruments of any nature required to be executed by officers of the corporation.
- 7.5 The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Trustees at its registered office or principle place of business.