

AMENDMENT AND RESTATEMENT OF THE BYLAWS
OF
THE WINLOW PLACE CIVIC CLUB
Effective December 3, 1991

ARTICLE 1 – NAME

1.1 The name of this organization shall be the Winlow Place Civic Club, an unincorporated, non-profit organization. (Note: The organization was subsequently incorporated on August 21, 1992.)

ARTICLE 2 – PURPOSE

2.1 The purpose of this organization shall be to promote civic pride, to establish public unity, to obtain needed improvements, and to enforce the restrictions specified in the abstract of title to property in Winlow Place Addition. It shall also be the purpose to assist the economic, civic, and social activities that are for the welfare of the community.

2.2 The Winlow Place Civic Club is a non-partisan organization. Therefore it will not take a position on political issues, or express a preference for one political candidate over another.

ARTICLE 3 – MEMBERSHIP

3.1 The active membership in this Club shall be property owners and tenants of the interior property in the Winlow Place Addition who shall first pay dues and have full voting privileges.

3.2 The associate membership in this Club shall be property owners and tenants of the exterior commercial property of the Winlow Place Addition who shall pay dues but have no voting privileges.

3.3 The interior residential property of Winlow Place shall be represented by 11 Block Captains and shall be divided into eight (8) district-blocks for voting purposes on the Executive Board consisting of both sides of the streets as follows: four district-blocks consisting of the 1700 blocks of Hawthorne, Harold, Kipling, and Marshall; two district-blocks consisting of the 1800 blocks of Marshall and Kipling; one district-block consisting of the 1900 blocks of Hawthorne and Harold; and one district-block consisting of the 1800 block of Harold and the 1900 blocks of Kipling and Marshall. The two Block Captains of the 1900 blocks of Hawthorne and Harold shall caucus and have one vote, and the three Block Captains from the 1800 block of Harold and the 1900 blocks of Kipling and Marshall shall caucus and have one vote.

3.4 The exterior adjoining commercial property of Winlow Place shall be represented by 4 Block Captains, one from each of the 1700 and 1800 blocks of West Alabama and the 1700 and 1900 blocks of Westheimer and they shall have no voting privileges.

3.5 The control and management of this Club shall be vested in the membership, unless otherwise provided in these Bylaws.

ARTICLE 4 – OFFICERS AND EXECUTIVE BOARD

4.1 The elected officers of this Club shall consist of a President, Vice President, a Secretary, a Treasurer, and a Delegate to represent Winlow Place Civic Club to the Neartown Association.

4.2 The Block Captains of this Club shall consist of one person from each of the 11 interior blocks and each of the 4 exterior blocks in the Winlow Place Addition with the voting powers as defined in Article 3.

4.3 The Executive Board shall consist of all elected officers and all Block Captains.

ARTICLE 5 – FISCAL YEAR

5.1 The fiscal year of this Club shall begin on January 1 and end on December 31 of each year.

ARTICLE 6 – DUES

6.1 The amount of the membership dues for the ensuing year of this Club shall be determined at the last meeting of each year by a vote of the members present. The dues classifications shall be Over 65, one adult household, two or more adult household, non-resident owner, and adjoining business property owner. Dues are payable January 1 of each year and shall entitle the payor to one vote with the exception of the adjoining business property owners (Associate Membership) who shall have no voting powers.

ARTICLE 7 – MEETINGS

7.1 Regular general meetings of the Club shall be held six times each year, on the first Tuesday in the months of February, April, June, August, October, and December, at 7:30 p.m. at a place designated by the Executive Committee. The members shall be notified, in writing, of such meetings.

7.2 Special general meetings may be held at any time on call of the President or by five members of the Executive Board or upon the written request by ten voting members. All members shall be given prior notice, in writing, of such meetings, stating the reason for the meeting and the time and place of the meeting.

7.3 Meetings of the Executive Board may be held at any time on call of the President or by five members of the Executive Board at a time and place designated by the authority calling the meeting. All members of the Executive Board shall be notified of the time and place of the meeting. Other members will be welcome at these meetings.

7.4 The Executive Board shall conduct the business of the Club between general meetings when deemed necessary.

7.5 Five members of the Executive Board or thirteen members of the Club, in good standing, shall constitute a quorum.

ARTICLE 8 – ELECTIONS

8.1 All designated officers and Block Captains shall be elected at the regular meeting in December of each year and shall take office January 1 of the following year.

8.2 In event of a vacancy occurring in the staff of officers or the Block Captains, the vacancy shall be filled at the first regular meeting after the vacancy occurs by a majority vote of the members present. If the vacancy to be filled is a Block Captain, it shall be filled by a member from the District involved.

8.3 The President shall, 30 days before the December meeting of each year, appoint a nominating committee to present a slate of officers and Block Captains. Any other member in good standing may also serve on the Nominating committee. Additional nominations may be made from the floor.

8.4 All officers shall be voting members in good standing.

ARTICLE 9 – DUTIES OF OFFICERS AND BLOCK CAPTAINS

9.1 President: It shall be the duty of the President to preside at all meetings of the Club, preserve order, enforce the Bylaws, and exercise supervision of its affairs generally. He shall not be required to vote except in case of a tie vote. He shall, with the advice and consent of the Executive Board, appoint all committees and shall be a member of all committees, and shall see that all officers and Block Captains properly respond to, and perform all duties that may be placed upon them. He shall serve as chairman of the Executive Board.

9.2 Vice President: It shall be the duty of the Vice President to assist the President in the discharge of his duties and to occupy the Chair in his absence. In event the President's office becomes vacant, the Vice President shall assume the office of President and perform all duties delegated to the President.

It shall be the duty of the Vice President to plan and arrange interesting and timely programs for each General Meeting including speakers, if any, meeting

rooms, name tags, sign-in sheets, door prizes if any, and refreshments. It shall be the duty of the Vice President to serve as Chairman of the Special Projects Standing Committee.

9.3 Neartown Delegate: It shall be the duty of the Neartown Delegate to serve as liaison between Winlow Place and the umbrella Neartown Association and attend all Neartown Association monthly meetings; to network with other civic groups and represent the interests of Winlow Place in matters of the larger community; to attend special meetings, rallies, benefit functions and the like; to keep informed of all issues effecting Winlow Place and report back to the Club on a regular basis.

9.4 Secretary: It shall be the duty of the Secretary to keep a true and correct record of all the proceedings and keep the minutes of both the General and the Executive Board meetings of the Club, receive all communications, conduct all correspondence, notify members of meetings to be held where required by the Bylaws, and have charge of all records of the Club.

9.5 Treasurer: It shall be the duty of the Treasurer to record and deposit all monies received by the Club in a bank account maintained for that purpose. He shall disburse all funds by check which shall be countersigned by the President or Vice President, but such disbursements shall require prior approval by the Executive Board. The Treasurer shall make a financial statement to the membership at the first meeting of the calendar year, and upon request of any member furnish a list of all members in good standing. The current bank statement of this Club shall be available for inspection by any voting member.

It shall be the responsibility of the Treasurer to maintain current signature cards for all banking connections, and he shall also be responsible for, and maintain a list of, all holders of the keys to the post office box, the safe deposit box, and St. Stephens Church.

It shall be the duty of the Treasurer to serve as Chairman of the Membership committee and he shall prepare and affix return envelopes to the February newsletter for purposes of dues collection. He shall maintain a current membership roll, and shall prepare and maintain a separate mailing list of both paid and unpaid non-resident owners.

9.6 Block Captains: It shall be the duty of the Block Captains to attend all general and board meetings and assume an equal responsibility in forming the policies of the club and the enforcement of the Bylaws. It shall be the duty of the Block Captains to serve as liaison between the represented block and the officers and committee chairs; to serve on the Membership Committee and actively participate in the February membership drive; to welcome and record new residents as they move into the community and so advise the Treasurer; and to serve on the Deed Restrictions and City Ordinances Committee and report to the club any performance or lack of performance in the general area that effects the best interest of the Winlow Place Addition.

ARTICLE 10 – STANDING COMMITTEE

10.1 In addition to such committees as the President may determine from time to time, standing committees appointed by the President and with duties as the Executive Board may determine shall be as follows: Crime and Security, Membership, Special Projects, Newsletters and Publications, Deed Restrictions and City Ordinances, and Historical.

10.2 Crime & Security: The Chairman shall serve as the Winlow Place Delegate to the Positive Interaction Program of the Houston Police Department. The Chairman shall attend all PIP meetings, interface with the surrounding communities and HPD and share and exchange information and report back to the President and the Club on a regular basis regarding criminal activity trends. He shall be readily accessible to the Block Captains and residents by telephone with an answering machine and assist with and take reports of criminal incidents. He shall be responsible for the management and control of any security service or patrol, whether private, off duty police officer, or citizen.

10.3 Membership: The Chairman shall be the Treasurer. Members shall be the Block Captains with committee duties as set out in Section 9.6.

10.4 Special Projects: The Vice President shall serve as Chairman. This committee shall be responsible for yard awards, the “Sweat Team”, and other matters of a special nature that may be determined by the membership from time to time. Cross-walk marking, beautification, and street lights are only examples of this committee’s work.

10.5 Newsletters & Publications: The Chairman shall be the Editor of the newsletters who shall also be responsible for the production of periodic revisions of the club Directory, Special Bulletins, etc. The Chairman shall communicate closely with the President and shall provide a final draft of any publication to the President before final production.

10.6 Deed Restrictions & City Ordinances: The Chairman shall keep informed as to all existing and proposed state legislation and City Ordinances and make copies available upon request from any club member, and report to the general membership on a regular basis. Members shall be the Block Captains. This committee shall enforce the Winlow Place Addition’s deed restrictions, city ordinances, and zoning regulations by corresponding with violators and appropriate City services with the consent of the membership. The Committee shall continue to contact owners of property who have not signed the Deed Restrictions of January 1, 1975. (Note: The Deed Restrictions were subsequently amended and restated on March 6, 2000).

10.7 Historical: The Chairman shall be the Historian whose duty will be to store and safeguard all minutes, histories, and other club records, including those from

previous years and those which will be furnished to him by future officers of the Civic Club.

ARTICLE 11 – ORDER OF BUSINESS

11.1 The following is the suggested order of business at the discretion of the presiding officer of all regular meetings:

1. Introduction of visitors.
2. Reading minutes of previous meetings.
3. Report of Officers.
4. Report of Block Captains.
5. Report of Committees.
6. Old business.
7. New business.
8. Discussions.
9. Adjournment.

11.2 Roberts Rules of Order shall be authority for procedure in conducting meetings when not in conflict with the Bylaws.

ARTICLE 12 – MISCELLANEOUS

12.1 A copy of these Bylaws, and all subsequent amendments thereto, shall be furnished to each member of the Club upon request.

12.2 Men and women shall have equal rights in this Club and where the words “he” or “his” appear in these Bylaws, they shall also mean “she” or “hers”.

12.3 These Bylaws may be amended from time to time upon the recommendation of the Executive Board and upon approval by vote of the members in attendance at any General Meeting.

The above and foregoing Amendment and Restatement of the Bylaws of the Winlow Place Civic Club was adopted at a regular meeting of members held on December 3, 1991, at which a quorum was present, and the amendments and restatements received a majority of the votes cast by members present or by proxy. The document was first adopted by the Executive Board and thereafter proper written notice of the document was given to the membership prior to the meeting.

Dated this 3rd day of December, 1991.

By: Audrey Cook, President

By: Ruby McCord, Secretary