

BYLAWSWESTBURY AREA IMPROVEMENT CORPORATION
REVISED AMENDMENT November 2018

Article I. Offices

The principal office of the Westbury Area Improvement Corporation, hereinafter referred to as the “corporation,” in the State of Texas shall be located in the city of Houston, county of Harris. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The location of the registered office of the corporation shall be as set forth in the Articles of Incorporation of the corporation, or in the most recent amendment of restatement of such Articles of Incorporation or in a certificate of change of registered office.

Article II. Purpose

The purpose of the corporation shall be to improve the quality of life for those who live, work, learn, or play in the Westbury community. This will be done by promoting the civic, cultural, educational, and general welfare of residents, workers, students, and visitors to the Westbury SuperNeighborhood in Houston, Texas. The corporation will strive to improve the appearance of the area, increase the security of its local citizens, promote better relationships between businesses and residents, and increase services from the city, county, and state governments. In addition, the purpose of the corporation shall be as stated in the Articles of Incorporation or the most recent amendment or restatement of such Articles of Incorporation.

Also, the WAIC and the Westbury Civic Club form the Westbury SuperNeighborhood Council, as recognized by the City of Houston. The WAIC meeting functions as the site of the Westbury SuperNeighborhood Council meeting, and those meetings run concurrently.

No individual or representative of an organization may be excluded from serving on either the Board of Directors or any committee based on race, creed, color, religion, gender, sexual orientation, or national origin.

Article III. Members

The corporation shall have no members.

Article IV. Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors, who shall exercise all general powers conferred by the laws of the State of Texas upon corporations organized under the Texas Non-Profit Corporation Act and shall have such additional powers and duties as are specifically provided by the Articles of Incorporation.

Section 2. Number, Tenure, and Qualifications. The Board of Directors shall consist of up to twenty-eight (28) Directors. The distribution will be the following:

- Civic – up to 5 positions
- Schools – up to 5 positions
- Religious / Charitable – up to 5 positions

Business– up to 5 positions
Community – up to 5 positions
Presidential Appointees- up to 3 positions

Section 3. Meeting of Directors. Meetings shall be held on a monthly basis at a time and place set by the Board of Directors. In addition, special meetings may be called by the President. A scheduled meeting may be cancelled by the Board of Directors or the President. Meetings of the Board of Directors shall be open to the public. Written notice of place, date, and hour of any regular meeting shall be delivered personally, electronically, or by mail.

Section 4. Annual Meeting. The Annual Meeting and election of the Board of Directors and Officers will be held on the regular meeting day in November, which will not require special notice. If cancelled, the election shall be held before the end of the calendar year. The term begins on January 1.

Section 5. Quorum. Six (6) Directors, including at least one (1) Officer, shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Directors present at a meeting with said quorum 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 these **Bylaws**.

Section 6. Voting. Each member of the Board of Directors shall be entitled to one vote. The President may call for an email vote, if necessary. The President of the Board shall vote only in the case of a tie vote among other members of the Board. A Director from an organization may designate an alternate representative.

Section 7. Proxies. Voting by proxy shall not be allowed.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of remaining Directors.

Section 9. Compensation. Directors shall not receive any compensation for serving as a Director, but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation.

Section 10. Expenses. Travel expenses deemed necessary for the conducting of corporation business will be reimbursed if approved by the Board.

Section 11. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if approved by a simple majority in an email vote.

Section 12. Resignations and Removal. Resignation from the Board should be in writing or email and received by the President or the Secretary. Any Director may be removed from the Board due to three or more consecutive unexcused absences at regularly scheduled meetings, or, if deemed necessary, by a 2/3 vote of the Directors present at a meeting.

Article V. Advisory Board

Section 1. Purpose. The Advisory Board will add expertise to the regular Board and may include elected officials, government agencies, or others at the discretion of the Board..

Section 2. Membership. There will be no maximum number of Advisory Board Members. The Board of Directors and/or President of the Board may appoint as many Advisory Board members as needed. Their term will be for one year and can be extended.

Section 3. Voting. Advisory Board members, or their representatives, have voice but do not have voting privileges.

Article VI. Officers

Section 1. Officers. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer.

Section 2. Election and Term of Office. The officers of the corporation shall be elected at the Annual Meeting of the Board of Directors.

Section 3. Removal. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors or the President whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Vacancies. A vacancy of any Officer may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and, subject to the authority granted by the Board of Directors, the President shall be in charge of the properties and affairs of the corporation. The President shall attend and preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President or in the event of inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer duties in such sum and with such surety of sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; file or cause to be filed all appropriate local, state, and federal tax returns; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; and in general

perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned the Secretary by the President or by the Board of Directors.

Article VII. Executive Committee

Section 1. Purpose. The Executive Committee will be charged with the operations and everyday running of the corporation. It will carry out the will of the Board of Directors. It will be charged with developing and maintaining financial systems consistent with good fiduciary practices.

Section 2. Membership. The Executive Committee will be the Officers of the Boar

Section 3. Meetings. Meetings will take place as often as necessary, Reporting will be provided to the Board of Directors at Board meetings.

Article VIII. Committees

Section 1. Purpose. Standing committees will be formed by the Board of Directors or the President of the Board. They will be charged with a task that is on-going and/or important to the continued operation of the corporation. The President can create a Project Committee to handle a specific duty or task with a completion date. After the task is completed, the Project Committee will either be dissolved or turned into a standing committee.

Section 2. Membership. The President of the Board will make committee appointments. These appointees may be Board members or other members of the community.

Section 3. Meetings and reporting. Each committee will set up its own operating rules. They will report to the Board of Directors at each scheduled meeting.

Section 4. Creation. Each standing committee will be listed in the Bylaws as part of the corporation. Changing the Bylaws for the insertion of a standing committee only takes a majority of the Board of Directors at a meeting where there is a quorum.

- 1. Nominating Committee** - This committee is charged with presenting a slate of officers and Board of Directors for the general election each year. The Committee may nominate a candidate for a vacancy whenever a potential new member becomes available.

- 2. Westbury Community Garden**- This committee is charged with operating and maintaining the Westbury Community Garden, a joint project of the WAIC and the Westbury SuperNeighborhood. This committee chooses its leaders from its membership. The garden operates under the WAIC financial umbrella.

Article IX. Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the corporation. Checks in the amount of \$1000 or more must have two signatures.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation.

Article X. Business Contributions

Contributions. The corporation will solicit business contributions along guidelines set up by the WAIC.

Article XI. Books and Records

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the corporation may be inspected by any member of the Board of Directors for any proper purpose at any reasonable time.

Article XII. Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Article XIII. Seal

The corporation shall not have a seal.

Article XIV. Waiver of Notice

Whenever any notice is required to be given under the provisions of the law or under the provisions of the articles of incorporation or by the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XV. Amendments to Bylaws

These by laws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board of Directors by a majority of the entire Board of Directors if at least seven (7) days written notice is given to each member of the Board of Directors of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting.

Article XVI. Procedures

All meeting will be conducted by the latest edition of Robert's Rules of Order. The President of the Board may act as Parliamentarian or appoint one for the meeting.

WESTBURY AREA IMPROVEMENT CORPORATION (WAIC)

APPROVED Month Date, 2018

Bylaws-

David Roschke
Chair, ByLaws Committee

Rebecca Edmondson
President, WAIC