

LAKEWOOD CIVIC ASSOCIATION  
AMENDED CONSTITUTION.

This Amended Constitution, approved and adopted by an affirmative vote of at least two-thirds of the members present at a duly held meeting of the members of the Lakewood Civic Association held after notice of said meeting was given in compliance with the requirements of the Constitution of the Association, sets forth the governing Articles under which the Association shall operate.

ARTICLE ONE  
NAME

The name of this corporation is the Lakewood Civic Association

ARTICLE TWO  
NONPROFIT CORPORATION

The Corporation is a nonprofit corporation. Upon dissolution all of the Corporation's assets shall be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code §501(c)(3) for one or more purposes that are exempt under the Texas franchise tax.

ARTICLE THREE  
DURATION

The period of its duration is perpetual.

ARTICLE FOUR  
PURPOSES

The purposes for which the corporation is organized are to perform charitable activities within the meaning of Internal Revenue Code §501(c)(3) and Texas Tax Code §11.18(c)(1). Specifically:

1. The purpose of the Lakewood Civic Association is to solve community problems of common interest to the property holders of the Lakewood subdivision in Baytown
2. The Lakewood Civic Association further shall be entitled to exercise all rights and powers conferred on nonprofit corporations under the laws of Texas, or which may hereafter be conferred including the power to contract, rent, buy or sell personal or real property; provided however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.
3. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or

exercise any powers that are not in furtherance of the primary purpose of this corporation.

This Corporation is organized pursuant to the Texas Nonprofit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes.

## ARTICLE FIVE POWERS

Except as otherwise provided in these Articles, the corporation shall have all of the powers provided in the Act.

## ARTICLE SIX RESTRICTIONS AND REQUIREMENTS

The corporation shall not pay dividends or other corporate income to its members, directors, or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under the Internal Revenue Code §501(c)(3) and related regulation, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code §170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.

5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purposes, or to an organization exempt from taxes under Internal Revenue Code §501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

#### ARTICLE SEVEN MEMBERSHIP

The Corporation shall have one class of members as provided in the bylaws of the Corporation.

#### ARTICLE EIGHT INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 815 Brazos St., Ste. 500, Austin, TX 78701, and the name of its initial registered agent at this address is Incorp Services, Inc.

#### ARTICLE NINE BOARD OF DIRECTORS

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the bylaws. The Board of Directors shall consist of at least three persons. The Board of Directors at the time of amendment of this constitution shall consist of the following persons at the following addresses:

##### NAME OF DIRECTOR

##### STREET ADDRESS

Randell W Dickey	Addresses redacted on web version for privacy
Manuel Escontrias	
Denise Platt	
Sheryl Ward	
Jim Cauley	
James Springer	
Barbara Gibson	
J. J. Burianek	

ARTICLE TEN  
LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE ELEVEN  
INDEMNIFICATION

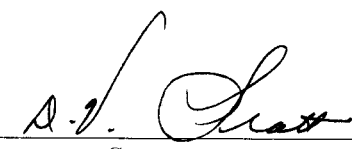
The Corporation may indemnify a person who was, is or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation, as provided by the provisions of the Texas Non-Profit Corporation Act governing indemnification. As provided in the bylaws, the board of directors will have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, members, agents, volunteers, or other individuals who have a relationship with the Corporation.

ARTICLE TWELVE  
CONSTRUCTION

All references in these Articles to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

We certify that this Amended Constitution was approved and adopted by an affirmative vote of at least two-thirds of the members present at a duly held meeting of the members of the Lakewood Civic Association held on the 19th day of May, 2009, after notice of said meeting was given at least seven days prior to said meeting, such notice containing a copy of the proposed amendments to this constitution.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

**LAKEWOOD CIVIC ASSOCIATION BYLAWS**  
Revised 18-MAY-2021

**ARTICLE ONE – MEMBERSHIP**

- Section 1: The membership of the Lakewood Civic Association is limited to those persons or institutions who are residents or property owners of the subdivision of Lakewood in Baytown Texas.
- Section 2: To be in good standing, a member must have paid the annual dues determined by vote of the membership at the annual meeting.

**ARTICLE TWO – MEETINGS OF MEMBERS**

- Section 1: The members of this association shall have one annual meeting which is to be held in May of each year.
- Section 2: Special meetings of the members may be called by the president on the written request of not less than 10 members.
- Section 3: All members will be notified of all special and annual meetings by letter. Those attending will constitute a quorum.
- Section 4: At least 30 days prior to the annual meeting, the president shall appoint a nominating committee of three members of the membership. It shall be the duty of the nominating committee to nominate two members for each vacancy for which elections are being held.
- Section 5: The nominations of the nominating committee will be submitted to the membership by mail. Each subscribing family is entitled to one vote. The four nominees who receive the largest number of votes will be elected.

**ARTICLE THREE – BOARD OF DIRECTORS**

- Section 1: The board of directors shall consist of eight (8) directors. Four shall be elected each year.
- Section 2: The term of office of each director is two years.
- Section 3: The president shall preside at meetings of the board of directors. In the absence of the president, the vice president shall preside.
- Section 4: Any vacancy on the board of directors shall be filled by vote of a majority of the remaining directors.
- Section 5: The board of directors shall be responsible for studying and helping address problems related to the Lakewood community and the Lakewood Civic Association.
- Section 6: The Board of Directors may remove an elected officer for cause. After initial investigation of the grounds for removal, a 2/3 vote of the Board will be required at any regular or specially called meeting of the Board. The officer considered for removal must be properly notified at least 30 days prior to the meeting and they shall have the right and opportunity to be heard by the Board of Directors prior to taking the final vote and action.

**ARTICLE FOUR – OFFICERS AND THEIR DUTIES**

- Section 1: At the first board meeting following the annual membership meeting, the board of directors shall elect from its membership the following officers: president, vice president, treasurer, and secretary.
- Section 2: Officers shall hold office for a term of one year or until the election of their respective successors.
- Section 3: The president shall preside at all meetings of the members and of the board of directors. He shall perform such duties as customarily appertain to the office of president or as he may be directed to perform by resolution of the membership.
- Section 4: The vice president shall have and exercise all the powers, authority, and duties of the president during the absence or disability of the president.
- Section 5: The treasurer shall have custody of all funds of the association. He shall sign all checks, drafts, and notes of the association. He shall prepare a financial statement to be read at the annual meeting, and he shall present a financial statement at the meetings of the board.
- Section 6: The secretary shall maintain board minutes and annual meeting minutes and shall perform such other duties as may be directed by resolution of the board.
- Section 7: The officers shall appoint committees and chair persons for the boat club and as needed for other activities.

**ARTICLE FIVE – AMENDMENTS**

- Section 1: Amendment to these bylaws and the constitution may be adopted by the affirmative vote of two-thirds of the members present at any duly held meeting if the members have been given at least 7 days notice of such meeting and the notice contained a copy of the proposed amendment or amendments.