

# **Amended By-Laws**

## **Indian Hill Peninsula Civic Club**

### **Article 1. Offices**

#### **Club Office**

1. The principal office of the Indian Hill Peninsula Club (The Club) shall be located at the Club's Community Center Building, physical and mailing address 171 Olympic Dr., Livingston, TX 77351. The mailing address may be changed by the Officers to the physical street address with notification being given to stakeholders and members. The address of the office may be changed from time to time by the membership.

#### **Registered Agent**

2. The Club shall maintain a registered agent as required by the Texas Non-Profit Corporation Act.

### **Article 2. Purpose of the Club**

1. The **Indian Hill Peninsula Civic Club** is a non-profit corporation organized under the laws of the State of Texas.
2. The purpose of The Club is to promote the civic and general welfare of the residents and property owners and to maintain for the benefit of the subdivisions the properties at Indian Hill Estates, Section 2, block 3, Reserve C, commonly known as the "Point"; Indian Hill Estates, Section 1, Block 3, Lot-Reserve commonly known as the Pond & Community Center" and Indian Hill Heights Section I Park, the "Park".

### **Article 3. Membership**

1. Membership is open to and composed of persons who own property, are residents, or renters (one year or more), within the following subdivisions located in Polk County, Texas.

Indian Hill Estates I	Indian Hill Heights I
Indian Hill Estates II	Indian Hill Heights II
Indian Hill Estates III	Indian Hill Heights III (Pat's Point)
Indian Hill Estates IV	Indian Hill Harbor Addition
2. Membership in The Club is voluntary and shall be by payment of annual dues as set by the members. Each member shall have one vote. Any spouse or co-owner may be an individual member.

3. Annual membership dues are \$125 per member effective January 1, 2027. Annual dues shall run from January 1 through December 31. Dues may not be pro-rated, transferred or refunded. Membership dues may be changed by a majority vote of at least 51% of all Club members voting as prescribed in Article 4.
4. Members of The Club in good standing shall have the right to vote, to hold office, and to initiate solutions, plans, policies, and projects and present them to the membership for consideration.

#### **Article 4. Voting**

1. A. Only members in good standing may vote. A vote on the issues listed below shall be made by the members present and by written absentee ballots.
    - a. Alter, repeal, amend, or adopt new by-laws.
    - b. Change in amount of annual dues
    - c. Election of Directors/Officers
    - d. Sale or transfer of ownership of any real property owned by the Civic Club.
  - B. A notice and absentee ballot shall be mailed to all members fifteen (15) days prior to any membership meeting at which these items will be addressed. Mailed ballots must be received by the Club not less than two (2) days prior to the meeting
  - C. It shall be the responsibility of the Secretary and the Sergeant of Arms to count all ballots, to furnish a tally, and to certify and sign the results of the tally of votes at meetings at which these items are addressed. Mailed ballots shall not be opened until said meeting. Ballots shall be maintained for a period of 90 days after such meeting.
  - D. Any member who fails to appear in person or who fails to return their ballot as prescribed waives their right to vote on the issues presented at the meeting.
  - E. All other issues shall be decided by vote of the members present at membership meetings.
2. Voting by proxy is prohibited.
  3. Club shall maintain a current list of all members and their Indian Hill address in the Club office. The list will be available for inspection by any member at a meeting. Failure to prepare and make available the list shall not affect the validity of any action taken at a meeting.

## **Article 5. Governance and Officers**

1. The Club shall be a membership-governed organization. Policies and procedures shall be established by majority vote of the members present at regular, annual and special meetings except where provided otherwise in these By-Laws or required by law. The day-to-day business of the Club shall be conducted and managed by the duly elected Officers of the Club, consistent with all policies, procedures, and resolutions enacted or passed by the members.

### **Number, Titles, and Elections of Officers**

2. The Officers shall be President, Vice President, Treasurer, Secretary and Sergeant at Arms. Officers shall be elected at the annual meeting on the 2<sup>nd</sup> Saturday in October of each even-numbered year, At the July meeting preceding each annual meeting the membership shall elect a nominating committee of five (5) members. The nominating committee will present a slate of candidates for each office at a special meeting held the 2<sup>0d</sup> Saturday of September of even-numbered years at 4:00 PM, at which meeting nominations may also be made from the floor. Not less than 15 days prior to the annual meeting, all members shall be notified (by newsletter or otherwise) of the names of all candidates nominated by the committee and from the floor. The person receiving the most votes for an office shall be considered to have been elected to that office. By vote of the membership at any regular or special meeting, the number of Officers may be increased or decreased, except that any change shall not end the present term of any officer except by vote of two-thirds of the members present at a meeting.

### **Term of Office**

3. The term of office shall be two years..New Officers shall take office at the regular October membership meeting (in even-numbered years) that follows the special meeting for the election of Officers. Terms of office will begin in even numbered years such that new officers are to be elected in 2026, then 2028, 2030 and onwards.

## **Article 6. Meetings**

1. Regular meetings are to be scheduled and held no less than quarterly. The frequency of meetings is to be determined by the board and may be more frequent than quarterly. Meetings shall be held at The Club's community center building. A notice of the regular meeting will be posted on the marquee at the entrance to the subdivision and posted on the ihills.org website, and if in existence, any club social media sites.
2. A special bi-annual meeting shall be held at Club's Community Center at 4pm on the 2<sup>nd</sup> Saturday of each election (even-numbered) year in October, for the purpose of electing Officers. A notice of this annual meeting shall be sent to all members not less than 15 days prior to the meeting.

### Conduct of Meetings

3. The President shall preside at meetings and in the Presidents absence the Vice-President will preside. In the absence of both President and Vice-President, the Secretary will preside. "The new Robert's Rules of Order", 2<sup>nd</sup> Edition shall be the authority for procedure in conducting all meetings of the Club unless the rules are suspended by a majority vote of the members present at a meeting.

### Special Meetings

4. Special membership meetings for any purpose may be called by the president or by members constituting at least ten (10) percent of the Club membership. Notice of special meetings shall be sent to all members of the Club and shall specify the date and hour for the meeting that is not less than 15 days nor more than 60 days after the date of the notice, as well as the purpose and place of the meeting.

### Quorum of Members

5. A quorum for any membership meeting shall be ten members in good standing. A quorum for any Officers meeting shall be a majority of the Officers, In the absence of a quorum, any meeting may be adjourned by the vote of a majority present, but no other business may be transacted.

### Article 7. Funds

1. All funds of the Club shall be deposited to the credit of the Club with banks, trust companies or other depositories as the members may designate. Two Officers' signatures shall be required for all withdrawal of funds for any purpose.
2. The Club Officers must approve by a majority any fund-raising activities conducted on behalf of or utilizing the Club facilities, property or name. The Officers are to ensure fund raising activities are following state and federal law, and abide by the Club's 501c4 designation.

### Article 8. Duties of Officers

1. The Officers shall assume that, to the best of their knowledge, all tax and legal obligations of the Club are fulfilled. The Officers may appoint committees and/or committee chairpersons as necessary. The Officers shall at all times respect the Deed Restrictions of Club property.
2. A. President: The President shall preside at all meetings, enforce the By-Laws, preserve order and decorum, require all Officers and members of the committees to perform their duties and sign all official documents. The President shall serve

as an ex-officio member of all committees and generally perform all duties pertaining to the Office. The President shall not vote at meetings of the Club or Officers except in a case of a tie vote.

- B. Vice President: The Vice-Presidents shall assist the President in the discharge of his/her duties and shall perform the duties of the President in his/her absence or in the event of his/her inability or refusal to act. He/she shall perform such other duties as the President may request and shall perform such duties as are customary for Vice-Presidents, including serving as chairman or ex officio member of any committees as the President may request.
- C. Secretary: The Secretary shall keep a true and correct record of the proceedings of the Club and shall certify same by signature. The Secretary shall maintain all records, excluding financial records of the organization. The Secretary shall be responsible for sending out notices, as required by these By-Laws, of upcoming meetings to the membership. The Secretary shall verify the election of Offices per these By-Laws.
- D. Treasurer: The Treasurer shall receive all funds for the club and deposit the funds per these By-Laws- The treasurer shall maintain a full accounting of all financial transactions of the Club in keeping with accepted accounting procedures. Bank statements and financial records and instruments shall be kept on file for a minimum of (10) years. Records maintained by the Treasurer shall be available at all times for audit or review by the Officers and upon ten (10) days written notice by any member. The Treasurer shall provide a current financial statement for all meetings of the membership.
- E. Sergeant at Arms: The Sergeant of Arms shall be responsible verifying that all persons voting at meetings are current members of the Club and that votes are properly counted. The Sergeant at Arms shall, with the Secretary, verify the vote count at the election of Officers. Any questions of procedure order shall be directed to the Sergeant at Arms.

### Vacancies

- 3. Vacancies: If an Officer ceases to execute his/her duties or be a member in good standing during the term of office, the Office shall be automatically vacated and a successor shall be appointed for the remainder of the term by members present at the next meeting. Temporary vacancies: In event of sustained but temporary inability of an Officer to perform his/her duties (e.g. or absence at two or more meetings) the President may, subject to approval by the members present at the next meeting, appoint a person to fill the Office on an interim basis until the absent Officer returns.

## Removal and Resignation

4. **Removal from Office:** Any Officer of the Club may be removed from office by a majority vote of members present at a special meeting called for that purpose. Notice of the meeting and the purpose must be mailed to members not less than fifteen (15) days prior to the meeting. Absence at three (3) consecutive meeting can be cause for removal from office unless previously approved by the membership, the President or the Secretary.

## Article 9. Expenditures

1. The members may, at the beginning of the term, authorize the Treasurer to pay normal operating expenses as proposed in the budget, and authorization shall be necessary during the remaining term- Cost of emergency repairs may be authorized by a majority of the Officers. Unusual expenses must be approved by the members present at a meeting at which these expenses are presented.

## Article 10. Amendment to By-Laws

1. These By-Laws may be altered, repealed, or amended, and new By-Laws may be adopted by a majority of the members entitled to vote, in person or by written absentee ballot at a regular meeting. At least (15) days written notice must be given on the intent to alter, amend, or adopt new By-Laws at such meeting. The sole exception being that the Officers are authorized to make any alterations required by either the IRS or the State of Texas without further notice to the members.

## Article 11. Committees

1. The Officers may appoint committees as deemed necessary, except that any By-laws or Nominating Committees shall be elected by members present at the meeting at which these items are addressed.

## Article 12. Miscellaneous Provisions

1. **INSURANCE** -- The Club shall, at all times, maintain sufficient insurance to cover all Club property for hazard and liability. The Club may, by resolution of its officers, provide for indemnification of any and all officers, directors, employees, whether past or present, against expense actually and necessarily incurred in connection with the defense of any action, suit or proceedings in which they may be made a party by reason of having been an officer, director, or employee of the Club acting with the approval of the officers or membership
2. The fiscal year of the Club, for budgeting purposes, shall be January 1 through December 31, The tax yar for reporting purposes is January 1 through December 31.

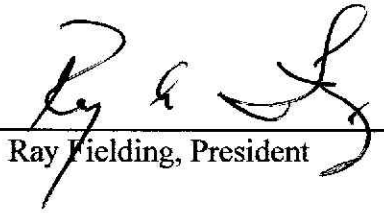
3. The Club shall not endorse or promote any political candidate, nor spend any Club funds or resources in promoting any one political candidate over another. The Club may provide a forum for any and all political candidates on an equal basis.
4. The Indian Hill Community Center will be made available on an equal basis to any person or group making such request in writing. Use of the building shall be on a first paid, first used, basis and equal to all users. The Officers shall establish written rules, rates, and deposits for use of the building.
5. GIFTS -- The Officers may accept on behalf of the Club any contributions, gifts, bequests, or devises for the general purpose or for any special purpose of the Club.
6. Whenever, under the provisions of the By-Laws, notice is required to be given, it shall be construed as having been given by depositing in the Post Office or letter box, such notice addressed to the member at the address that appears on records of the Club. It is the responsibility of the member to notify the Club Secretary of any changes of address.
7. CLUB RECORDS -- All original records of any kind pertaining to the Club belong solely to the Club and must be kept in the safe deposit box or locked in the Club's office in the Community Center building. At the beginning of each new term of office, all records shall be transferred to the new office holders without delay.
8. DISSOLUTION — Upon dissolution of the corporation, the Officers shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purpose of the corporation in such so as not to jeopardize the corporation's tax status under section 501(c)4 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

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These amended By-laws dated March 31, 2026, were adopted by membership of The Club at a meeting on March 21, 2026, and were approved by the majority of the members voting at such meeting either in person or by absentee ballot as provided in the initial By-laws.

5-15-2026

Date

  
Ray Fielding, President

I Gilbert J. Groendyke, Secretary of Indian Hill Peninsula Civic Club, certify that the attached document is a true and correct copy of the amended By-Laws of The Club, adopted by the members by a majority vote of those members present or voting by absentee ballot at the meeting October 8, 2022.

May 8, 2026  
Date

  
Gilbert J. Groendyke