

**Articles of Incorporation of  
the Garden Villas Community Association (established 1926)**

**Filed with the Secretary of State April 30, 1971 by the officers of GVCA**

**\*Amended May 12, 1995**

**\*\* Amended May 20, 2019**

We, the undersigned natural persons of the age of twenty-one (21) years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Article of Incorporation for such incorporation:

**ARTICLE I**

The name of the corporation is **GARDEN VILLAS COMMUNITY ASSOCIATION.**

**ARTICLE II**

Membership in the Garden Villas Community Association shall be open to all adult residents of this community; Garden Villas Addition, City of Houston, Harris County, State of Texas.

**ARTICLE III**

The period of duration of this corporation is perpetual.

**ARTICLE IV**

The management of this incorporation shall be a Board of Directors (officers).

**ARTICLE V**

The address of the registered office of the corporation is P.O. Box 266282 Houston, Texas 77207-6282.\*

**ARTICLE VI**

The Corporation is a non-profit corporation.

**ARTICLE VII**

The purpose or purposes for which the corporation is organized are:  
To organize the residents of the Garden Villas Community in the City of Houston , State of Texas, into an association for the purposes of promoting civic and social welfare of the residents; to promote the interests, harmony of feeling, and concert of action among said residents.

**ARTICLE VIII**

The incorporation shall be managed, hold meetings, transact business, set dues, and take action as provided in the By Laws of the corporation. Each management member shall have one vote on each matter submitted to vote of the members.

**ARTICLE IX**

The number of directors constituting the initial board of directors of the corporation is seven (7), and the names and addresses are elected to serve are subject to change per election on scheduled dates.\*

Originally filed on April 30, 1971. Amended May 12,1995, & May 20, 2019.

## **The Constitution By Laws**

### **ARTICLE I**

ESTABLISHED BOUNDARIES: The boundaries of said association shall be the area known as Garden Villas Subdivision (established August 12, 1926) of the Prentiss, Herrera, and Kopman Surveys in Harris County, State of Texas. Annexed by the City of Houston September 1, 1950.

### **ARTICLE II**

MEMBERSHIP: Only current dues paying members living within the established boundaries shall be eligible to vote and hold office.

### **ARTICLE III**

DUES: Dues shall be twenty five dollars (\$25.00) a year per family and fifteen dollars for senior members 65 years and older, payable in advance. Dues are due for the forthcoming year in October and delinquent after May 31. \*

### **ARTICLE IV**

ACTIONS: Any action taken in the name of Garden Villas Community Association must be transacted only at the authorization of the majority of members or by the officers by majority vote.\*

### **ARTICLE V**

MEETINGS: There shall be one regular meeting each month (October through May) of the members of the Association, said meeting at the Garden Villas Community Building in Garden Villas Park on the second Tuesday in each month at 7:00pm unless changed by a majority vote of the officers. \*\*

SPECIAL MEETINGS for any purpose may be called by the officers or whenever as many as 25 members of the Association shall so request in writing.

NOTICE of SPECIAL MEETINGS must state time and place as directed by Board of Directors at least five days in advance prior to the meeting. \*

### **ARTICLE VI**

QUORUM: At any meeting of the members, a majority of the Board of Directors and twelve (12) members entitled to vote, registered in person, shall be a quorum for all purposes, including the election of Directors, except where otherwise provided.

### **ARTICLE VII**

MANAGEMENT: The property and affairs of the Association shall be managed by a Board seven (7) Directors (officers) elected from and by the members. (as hereinafter prescribed).

### **ARTICLE VIII**

ELECTIONS: Directors of the Association shall be elected at the regular October meeting each year. Three directors (president, treasurer, and at large member) shall be elected in even years, and four directors (vice president, secretary, social, and one at large members) shall be elected in odd years such that there will always be seven directors in office. Each director shall be elected for a term of two years without limits.

NOMINATIONS: shall be received from the floor and or by a nominating committee appointed by the Board of Directors. The candidates receiving the largest number of

votes shall be declared to be elected and will be installed to replace those terms are expiring.

OFFICER VACANCIES occurring between elections shall be filled by a majority vote of the Board of Directors.

#### **ARTICLE IX**

**OFFICERS:** The President shall be the chief executive officer of the Association. They\*\* shall preside at all meetings of the Association and of the Board of Directors and shall serve as ex officio member of all civic committees or appointed community organizations. They\*\* shall do and perform other such duties as may from time to time be assigned to them\*\* by the Board. The Vice President, shall assume all responsibilities of the President, in their\*\* absence, and shall do and perform other such duties as may arise from time to time, as assigned by the Board. The Treasurer shall collect and receive all monies due, deposit same in bank, disburse all monies as authorized by membership or the board of directors: maintain accurate books of accounts for all receipts and disbursements, and present a report of the finances at each meeting. All checks shall be signed by the treasurer and or president but in the absence of either the vice president shall sign for the absent officer. The Secretary shall keep an accurate record of proceedings of all meetings and attend to all correspondence, and act as custodian of all current records and files of the Association including an accurate up to date copy of the Constitution and By Laws with all amendments, changes, or corrections thereto. The Secretary should request, receive, and preserve copies of all pertinent information used by the outgoing directors during their term of office.

**OTHER OFFICERS:** the Board may appoint a Parliamentarian or such other Officers. The Board may appoint attorneys, professional experts, and or other consultants as it shall deems necessary to protect the Association's community's interest\*\*.

#### **ARTICLE X**

**RECALL:** Any director or officer, who fails to properly perform the duties of their office, shall be removal. The procedure shall be a petition, signed by twenty five (25) members, setting forth the reasons for a recall election, presented in writing to the Board of Directors. A majority of the qualified members (current paid dues) present at a recall election shall rule.

Should any Director be absent from three (3) consecutive regular meetings, without a valid reason, their office shall be declared vacant, and shall be without delay according to regular procedure. Notice in writing of such action should be sent to that director (officer) or so noted at the general meeting\*.

#### **ARTICLE XI**

**ORDER of BUSINESS:** Order of Business at all regular meetings of the Association. 1) Introduction & Welcome. 2) Meeting Minutes of the last meeting (may be posted)\*\* 3) Treasurer report (may be posted)\*\*. 4) General business topics (if required)\*. 5) Community topics, speakers, and or questions. 6). Adjournment.

#### **ARTICLE XII**

**AMENDMENTS:** The Constitution By Laws , or any part of them , may be changed, altered, or amended at any regular meeting one month or more after the motion or resolution proposing such change has been introduced. The adoption of any such change shall require affirmation by two thirds (2/3) vote of membership.