

## 2023 Amended and Restated OFHA, Inc. Bylaws

For

### Oak Forest Homeowners Association

These 2023 Amended and Restated OFHA, Inc. Bylaws for Oak Forest Homeowners Association amend and replace all prior bylaws of OFHA, Inc. in their entirety as permitted by law. Upon adoption by the owners and recording with the County Clerk, this document shall be effective, and shall replace all prior bylaws of OFHA, Inc., such prior bylaws being no longer in effect.

#### Article I: Name

The name of this organization shall be OFHA, Inc., chartered by the State of Texas doing business as Oak Forest Homeowners Association (hereinafter referred to as the "Homeowners Association"), whose mailing address is P. O. Box 920616, Houston, Texas 77292-0616, organized under the Texas Nonprofit corporation Act, website: [www.ofha.org](http://www.ofha.org).

#### Article II: Purpose

The Homeowners Association is hereby organized for the purpose of creating a medium for the residents of the Oak Forest Subdivision in Houston, Harris County, Texas, USA, to meet, organize, bring about the enforcement of deed restrictions and promote programs which shall help make the Oak Forest Subdivision a better place in which to live.

#### Article III: Political and Legal Matters

Section 1. The Homeowners Association may host informational meetings with various candidates for local, state, and national offices, affording a fair opportunity to each candidate to express his/her view, but the Homeowners Association and/or its officers shall under no circumstances endorse or otherwise support any political candidate or party as an organization.

Section 2. This restriction on endorsement and support applies only to the Homeowners Association as an organization and does not in any way restrict or prohibit individual Homeowner Association members from seeking elective office or endorsing and advocating any candidate or party, as long as such activity does not involve the Homeowners Association and any direct or indirect use of its name.

Section 3. An issue requiring litigation shall be discussed by the Board with no action being taken until the next meeting of members. A two-thirds (2/3) vote of those members present shall be required before the initiation of legal action by the Homeowners Association.

#### Article IV: Membership Types

Section 1. Different types of memberships in the Homeowners Association shall be available and are as follows:

A. "Owner/Resident Membership" is available to all owners and residents of lots in the Oak Forest Subdivision.

C. "Business Membership" is available to all businesses that are located in or near the Oak Forest Subdivision or that provide goods or services to the owners and/or residents of the Oak Forest Subdivision.

Section 2. A member in "good standing" is defined as a member who is current on payment of dues to the Homeowners Association, regardless of membership type.

Section 3. All members in good standing are eligible to all privileges and participate in the Homeowners Association, except for membership on the Board of Directors and for voting (including making motions) which are limited to owner/resident members only.

#### Article V: Dues

Section 1. The fiscal year shall be the calendar year January 1<sup>st</sup> through December 31<sup>st</sup> of each year.

Section 2. All dues shall be paid in full by October 1<sup>st</sup> of each fiscal year in order for the member to be in "good standing" for that fiscal year.

Section 3. Dues received on or before October 1<sup>st</sup> shall be applied to the current fiscal year. Dues received after October 1<sup>st</sup> shall be applied to the immediate next fiscal year.

Section 4. The annual amount of dues to be paid for each level of membership is as follows:

A. "Owner Member" dues shall be Forty Dollars (\$40.00) per lot.

B. "Resident Member" dues shall be Forty Dollars (\$40.00) per lot.

C. "Business Member" dues shall be Two Hundred Fifty Dollars (\$250.00) per business. Business members are entitled to special recognition by the Homeowners Association in programs applicable at the time as determined by the Board of Directors.

## Article VI: Board of Directors, Officers and Elections

Section 1. Board of Directors. The Homeowners Association shall be governed by a Board of Directors (the "Board") consisting of ten officers, each to be elected by the majority of owner members in good standing in attendance at the annual member's meeting.

Section 2. Officers. The elected officers of the Homeowners Association shall be the President, First Vice President, Second Vice President, Secretary, Treasurer, Parliamentarian, Sergeant-at-Arms, Director of Neighborhood Patrol Program, Director of Community Relations and the Director of Public Relations. These officers shall perform the duties prescribed by the Bylaws.

The outgoing Board members shall ensure that there is a proper hand-off of Homeowners Association business to the incoming Board by attending the first monthly Board meeting in January.

The immediate past-President shall serve as a non-voting Board member for the following year.

Section 3. Nomination and time of election. The Second Vice President shall appoint a nominating committee of three (3) to five (5) members at the November Board meeting.

The nominating committee shall present a slate of officers at the December annual meeting of members. Members of this committee are not prohibited from being nominated for a Board position.

Officer nominations may also be made from the floor at the December annual meeting of members. Only owner members in good standing may be elected for office. Permission of the nominee must be secured before a name may be placed in nomination. Election for office shall be at the December annual meeting of members.

Section 4. Officers shall be elected for a term of one fiscal year except that they may continue to perform the duties of the position in the event of a vacancy, or until the Board appoints a replacement.

Section 5. The First Vice President shall fill a vacancy in the office of President. The Second Vice President shall become the First Vice President and any other vacancy occurring during the fiscal year shall be filled by majority vote of the Board of Directors.

Section 6.

Section 7. Only owner members in good standing by October 1<sup>st</sup> of each fiscal year are eligible to make motions and cast one (1) vote on Homeowners Association matters.

Section 8. There is no voting by proxy or absentee ballots.

Article VII: Duties of Officers.

Section 1. The President. The President shall preside at all meetings, regular and special, of the Homeowners Association and at all meetings of the Executive Board, or appoint a proxy in their absence. The President shall make the appointments specified in these Bylaws. The President shall be ex-officio chairman of all committees, except the Nominating Committee, and perform such duties that pertain to the office as may be prescribed in these bylaws and the policies of the Homeowners Association. The President shall give timely notice of all regular monthly meetings and prior notice as specified in these Bylaws for specially called meetings. He/She shall represent the Association at any public function and be responsible for public relations, and shall be an authorized signatory with the Treasurer on the Homeowners Association's checking account.

Section 2. The First Vice President. In the absence of the President, the First Vice President shall serve in his/her stead. The First Vice President shall assist the President when so instructed by the President. The First Vice President shall serve as ex-officio Chairman of the Deed Restriction Committee. The First Vice President shall be an authorized signatory, with the Treasurer, on the Homeowners Association's checking account.

Section 3. The Second Vice President. In the absence of the First Vice President, the Second Vice President shall serve in his/her stead. In the absence of the President and the First Vice President, the Second Vice President shall serve in his/her stead. The Second Vice President shall assist the President and First Vice President when so instructed by the President and shall be responsible for special working committees. He/she shall serve as Chairman of the Bylaws Committee and be an authorized signatory, with the Treasurer, on the Homeowners Association's checking account.

Section 4. The Secretary. The Secretary shall serve as recording officer at all meetings, regular and special, of the Homeowners Association and the Executive Board, or appoint a proxy in their absence. He/she shall perform other secretarial duties as required or assigned by the Executive Board. The Secretary shall be the custodian of the Homeowners Association's records except those specifically assigned to others and shall also be responsible for organizing and supporting any Section Leaders. The Secretary will regularly check for messages on OFHA channels and pass them on to the relevant officer.

Section 5: The Treasurer. The Treasurer shall be entrusted with the custody of the Homeowners Association's funds, maintaining an account for this purpose in a bank or similar financial institution convenient to the neighborhood. The Treasurer shall make a report to the Homeowners Association at each meeting, showing all receipts and disbursements by item since the last meeting. The Treasurer shall countersign all checks drawn on the Homeowners Association's account, together with the President or Vice President. The Treasurer is the Chief Financial Officer of the Association.

The Treasurer shall maintain all records necessary to fulfill the requirements of State and Federal Tax Exempt Status held by the Homeowners Association and file all required applications as necessary to retain such status in a timely manner. The Treasurer shall maintain an up-to-date list of members.

Section 6. The Parliamentarian. The Parliamentarian shall advise the President and other officers, committees and members of Parliamentary procedure. The Parliamentarian shall be a member of the Bylaws Committee.

Section 7. The Sergeant-at-Arms. The Sergeant-at-Arms shall assist the President, shall keep the peace, regulate and control entrance to all sessions, welcome guests and members at meetings, assist as required in setting up and clearing meeting rooms and perform other duties as assigned by the President, or assign a proxy in their absence.

Section 8. The Director of Neighborhood Patrol Program. The Director of Neighborhood Patrol Program shall plan, organize and direct Oak Forest subdivision security activities. He/she shall serve as liaison to external law enforcement agencies and neighborhood security associations.

Section 9. The Director of Community Relations. The Director of Community Relations shall be responsible for planning and organizing neighborhood events. He/she will also be the OFHA liaison for the Oak Forest businesses who provide community support, and shall be ex-officio chairman of the Beautification Committee.

Section 10. The Director of Public Relations. The Director of Public Relations shall be responsible for promoting neighborhood events and may serve as the key spokesperson and media contact. He/She shall develop communication strategies and designate the Oak Forest HOA webmaster who shall be responsible for updating the webpage, [www.ofha.org](http://www.ofha.org), and OFHA social media pages as required. The Director of Public Relations shall also serve as the ex-officio Chairman of the Newsletter Committee.

## Article VIII: Board Meetings

Section 1. Regular meetings of the Board of Directors shall be held at a location determined by the Board each month from January to December during each year, and at other times as may be called by the President or a majority of the Board of Directors.

Section 2. All Board members shall receive at least 72 hours advance notice by email of all Board meetings.

Section 3. A quorum of four (4) Board members is needed to hold a Board meeting.

Section 4. After giving prior notice to the President, any interested member may attend Board meetings in order to ask the Board questions.

Section 5. All Board meetings shall be open to members to observe Board activities, save and except the following:

Regular and special Board meetings must be open to all members, subject to the right of the Board to adjourn a Board meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigations, contract negotiations, enforcement actions, confidential communications with property owners' association's attorney, matters involving the invasion of privacy of individual owners, or matters that are to remain confidential by request of the affected parties and agreement of the Board. Following an executive session, any decision made in the executive session must be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual owners, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary must include a general explanation of expenditures approved in executive session.

Section 6. After the Board discusses old business, member questions may be included in new business at the end of the meeting. Only the Board of Directors may discuss and vote on matters before the Board, save and except the matters set forth below (A-E) which require the affirmative majority vote of the members present at a members meeting (one vote per lot) in order to approve those matters. Board members are also permitted to vote and be counted towards the needed majority at all member meetings.

A. Election of Directors and officers for the Board of Directors.

B. Increase in membership dues.

C. Litigation of Homeowners Association and legal fee budget in connection therewith.

D. Expenditure of Homeowner Association funds and contracts in excess of \$500.00.

E. Amendments to the Bylaws.

**Article IX: Member meetings**

Section 1. An information only members gathering shall be held each month to update the membership of the Homeowners Association business and any other events or activities desired by the Board of Directors. All members shall receive at least 72 hours advance notice of OFHA meetings via the website, [www.ofha.org](http://www.ofha.org).

Section 2. There shall be an annual membership meeting in December of each year to elect the entire Board of Directors and all officer positions, and conduct any other needed business. Quorum is 2/3 of attending members in good standing as stated in Article IV section 2.

**Article X: Committees**

Section 1. Standing Committees shall be appointed by the newly elected President and approved by the Board of Directors, after the annual meeting, except as noted, and shall include the following:

- A. Beautification Committee, whose ex-officio chairman shall be the Director of Community Relations, shall work for the protection and enhancement of the natural beauty of Oak Forest. The Beautification Committee shall hold at least one (1) meeting per quarter.

The Beautification Committee Chairman shall comprise a group of active volunteers and organize activities to protect or enhance Oak Forest and its surrounding public right-of-ways. The Beautification Committee organize volunteer efforts of property owners for projects such as planting, painting, clean-up and beautification, primarily of the esplanades, parks and playgrounds, and picnic areas. The Committee shall not alter any physical area of Oak Forest without the express permission of the Board of Directors.

- B. The Bylaws Committee, whose chairman shall be the Second Vice President, shall be composed of at least three (3) volunteer members, who shall study the bylaws of the Homeowners Association to insure that the wishes of the membership are represented.

The Bylaws Committee shall propose amendments, or revisions, as they are needed. The Bylaws Committee shall also insure that all bylaws, amendments and revisions are incorporated into the present bylaws as they are approved.

C. The Deed Restriction Committee (DRC) whose ex-officio chairman shall be the First Vice President, shall be composed of at least three (3) but no more than six (6) members of the Homeowners Association. The DRC shall address the questions and concerns of the residents of the Oak Forest Subdivision in regard to deed restrictions and possible violations, as well as researching and responding to such enquiries. This committee shall review all construction and renovation plans that are normally submitted to the City of Houston for permitting process. Any member or members of the committee shall, when possible, make an on-site inspection of possible violations and make recommendations for response or action to the committee Chairman.

The DRC Chairman shall be responsible for maintaining records of all complaints, cataloging research material, keeping a record of all correspondence and document action taken by the Homeowners Association and report to the general membership at the regular monthly meetings.

Correspondence, recommendations, and actions of the committee, relevant to their duties, shall be considered an official response from the Homeowners Association, when endorsed in writing and signed by the Chairman. One copy of all correspondence shall be furnished to the President. Recommendations for litigation must be approved by the general membership at a regular monthly meeting.

D. The Membership Committee, whose chairman shall be the Treasurer, shall maintain an accurate and current record of all members of the Homeowners Association.

E. The Nominating Committee, whose ex-officio chairman shall be the Second Vice President, shall be composed of at least three (3) but no more than (7) members of the Homeowners Association, and shall work to compile a list of nominees for the annual election of officers in December.

F. The Public Relations Committee (PRC), whose ex-officio chairman shall be the Director of Public Relations. The PRC Chairman shall arrange for programs and speakers. The committee shall be responsible for the compilation and distribution of the Homeowners Association Newsletter.

- G. The Neighborhood Patrol Program Committee (NPPC) whose ex- officio chairman shall be the Director of Neighborhood Patrol Program, shall work to provide the best security option for the Oak Forest area. The committee can/and shall consider both the operational and financial aspects in the selection of the security solution for Oak Forest. The committee has the ability to recommend a mix of solutions to address the neighborhood's security issues.
  
- H. The Community Relations Committee, whose ex-officio chairman shall be the Director of Community Relations, shall work to enroll everyone eligible for membership via community involvement.
  
- I. The Audit Committee, whose ex-officio chairman shall be the First Vice President, shall be comprised of at least two, but not more than four members of the Homeowners Association, at least one of whom should be an accountant. The Audit Committee shall meet at least once annually to decide whether or not to recommend to the Board that an independent audit of the Homeowners Association financial books and records be performed and shall take into consideration the financial condition of the Homeowners Association in making such recommendation. In the event the Board decides to accept such a recommendation, it shall be the responsibility of the Audit Committee to recommend to the Board the name or names of a qualified auditor to perform such an audit. The Audit Committee shall serve as liaison between the auditor and the Board and shall be responsible for implementing any actions the auditor recommends and the Board approves. In deciding whether to recommend to the Board that an independent audit be conducted, the Audit Committee may conduct spot or random verifications to financial accounts, invoices and other financial records and transactions.

Section 2. Such other committees, Standing or Special, may be created and appointed by the President of the Homeowners Association or the Board as shall from time to time be deemed necessary to carry on the work of the Homeowners Association. The President shall be an ex-officio member of all committees, except the Nominating Committee.

#### ARTICLE XI: Parliamentary Authority

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Homeowners Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Homeowners Association may adopt. If there is a conflict between Robert's Rules of Order and these Bylaws, these Bylaws shall control.

Article XII: Amendment of the Bylaws.

These Bylaws may be amended at any regular meeting of the members by a two-thirds (2/3) vote of those present, provided that the amendment has been submitted in writing at the previous meeting or has been included in the written notice of the meeting.