

# **GROGAN'S POINT RESIDENTS' ASSOCIATION BYLAWS**

*(Revised 11/10/2021 - Effective January 1, 2022)*

## **ARTICLE I: Name and Purpose**

- A. The name of this organization shall be the Grogan's Point Residents' Association, hereinafter referred to as GPRA.
- B. The purpose of the GPRA is to promote a beautiful, safe, vibrant, friendly, and informed community for all residents of Grogan's Point.
- C. The fiscal and membership year shall be January 1 through December 31.
- D. No individual officer, committee chair or general member owns any shares in this organization.

## **ARTICLE II: Membership**

- A. Regular membership shall be voluntary and open to all current residents and/or current landowners of Grogan's Point.
- B. Affiliate membership shall be open to all former residents and/or former landowners of Grogan's Point.

## **ARTICLE III: Officers and Committee Chairs**

- A. All officers or committee chairs are unpaid volunteers.
- B. The elected officers of the GPRA shall be President, President-Elect, Vice President, Recording Secretary, Corresponding Secretary and Treasurer.
- C. The Executive Board shall be composed of the elected officers of GPRA, the Immediate Past President and a Senior Advisor chosen by the President.
- D. The Standing Committees shall be the following: Adult Events, Beautification, Children's Events, Directory, Membership, Security, Welcoming and Website Liaison.
- E. The Board of Directors shall be composed of the Executive Board and the Standing Committee chairs. All Executive Board members, Standing Committee chairs and co-chairs, and Standing Committee members must be current GPRA members. All Executive Board members and Standing Committee chairs and co-chairs must be current Security members.
- F. Special committees shall be appointed by the President when needed and shall be approved by the Executive Board.

- G. Vacancies and Removal from Office: Any Officer or Committee Chair may be removed by a majority vote of the Board of Directors (excluding the person to be removed). The Board of Directors shall appoint a successor when there is an officer vacancy.

#### **ARTICLE IV: Duties**

- A. The duties of the President shall be to oversee all activities of the Association, to establish agendas for and preside at all GPRA meetings, to make committee chair appointments from the membership as shall be deemed advisable for the effective conduct of the work of the Association, to check and respond to the Board's email account at least once per day, and to appoint a member to fill any committee chair vacancy. He/she shall be responsible for ensuring that the predecessor's pertinent information for each incoming board member is delivered to the successor in a timely manner. The President will maintain one of two post office box keys and have check signature privilege.
- B. The duties of the President-Elect shall be to preside in the absence of the President, chair the Nominating and Bylaws Review Committees, counsel with the President for programs, and establish houses for board meetings. He/she shall also review the financial reports with the Treasurer at least twice a year and on demand, if need be, and shall have signature authority for check writing only in the simultaneous absence of the President and Treasurer. In the event of a vacancy in the office of the President, the President-Elect shall be able to succeed to that office for the unexpired term. The President-Elect will automatically succeed to the office of the President at the end of the President's term.
- C. The duties of the Vice President shall be to support the current President-Elect and fulfill the duties of the President-Elect in her/his absence. The Vice President will be responsible for planning and coordinating general GPRA membership meetings, including the meeting location, food and beverages, the sound system, name tags and pens, and meeting announcement signs. The Vice President will assist the President with the program for the meeting. Other responsibilities are displaying and removing meeting announcement signs and keeping and delivering coffee makers as needed.
- D. The duties of the Recording Secretary shall be to distribute the agenda and attachments prior to all GPRA meetings, record the minutes of all GPRA meetings, and provide the Board of Directors with a draft of the minutes within 15 days of the meeting. The corrected draft will be attached to the agenda of the next meeting to be discussed and approved at that meeting. He/she shall also maintain the permanent file of all minutes.
- E. The duties of the Corresponding Secretary shall be to write and keep a file of formal GPRA correspondences for three years. He/she shall prepare, edit and distribute the newsletters and email communications to the membership.
- F. The duties of the Treasurer shall be to accept dues, fees and donations, maintain accounts, make deposits, enter all check-paying members into the GPRA website, perform all credit card processing tasks, pay all bills covered by the budget, hold one of two post office box keys and check postal box frequently, submit monthly financial reports at all Board of Directors meetings and for the GPRA newsletter, and prepare a year-end report that will be used for tax reporting. He/she shall reconcile the monthly bank statements and provide them to the President-Elect for a semi-annual review and on demand as requested. Checks or other instruments drawn on GPRA shall be signed by the Treasurer or the President or, in the simultaneous absence of the Treasurer and the President, by the President-Elect. The Treasurer or a hired accountant shall calculate and pay all federal and franchise taxes when due. In addition, the Treasurer shall maintain the permanent file of all financial

transactions and statements and shall train his/her successor and pass the GPRA records to him/her in January of the following Board year. The Treasurer will keep an updated copy of all computerized records separate from his/her computer in case of unforeseen damaging events. If the Treasurer is absent for an extended period, he/she shall provide the records to the President or President-Elect. The Treasurer shall also complete and deliver year-end 1099s for the security officers by the end of January and shall submit the Transmittal 1096 form to the IRS by the end of January.

- a. Each year, a review committee shall be appointed by the incoming President and approved by the incoming Executive Board to review the preceding year's financials. The committee shall conclude its review no later than January 31 and shall immediately report its findings to the Board of Directors. The three-person committee shall consist of one incoming Board member and two people from the general GPRA membership. The outgoing and incoming Treasurers shall be present for the committee's review of financials but will not be members of the committee.
  - b. The Treasurer shall be responsible for coordinating the annual budget process and the presentation of the budget to the Board of Directors for approval. The budget for the current year shall be finalized by the February board meeting.
- G. The duties of the Immediate Past President and the Senior Advisor shall be to act as advisors. The Immediate Past President will also serve as Parliamentarian at all meetings.
- H. The duties of the Standing Committees shall be to plan and make recommendations to the Board of Directors. Chairs of all committees are expected to attend Board of Directors meetings or to send a proxy. Chairs are also responsible for appointing members of their respective committees, submitting their annual budgets to the President and Treasurer at the appointed time, and presenting all committee program proposals and expenditures to the Board of Directors for approval. Specific duties include, but are not limited to, items listed in Article IV. H.a-i. Additional duties will be added as deemed necessary by the Board.
- a. Adult Events shall plan and implement special events for adult residents of Grogan's Point.
  - b. Beautification shall oversee all public areas of the Grogan's Point landscape, order and plant seasonal flowers, observe and routinely check public sprinkler systems for malfunctions and report those to the appropriate authority.
  - c. Children's Events shall coordinate all events and parties for the Grogan's Point children.
  - d. Directory shall maintain the directory database, collect and organize all revisions for the annual directory, sell advertising and obtain photos for the directory, serve as liaison to the directory publisher, notify committee chairs of residents whose information forms state they wish to volunteer for GPRA. Directory shall be responsible for delivering directories to all members who have paid their annual dues by the time the directory final format is delivered to the publisher and shall ensure that each advertiser in the current directory receives one copy of the directory.
  - e. Membership shall grow GPRA and Security membership among Grogan's Point residents. Membership shall report membership totals at all board meetings. Membership may be called to solicit new members at a variety of neighborhood functions. Membership shall deliver the annual directory (while supplies last) to those who join GPRA after the initial distribution of directories by the Directory Committee.

- f. Security shall act as liaison to the Montgomery County Pct. 3 Constable's Office for hiring off-duty officers and shall agree upon the patrol schedule with the program's coordinating officer, provide monthly communication to Security and GPRA members, approve and forward officers' invoices to the Treasurer for payment each month. Security may purchase and maintain related equipment and items when appropriate.
- g. Welcoming shall greet new Grogan's Point residents with a small gift and a packet of materials that includes sign-up forms for GPRA membership and the Security Program. Committee members shall act as mentors to help new residents settle into the community and meet other Grogan's Point residents. Each month, Welcoming shall submit information on newly welcomed residents to the chairs responsible for the newsletter, directory and membership. Names and streets of new residents may be published in the newsletter.
- h. Website Liaison will input all Events, News and photos to the website, update all website forms and material when needed, make year-end changes (board member bios, club information, payment responses, etc.) and coordinate with the website provider to fix or update the website pages and information when needed. He/she will coordinate with the Corresponding Secretary to post and archive newsletters to the website and extract email lists for the newsletters when needed and will assign sign-on passwords and train approved board members to use and access website data.

#### **ARTICLE V: Meetings and Voting Rights**

- A. The Executive Board shall determine the dates, locations, and times for all meetings.
- B. Executive Board meetings will be held on an "as needed" basis and are closed. A majority of the Executive Board will constitute a quorum for the transaction of business. At Executive Board meetings, each person on the Executive Board shall have one vote, regardless of the number of positions he/she holds. A board member who cannot attend may give his/her written proxy to another Executive Board member.
- C. Board of Directors meetings will be held regularly, approximately once per month in person or electronically. A simple majority of the Board of Directors will constitute a quorum for the transaction of business. At Board of Directors meetings, each person on the Executive Board shall have one vote, regardless of the number of positions he/she holds. Similarly, each committee shall have one vote, regardless of the number of chairs or members of that committee. Special committees have voting privileges. A board member who cannot attend may give his/her written proxy to another board member. A simple majority of those voting is required to carry a motion.
- D. Board of Directors meetings can be open to general member attendance, but must meet meeting protocols for guests. Meetings can be closed to guest at any time the Board of Directors feels the need to keep meeting proceedings confidential due to sensitive of topics discussed.

##### Guest protocol:

- a. For in-person meetings, guests may attend for the business portion of the meeting. Guests may not attend any pre-meeting or post-meeting gathering of the Board.
- b. Guest may not participate in the "old business" proceedings.
- c. Guest may speak during "new business" proceedings provided the President or Board has approved the topic of discussion in advance. Any guest who wishes to speak at an upcoming meeting

should contact the President or Vice President of the Board at least four days before the meeting to ensure the agenda is amended accordingly.

d. GPRRA maintains a neutral position on political matters. Guests shall not be permitted to speak during a Board meeting on political topics.

e. A time limit may be imposed on guest speakers where appropriate.

f. Where meetings are available for online viewing, GPRRA members may observe the online meeting but will not be permitted to participate in the meeting unless the approval procedures outlined above have been followed. For observation purposes, GPRRA members may obtain the online meeting link from one of the Executive Board members. The microphone of observing GPRRA members shall be muted for the meeting.

E. General membership meetings will be held annually and will be open to all current residents, current landowners, and affiliate members who have paid current year membership dues. The members present shall constitute a quorum at such a meeting. The full payment of annual dues will entitle each member household to one vote at general meetings. A member who cannot attend may give his/her household's written proxy to another member. If an in-person meeting is not possible due to natural disaster or pandemic, an annual report recapping annual accomplishments must be prepared and shared with the general membership.

F. Electronic and mailed votes are allowed outside of meetings. If voting is conducted in any format outside of meetings (e.g., electronically or by mail), the above rules regarding voting rights are followed depending on whether the vote is put forth to the Executive Board, the Board of Directors or the general membership. No proxies are allowed with voting electronically or by mail, and the members voting shall constitute a quorum. A simple majority of those voting carries the motion.

## **ARTICLE VI: Amendments**

The President shall appoint an annual Bylaws Review Committee with the President-Elect as chair. Committee recommendations for amendments must be approved by majority vote of the Board of Directors before being emailed to the GPRRA membership. The committee shall be appointed and begin its work in the early fall and finish its review by October 31 so the amended bylaws can become effective the following January 1.

## **ARTICLE VII: Nominations and Elections**

The Nomination Committee shall be composed of the President-Elect as chair and four GPRRA members selected by the President Elect. Except for the President-Elect, the committee members may be, but do not need to be, members of the current Board of Directors, and members of the committee may be nominated for the slate of officers. The nominee for President Elect must have served a minimum of one year on the GPRRA Board.

The committee shall begin its work in early fall and present a proposed slate at the November board meeting to be voted on by the Board of Directors (with the possibility of additional nominations from the general membership or the Board). The approved slate will then be presented to the GPRRA general membership. The annual term of office for all elected officers will be January 1 through December 31.

**ARTICLE VIII: Dues and Fees**

- A. Annual GPRA dues and Security Program fees shall be determined by the Board of Directors. Dues and full-year fees are payable January 1 and are good for the current year ending December 31. Dues can be paid via the Association's website or mailed to:

*G.P.R.A.  
Post Office Box 7064  
The Woodlands, Texas 77387-7064*

- B. Payment of annual GPRA dues entitles the household to vote at general meetings, participate in GPRA activities, and receive the updated annual directory (if paid before the directory deadline). After the deadline, directories will be given while supply lasts. Affiliate members receive the same benefits as regular members except that they cannot vote at general meetings, electronically or by mail on GPRA business. Payment of Security Program fees entitles the resident to receive assistance with scheduling special or extra patrols and Comfort Check visits.
- C. Membership benefits in the Association are automatically terminated whenever the member is in default of payment of the annual Association dues. Likewise, membership benefits in the Security Program are terminated when the resident fails to pay the required fee when it is due.
- D. For new residents who move to Grogan's Point on or after July 1<sup>st</sup>, GPRA membership dues and Security fees may be prorated by half.

**ARTICLE IX: Special Programs and Events**

- A. All requests for a speaker or a special presentation at a general meeting must be approved by the Executive Board prior to the general meeting.
- B. All special events sponsored by the GPRA must be approved by the Board of Directors before being presented to the general membership.

**ARTICLE X: Expenditures**

- A. Each Board of Directors member must receive approval from the Board of Directors prior to any expenditure over his/her pre-approved budgeted amount.
- B. Funds may not be solicited for any committee without prior approval of the Executive Board.
- C. Requests for reimbursement must be accompanied by supporting receipts and/or invoices and submitted as soon as possible after expenses are incurred, to avoid negative impacts on year-end reporting and projected balances to be carried forward for tax purposes. Expenses will not be reimbursed if they are submitted later than December 31 of the year they were incurred.

**ARTICLE XI: Noncompliance with Bylaws**

Noncompliance with the Bylaws of the Association may result in termination of membership for the offender upon a majority vote of the Board of Directors. Under no circumstances will noncompliance with any section

of these bylaws constitute the forfeiture of the rights of the Association to exist or the rights of the Association to enforce the Bylaws of the Association.

Revision adopted November 10, 2021 for implementation on January 1, 2022.

Previous revisions adopted December 9, 2020 for implementation on January 1, 2021.

Previous revisions adopted December 9, 2019 for implementation on January 1, 2020.

Previous revisions adopted October 17, 2018 for implementation on January 1, 2019.

Previous revisions adopted October 31, 2017 for implementation on January 1, 2018.

Previous revisions adopted November 16, 2016 for implementation on January 1, 2017.