

**Constitution and By-Laws  
Of the  
Toledo Bend Community Club, Inc.**

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As amended – 2/10/2011

**ARTICLE I**

Name

The name of the organization shall be Toledo Bend Community Club, Inc. (TBCC).

**ARTICLE II**

Purpose and Scope

The Toledo Bend Community Club, Inc. is a non-profit tax exempt public charity exempt under section 501 (c) (3) of the Internal Revenue Code. Contributions to TBCC are deductible under section 170 of the Internal Revenue Code. Toledo Bend Community Club is organized and operated primarily for the benefit of the Toledo Bend community to provide assistance and relief to those in the area in time of need; to assist in the growth and prosperity of the community; to enhance the educational, social and physical quality of life; to provide merit scholarships to local students; to promote goodwill, peace and harmony, to help lessen community tension and the burdens of the government; to promote the advancement of cultural arts, health, welfare and religion; and to operate and maintain a community building which furthers the stated purposes and goals, and additionally provide its usage by other community tax exempt or service organizations. Property for the TBCC was donated with the restriction that no for profit activities occur on the property. No part of any net earnings shall inure to benefit any private member. No solicitation for any outside organization shall occur on the TBCC property.

**ARTICLE III**

Membership

**Section 1.** Eligibility: Residents and/or owners of property within the limits of the community as defined:

From an easterly point beginning at the Toledo Bend Lake dam at the Texas state line to run south along the old Sabine river channel to a point that is directly east of the end of

Gunter Road, thence west along CR 2132 (Gunter Road) to include residents of CR 2132 (Gunter Road) to Hwy. 692 and to continue west to a point one mile west of Hwy. 692, thence north to include road to Toledo Village Section #11 and 11A to the Sabine National Forest, thence east to Toledo Bend Lake and continue along the boundaries of the lake to the Texas state line.

**Section 2.** Types of memberships: There will be three (3) types of memberships: Regular Members, Honorary Members and Associate Members.

Honorary membership may be bestowed on an individual who has made significant contributions to the development of the Club. The Honorary Member shall be elected by the Regular Members and shall have all rights and privileges of the Regular Members except they shall have no voting privileges. Honorary members may live outside the designated membership eligibility area.

Associate Members are those members who live outside of the designated membership eligibility area (see Section 1). Associate membership may be bestowed on an individual who submits a membership application and pays dues. Associate members shall have all the rights and privileges of the Regular Members except they shall have no voting privileges.

**Section 3.** Membership application: Membership becomes effective upon receipt of the application and dues.

**Section 4.** Dues:

- A. Twelve (\$12.00) per adult member annually (\$24.00 per household), payable on or before July 1<sup>st</sup> ..
- B. Persons financially unable to pay dues may have dues waived for the year by consideration of the Chairman.
- C. Dues for existing members are payable on or before July 1st, after which date voting privileges will be suspended until dues are paid.
- D. Honorary Members shall pay no Dues.

**Section 5.** Misconduct, suspension or expulsion:

- A. Misconduct at any meeting or activity pertaining to, or sponsored by the Community Club, will not be tolerated. Any person guilty of misconduct will be required to leave the meeting or activity as determined by the Chairman or officer in charge of meeting".
- B. A Member may be suspended or expelled for such misconduct by a majority vote at

the next regularly scheduled TBCC business meeting.

## ARTICLE IV

### Officers/Directors/Standing Committees and their Duties

**Section 1.** Enumeration of Officers/Directors: The Toledo Bend Community Club shall be governed by a Board of Directors (“the Board”), which shall have all of the rights, powers, privileges and limitations of liability of directors of a nonprofit corporation organized under the Texas Non-Profit Corporation Act. The officers/directors of the Toledo Bend Community Club, Inc. shall be a Chairman, Vice Chairman, Secretary, Treasurer and Hospitality Chairman. Officers/Directors shall receive no compensation except for reimbursement of expenses.

**Section 2.** Nomination: Nomination for election of officers shall be made by a Nomination Committee at the May meeting. Nomination may also be made from the floor at the May meeting. The Nomination Committee shall consist of a Chairman and two or more regular Members. This committee shall be appointed by the Club Chairman prior to the April meeting to serve for a period of one year. The Nominating Committee shall make as many nominations for election as it shall in its discretion determine but not less than the number of vacancies to be filled.

**Section 3.** Election of Officers: The Annual election of officers shall take place at the June meeting by written secret ballot (if there is more than one candidate for an office) of the membership present. The person receiving the largest number of votes for each office shall be elected. The new officers shall assume their duties at the conclusion of the June business meeting.

**Section 4.** Term: The officers shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed or otherwise disqualified to serve.

**Section 5.** Special Appointments: The Chairman may select Committee Chairmen as the Community Club may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Chairman may, from time to time, determine.

**Section 6.** Resignation and Removal: Any officer may be removed from office by the majority of the membership present at a monthly business meeting. Any officer may resign at any time by giving written notice to the Chairman or the Secretary. Such resignation shall take place on the date of receipt of such notice or at any later time specified therein; the acceptance of such resignation shall not be necessary to make it effective.

**Section 7.** Vacancies: The nomination committee shall submit nominations to fill a vacancy in any office to the Directors of the Club. The election shall take place at the

next business meeting of the Club. Nominations from the floor shall also be accepted. If there is more than one candidate a written secret ballot shall be taken. The person receiving the largest number of votes shall be elected.

**Section 8.** Duties: The duties of the Officers/Directors are as follows:

#### Chairman

It shall be the duty of the Chairman to preside at all meetings, appoint all committees and officers not otherwise provided for, and shall be an authorized cosigner on checks issued by the Toledo Bend Community Club. The Chairman shall set the agenda for each meeting. Any special presentations shall be arranged for by the Chairman, or coordinated through him. The Chairman shall hold, as Trustee for the Toledo Bend Community Club, Inc., title to all property belonging to, used by, or in possession of this organization, and shall execute all conveyances of such property as such Trustee and as directed by TBCC. The chairman shall do such other things as the organization may direct.

#### Vice-Chairman

The Vice-Chairman shall act in the place of the Chairman in the Chairman's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required. The Vice-Chairman shall be responsible for membership. The vice-Chairman shall be an authorized co-signer on checks issued by the Toledo Bend Community Club.

#### Secretary

The Secretary shall record the minutes of all Community Club meetings, handle the correspondence, and record a current roster of the members and a record of those attending each meeting. The Secretary shall keep a cumulative record of all committee appointments and Community Club procedural actions. The Secretary is an authorized co-signer on checks issued by the Community Club, and such other duties as required.

#### Treasurer

The Treasurer shall receive the Community Club moneys, keep proper books of account, disburse the funds, and shall be an authorized co-signer on the checks issued by the Toledo Bend Community Club. The Treasurer shall make a report at each regular business meeting and render an annual report. The Treasurer shall file all necessary state and federal tax forms. The fiscal year for the organization shall be July 1 through June 30<sup>th</sup> of each year.

#### Hospitality Chairman

The Hospitality Chairman shall coordinate and supervise all potluck committees, be responsible for coordinating the use of the Community Center, its furnishings and

equipment, and for the proper policing of the area after its use. Requests for special uses of the TBCC shall be coordinated through the Hospitality Chairman, subject to approval by the TBCC Board of Directors. The Hospitality Chairman shall maintain an accurate accounting of the petty cash account, giving a report at the regular business meetings. The petty cash account is supported by donations given at the monthly potluck dinners and used to pay for general supplies. The Hospitality Chairman shall be in charge of the calling committee.

**Section 9.** Standing Committees: the TBCC Chairman shall appoint The Standing Committees and additional duties:

#### Building Maintenance Committee

The Building Maintenance Committee shall be responsible for seeing that the TBCC building is properly maintained.

#### Building Grounds Committee

The Building Grounds Committee shall be responsible for seeing that the TBCC grounds are properly maintained.

#### Publicity Committee

The Publicity Committee shall be responsible for the TBCC Newsletter, articles to the news media, bulletin boards in the Community Center and any other items deemed beneficial to the publicity of the TBCC.

#### Membership Committee

The Vice-Chairman shall co-ordinate the activities of the Membership Committee. The Membership Committee shall be responsible for the memberships drive each year and any other activities to improve the membership.

#### Community Phone Book Committee

The Community Phone Book Committee Chairman shall co-ordinate the activities of the Community Phone Book Committee as necessary to publish and distribute the Toledo Bend Community Address and Phone Book.

#### Cemetery Committee

The Cemetery Committee shall be responsible for seeing that the Toledo Bend Community Cemetery is properly maintained and operated. The Chairman shall be responsible for the cemetery committee meeting on a regular basis, maintaining records, billing for plot fees, maintaining financial accounts and maintaining operation rules and guidelines. The Chairman shall coordinate internments in the cemetery. The Chairman shall give a financial and status report at regular TBCC business meetings.

### Awards Committee

The TBCC Awards Committee shall be appointed no later than April of each year for a one year term. The Committee is to solicit nominations for the Lifetime Achievement Award, which recognizes significant contributions of an individual over several years, and the Annual Achievement Award, which recognizes the significant contributions of an individual over the past two fiscal years. Award recipient recommendations are to be presented to the TBCC board at the May business meeting. Awards are to be presented in June of each year.

### Breakfast Committee

The Breakfast Committee shall coordinate the breakfast provided after the Adopt-a-Highway/ Cemetery cleanups. Members of the committee shall be selected by the Chairman as needed. Reimbursement for breakfast expense shall alternate between the TBCC general fund and the cemetery fund.

### Library Committee

The Library Committee shall accept and process books that are donated or returned to the library. The Chairman will cull and discard books as needed. Co-librarians may be selected by the Chairman to help with duties.

### Web Site Committee

The Web Site Committee shall be responsible for updating the TBCC web site, posting items and for insuring the fees for maintaining the web site are paid in a timely manner.

## ARTICLE V

### Meetings

Regular business meetings will usually be held, monthly. The date and time of the meeting shall be publicized prior to the meeting. A quorum shall consist of at least three (3) officers, or their appointed alternate in their absence, and three (3) members. The TBCC Officers shall conduct TBCC board business at the regular business meetings. The regular business meetings are open to all members and all regular members present may vote on business conducted. Special Board Meetings may be held, as necessary, to conduct TBCC business of an urgent or emergency nature.

## ARTICLE VI

### Charter Members

All Charter Members, as listed by the Secretary, are regular members in perpetuity and are entitled to vote and enjoy other club benefits so long as club dues are paid up to date.

## ARTICLE VII

### Toledo Bend Women's Association

The Toledo Bend Women's Association (TBWA) is a subsidiary organization of the Toledo Bend Community Club, Inc., and a provider of additional financial support through its fundraising activities. A representative of the Women's Association shall act as a liaison between the two organizations and attend the monthly Community Club meetings. The TBWA is responsible for maintaining accurate accounting and records of all money they collect and disperse. TBWA conducts fundraising activities to provide merit scholarships to local students. The number of merit scholarships to be awarded will be based on the amount of funds raised. The Chairman or representative shall give a financial and status report at regular TBCC business meetings.

## ARTICLE VIII

### Dissolutionment

Dissolving the Toledo Bend Community Club requires an affirmative vote of sixty-six percent of the regular members. Such a vote is to be taken at a specially called meeting that is announced to all members.

In the event of dissolution of the corporation, whether voluntary or involuntary, no member, officer or representative shall be entitled to any distribution or division of its remaining property, assets or the proceeds of the same. In the event of dissolution, the Board of Directors shall, after paying or making due provision for the payment of all liabilities of the corporation, dispose of all remaining properties or assets to a similar or related organization or entity. In any such event, the Board of Directors shall make a distribution of remaining assets or properties solely to an organization(s) or entity(ies) which are organized exclusively for charitable, educational or scientific purposes and which are at that time fully and duly qualified as an exempt organization(s) within the terms and meaning of Section 501 (C) (3) of the Internal Revenue Code of 1954, as now amended and as the same may hereafter be amended from time to time. These duties are in addition to those outlined previously for appropriate officers/directors.

## ARTICLE IX

### Amendments

The Constitution and By-Laws may be changed through a motion made by a member or by recommendation from the committee appointed by the Chairman. The proposed change shall be read at two consecutive business meetings and voted on at the second meeting. The proposal shall be adopted when receiving a majority vote of regular members attending. Absentee votes from members who are ill or will be out of town on the meeting day may contact the secretary for a ballot slip. The ballot must be signed and returned to the Secretary prior to the meeting and will be included in the final count.

Adopted 6-22-76 \* Amended 3-8-77 \* Amended 11-9-77 \* Amended  
1-18-79 \* Amended 11-11-80 \* Amended 1-13-81 \* Amended 3-12-85  
\* Amended 10-3-89 \* Amended 10-13-92 Article III Section 3; Article IV,  
Section 2-3, Section 8; Article VII; Added Section 9 \* Amended 5-9-95  
Article II, Article IV, Section 8, Article VII, Article VIII \* Amended 10-10-00  
Article III Sec 2 & 3 & 4. Article IV Sec 8 \* Amended 1-11-05  
Article III Section 2 \* Amended 6-9-09 Amended 2-10-11