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# BY-LAWS of HUEY FAMILY ASSOCIATION INCORPORATION

(Midway, Texas)

**Notations in Red are modifications submitted and reviewed for amendment to the Huey Family Board at 2024 Q1 Family Meetings held on February 18, 2024 and March 17, 2024. Additional changes made by the Bylaws Committee established in the Q1 2025 Huey Family Board Meeting.**

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Table of Contents

ARTICLE I – EFFECTIVE DATE..... 3

ARTICLE II – OFFICE..... 3

ARTICLE III – PURPOSE..... 3

ARTICLE IV - MEMBERSHIP..... 5

ARTICLE V - MEETINGS..... 7

ARTICLE VI – AUTHORIZATION OF OFFICE..... 8

ARTICLE VII - FINANCIALS..... 10

ARTICLE VIII – BOOKS AND RECORDS..... 10

ARTICLE IX – FISCAL YEAR..... 11

ARTICLE X – WAIVER OF NOTICE..... 11

ARTICLE XI – AMENDMENTS TO BY-LAWS..... 11

ARTICLE XII – RELATED DOCUMENTS..... 11

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## **ARTICLE I – EFFECTIVE DATE**

These By-laws of Huey Family Homestead Association Incorporated are effective as of **this \_\_\_\_\_ day of \_\_\_\_\_ in the year \_\_\_\_\_**, and amend and replace in full any and all prior Bylaws of Huey Family Homestead Association, Inc.

## **ARTICLE II – OFFICE**

### Sec. 1 Principal Office

The principal office of the **organization** in the State of Texas shall be located in the city of Midway, County of Madison. **The physical address shall be located at 12843 FM 1428 Midway, Texas 75852.** The corporation may have other such offices, either within or without the State of Texas, as the Board of Trustees may determine or as the affairs of the corporation may require from time to time.

### Sec. 2 Registered Office & Agent

The corporation shall continually maintain in the State of Texas, a registered office, and a registered agent whose office is identical, with such registered office, as required by the Texas Non-Profit Organization Act. The registered office may be, but need not be, identical with the principal office in the State of Texas and the address of the registered office may be changed from time to time by the Board of Trustees. The current registered office is the home of Dorothy Jackson, < \_\_\_\_\_ > Amburn, Houston, Texas < \_\_\_\_\_ >.

## **ARTICLE III – PURPOSE**

Sec. 1 The purposes to which the **Huey Family Homestead** Association, “Huey Homestead” is organized are: to establish a Board of Trustees to serve as a governing body of all operations, member rights, and obligations of the Huey Homestead and to ensure The Huey Homestead remains as one full property of **fifteen point two (15.2)** acres never divided or sold. The **Huey Homestead** and its Board of Trustees will govern themselves to protect, preserve, maintain and develop the **15.2** acres, which was passed down from Carrie Huey (deceased) to her seven **(7)** children: Robbie [Mitchell] Shackelford (deceased), Jessie Butler, Sr. (deceased), Milton Charles Murray (deceased), Albert Burnet Murray **(deceased)**, Louise Nauls (deceased), Lloyd Murray, Sr. (deceased), and Dorothy [Murray] Jackson (only living descendant), by which the property and all its contents shall never be sold or altered, along with all its contents. This mandate may only be changed by a majority vote of all

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members of the Huey Homestead at a special called meeting. Every means and considerable effort must be utilized to ensure all members are aware of the special meeting and its purpose.

The Huey Homestead members are all legal descendants of Carrie Huey, including blood relatives and legally adopted people. **The Board of Trustees for The Huey Homestead will act on behalf of the body to serve in the best interest of its members for a two-year term and shall restate their intentions of office during an annual Huey Homestead meeting or at the annual Family Reunion of the Huey Homestead.** The Board of Trustees will be comprised of two descendants from each of Carrie Huey's children, except her daughter, Robbie Shackelford, to whom no child was born.

The Board of Trustees will consider any change request from its members that is within the bylaws' guidelines, giving high priority to any changes for upgrades, restoration projects, or measures to prevent decay or loss of the property.

Any legal descendant, other than the last living child of Carrie Huey, Dorothy Jackson, must receive express approval from the Board of Trustees, as noted in a meeting's minutes, to place property on the Huey Homestead. Dorothy Jackson needs no approval to use the property as she wants. The Board acknowledges individual property such as mobile homes, trailers, **livestock**, etc. belongs to the family member(s) placing the property on the Huey Homestead. The owner of the personal property must pay for all additional expenses, maintenance associated with that personal property's enhancements, or improvements required because of the personal property's placement on the Huey Homestead. The Board may vote to use appropriate means to enforce these requirements that family member(s) who have placed personal property on the Huey Homestead.

The Huey Homestead will serve as a place of refuge **and/or** retreat legal descendants, blood and adopted, of Carrie.

Sec. 2 To enforce any and all restrictive covenants applicable to the purpose described above to its members.

Sec. 3 To arrange for, provide and pay for the operation and maintenance to the applicable **15.2** acres for the following: maintenance of roads, streets, paths, sidewalks, parks, parkways, bicycle paths, lakes, creeks, ponds, tank, any Huey Homestead land and Buildings and other improvements thereon, esplanades and vacant buildings, or vacant property owned by the organization; providing street lighting, fogging for insect control, caring for and watering transplanted tree on vacant lots; and doing any other changes (improvements) or things necessary and desirable, as described in the words left by the last living descendant, Dorothy May [Murray] Jackson. The Board of Trustees will interpret and enforce the last living descendant's request for the sole interest of the Huey Homestead

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Incorporation on behalf of her mother, Carrie Huey (deceased) and her siblings; Robbie [Mitchell] Shackelford (deceased), Jessie Butler, Sr. (deceased), Milton Charles Murray (deceased), Albert Burnet Murray (deceased), Louise Nauls (deceased) and Lloyd Murray, Sr. (deceased).

Rules, Regulations, & Procedures by which the 15.2 of Huey Homestead will be followed as per the directives stated on July 2, 2011, by Dorothy Mae [Murray] Jackson, the last living child of Carrie Huey (deceased).

The foregoing is a true and correct copy of the description of the last request of the rules, regulations, and procedures by which Dorothy Mae [Murray] Jackson has described for the guidelines by which Board of Trustees of Huey Homestead, Incorporation shall execute starting July 2, 2011, and forever. In the opinion of the Board of Trustees of this **organization** to keep the property (all fifteen and point two acres) of the applicable members; neat and in good order or which the Board of Trustees consider a general benefit to the members of the **organization**; and to do any and all other acts according to the purposes described below by last living child of Carrie Huey and all other acts in connection with all of the above purposes.

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Signature, Dorothy Mae [Murray] Jackson

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Printed Name, Dorothy Mae [Murray] Jackson

## **ARTICLE IV - MEMBERSHIP**

### Sec. 1 One Class of Members

The organization shall have one class of members.

### Sec. 2 Membership Defined

The members of this **organization** shall be the living descendants of the direct bloodline and legally adopted children of Carrie Huey's offspring. In the event of their deaths, then the offspring of Carrie Huey's children's children and thereto; any living child of Carrie Huey will proceed as owner and rank as the highest Director and has the final order of the business as President or CEO (Chief Executive Officer) of any other rank of membership, and also above any Board of Trustees of this organization. In the event of the death of the last living child, Dorothy Mae [Murray] **Jackson**, then the Board of Trustees will act as the highest governing body of the **organization**.

**There shall be no application for membership. A member of the Huey Homestead organization is a descendant by blood, marriage, or adoption of Carrie Huey, and her children: Robbie [Mitchell] Shackelford (deceased-no heir), Jessie Butler, Sr. (deceased),**

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Milton Charles Murray (deceased), Albert Burnet Murray (deceased), Louise Nauls (deceased), Lloyd Murray, Sr. (deceased), and Dorothy [Murray] Jackson. No member will be discriminated against by any person on the basis of race, color, religion, or sexual orientation.

Only the Board of Trustee of the Huey Homestead have voting responsibilities. As such, the following must be true:

1. One must be a descendant by blood, marriage, or adoption of Carrie Huey, and her children: Jessie Butler, Sr. (deceased), Milton Charles Murray (deceased), Albert Burnet Murray (deceased), Louise Nauls (deceased), Lloyd Murray, Sr. (deceased), and Dorothy [Murray] Jackson
2. A family member of age eighteen (18) and over
3. In good standing regarding payment(s) of annual family dues, to include property taxes and/or expenses of the Huey Homestead or any special maintenance assessments. Good standing is determined to be current in the payment of all financial obligations, is involved in meetings and activities, attends at least half of the meetings, encourages and maintains positive and respectful relations with Huey Homestead members and trustees, and treats the property with respect.

#### Sec. 3 Termination of Trustee Rights

The Board of Trustees, by affirmative vote of two-thirds of all its members, may suspend or expel a trustee's rights for cause after an appropriate hearing, and may by a majority vote of the trustees present at any regularly constituted meeting, **forfeit** the rights of any trustee **member** who shall be in default in payment of annual family dues, **to include property taxes and/or expenses of the Huey Homestead or any special maintenance assessments.**

#### Sec. 4 Resignation of Membership

It is not the intent of this association to establish or disinherit any legal descendant of Carrie Huey. However, any member may choose to no longer be considered a member of the Huey Family Homestead and must state their intention by filing a written request to the Secretary of the Board of Trustees forfeiting all interest and right of heirship to the **15.2-acre property of the Huey Homestead organization. Said resignation will remove any entitlements to any recurring/future benefit(s) to be received from the Huey Homestead organization.**

#### Sec. 5 Reinstatement of Membership

Upon written request signed by a former member and filed with the Board Secretary, the Board of Trustees may, by the affirmative vote of two-thirds of the members of the Board,

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reinstate such former member's rights to the Huey Homestead organization upon such terms as the Board of Trustees may deem appropriate including but not limited to the assessment of the original divestiture reason, receipt of payment of the preceding year's tax obligation, and the current year's tax and maintenance assessment.

#### Sec. 6 Transfer of Membership Rights

Membership and its' rights in the **organization** is not transferrable or assignable.

### **ARTICLE V - MEETINGS**

#### Sec. 1 Annual Meeting

An annual meeting of the members shall be held to elect Trustees and for the transactions of appropriate business. This meeting may be in conjunction with the Huey Family Reunion, held on the weekend whereby July 4<sup>th</sup> falls on or is nearest to each year, at a place in Walker, Harris, Galveston, **or Madison** Counties, Texas. If the day fixed for the annual meeting shall fall on a day of local or national catastrophe due to weather or safety-related concern, such meeting shall be held on the next succeeding weekend as deemed appropriate by the Board of Trustees.

#### Sec. 2 Special Meetings

Any Trustee may call a special trustee meeting of the Trustees. All meetings are open to the full membership of the Huey Homestead, and every effort and means should be made to notify them of any meeting.

#### Sec. 3 Place of Meeting

The Board of Trustees may designate any **location deemed accessible by all members** as the place of the meeting for any **business** meeting or any special meeting called. **Board members** shall meet at any time and place, **virtual or in-person**. Board members will consent to holding the meeting and will consent to the possibility of corporate action occurring.

#### Sec. 4 Notice of Meeting

Written or printed notices stating the place, day, and hour of any meeting of members shall be delivered, either personally, email, text, phone, or by mail, to each trustee member not less than fifteen (15) days before the meeting nor more than thirty (30) days before the

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date of such meeting. Notification must be sent when a trustee calls a special meeting of the members. The meeting's purpose must be stated on the notice and/or notification. Notices must be sent to the most recent address or contact information given for the members. Every possible attempt must be exhausted to notify a member of a special called meeting. Trustee members are required to provide notice to their families of a special meeting.

#### Sec. 5 Informal Action By Trustees

Any informal action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of the members, may be taken without a meeting if consent is received in writing setting forth the action so taken, and shall be signed by all trustees.

#### Sec. 6 Quorum

Fifty-five percent of trustees in attendance shall constitute a quorum at a meeting. If a trustee quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

#### Sec. 7 Proxies

At any meeting of members, a trustee may vote by proxy executed in writing by the member of his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. All proxies must be in good standing.

#### Sec. 8 Voting By Mail

Where a member of the Board of Trustees is to be elected by members of a Huey branch, such an election may be conducted by mail **and/or electronic submission**, in such manner as the Huey Branch shall determine. The Board of Trustees will govern the timing and set the date by which the Huey Branches must submit official notification.

### **ARTICLE VI – AUTHORIZATION OF OFFICE**

#### Sec.1 Elections & Appointments

The affairs of this **organization** shall be run by the Board of Trustees, and the only living child to Carrie Huey's Estate who will act as President and will carry the final vote, in case of a draw or tie. In the event of the death of the last child of Carrie Huey, then the Board of Trustees must organize and elect officers: President, Vice President, Secretary, and Treasurer. In the meantime, **at least** one Director will be appointed to represent each of



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Carrie Huey's children whether, living or deceased. No appointment will be made for Robbie (Murray) Shackelford to whom no heir was born. The Board of Trustees will consist of **two (2)** representatives from **the remaining descendants**: Jessie Butler, Sr., **Milton Charles (MC) Murray, Albert Burnet (AB) Murray**, Louise Nauls, Lloyd Murray, Sr., and Dorothy **[Murray] Jackson**. **<Just a thought. We didn't discuss during the Committee meeting but when we lose Aunt Dot as president, we may want to consider a family-wide election for the office of president. Even-numbered boards don't work well in tie-breaker situations.>**

## Sec. 2 Final Judgment

**The meeting of Trustees regarding the use of funds and their consensus on that use** shall be final and conclusive so long as such a judgment is exercised in good faith. Good faith is defined as "honest dealing," which includes honesty or sincerity of intention.

## Sec. 3 Number of Trustees

The number of persons constituting the initial Board of Trustees of this **organization** was **the eldest born male child and eldest born female child from each descendant of Carrie Huey's named children, along** with any living child **of** Carrie Huey. The total number of trustees will be thirteen.

## Sec. 4 Terms of Service

The terms of the incumbent Trustees representing each child of Carrie Huey, in positions for Jessie, MC, AB, Louise, Lloyd, **and** Dorothy, shall expire at the end of an even-numbered calendar year, at the annual Huey Homestead meeting. Thereafter, the terms of the incumbents of such positions shall be held for two (2) years and then shall **be up for review. Recommendations will be received from the appropriate family should the members decide not to reinstate their position.**

## Sec. 5 Quorum

A fifty-five percent majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the board. A meeting with less than fifty-five percent of the trustees in attendance may continue, but no contracts or official changes may be voted upon. If less than **less than three (3) trustees** are present at said meeting, by a majority consent of the Trustees present, the meeting may adjourn without further notice.

## Sec. 6 Manner of Acting

The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these by-laws.

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#### Sec. 7 Removal of Office

Any Trustee may be removed before the **end** of his/her term at any regular or special meetings of members by a majority vote of the members present.

#### Sec. 8 Informal Action by Trustees

Any action required by law to be taken at a meeting of Trustees, or any action which may be taken at a meeting of Trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Trustees.

### **ARTICLE VII - FINANCIALS**

#### Sec. 1 Contracts

**Only the Board of Trustees may execute or** enter any contract or execute and deliver any instrument in the name of and on behalf of the **organization**, and such authority may be general or confined to specific instances.

#### Sec. 2 Deposits

All funds of the **organization** received on behalf of the Huey Homestead or funds gained as directly related because of the land shall be deposited to the credit of the **organization** in such **financial institutions** or depositaries as the Board of Trustees may select.

#### Sec. 3 Gifts

The Board of Trustees may accept on behalf of the Huey Homestead **organization** any contribution, gift, bequest, or funds received as a result of the land or devised for the general purposes or any special purpose of the **organization**.

### **ARTICLE VIII - BOOKS AND RECORDS**

The organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees, and committees having any of the authority of the Board of Trustees. All records shall be kept **at the registered principal's office or the location of the President's home**. A record giving the names and addresses of the trustees entitled to vote must be maintained. All books and

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records, including digital, electronic, and/or printed, of the organization may be inspected by any member, or his/her agent, or any attorney for any proper purpose for any reasonable time.

#### **ARTICLE IX – FISCAL YEAR**

The fiscal year of the organization shall begin on the first day of July (I suggest August) and end on the last day of June (I suggest July) in each year.

#### **ARTICLE X – WAIVER OF NOTICE**

Whenever any notice is required to be given under the Texan Non-Profit Corporation Act or the provision of the Articles of Incorporation or the By-Laws of the organization, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XI – AMENDMENTS TO BY-LAWS**

These by-laws may be altered, amended or appealed, and new by-laws may be adopted by a vote of the Trustees present at a duly called meeting of all members where a quorum is present. Exceptions include: the land to never be sold or divided; or whereby the last living child, Dorothy [Murray] Jackson has the final decision in all matters of the organization.

#### **ARTICLE XII – RELATED DOCUMENTS**

Let it be noted that these by-laws are intended to conform to any various applicable provisions of the Articles of Incorporation and the Restrictions and Covenants affecting all family members and are not intended to limit or to be limited by these documents unless expressly stipulated to that effect.

Any alleged ambiguities or contradictions as to the provisions within any of these documents shall be construed by the Board of Trustees to affect the original intent of the Trustees, and such interpretation shall be conclusive as to those provisions.

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Adopted by a majority of the voting members at a duly called meeting of the members of the **Huey Family Homestead organization**, this \_\_\_\_\_ day of \_\_\_\_\_ **in the year** \_\_\_\_\_.

\_\_\_\_\_  
Signature, Dorothy [Murray] Jackson

DRAFT