

**By-Laws  
Of  
Alief Super Neighborhood Council**

**Article I- Offices**

**Article II- Name**

**Article III- Boundaries**

**Article IV- Purpose**

**Article V- Members**

- Section 1: Classes of Members
- Section 2: Stakeholders Participation
- Section 3: Council Voting Members
- Section 4: Election of Council Members
- Section 5: Limits of Authority
- Section 6: Voting Rights
- Section 7: Termination of Membership
- Section 8: Resignation
- Section 9: Reinstatement
- Section 10: Transfer of Membership
- Section 11: Increase in the number of  
Council Members
- Section 12: Maximum Number of Council  
Members
- Section 13: Vacancies
- Section 14: Initial List of Council  
Members

**Article VI- Meetings of the Council**

- Section 1: Annual Meetings
- Section 2: Regular Meetings
- Section 3: Special Meetings
- Section 4: Place of Meetings
- Section 5: Notice of Meetings
- Section 6: Informal Action by Council
- Section 7: Quorum
- Section 8: Proxies
- Section 9: Manner of Acting
- Section 10: Public Address of the Council
- Section 11: Public Meetings

**Article VII - Officers**

- Section 1: Officers
- Section 2: Election and Term of Offices

- Section 3: Removal
- Section 4: Vacancies
- Section 5: Chairperson
- Section 6: Vice-Chairperson
- Section 7: Treasurer
- Section 8: Secretary
- Section 9: Web Master
- Section 10: Member Holding More Than  
One Office

**Article VIII- Committees**

- Section 1: Committees of Council  
Members
- Section 2: Defined Committees
- Section 3: Other Committees
- Section 4: Term of Office
- Section 5: Chairperson
- Section 6: Vacancies
- Section 7: Quorum
- Section 8: Rules

**Article IX- Contracts, Checks, Deposits,  
and Funds**

- Section 1: Contracts
- Section 2: Checks, Drafts, etc.
- Section 3: Deposits
- Section 4: Gifts

**Article X- Certificates of Membership**

**Article XI- Books and Records**

**Article XII- Fiscal Year**

**Article XIII- Waiver of Notice**

**Article XIV- Amendments to By-Laws**

**Article XV- Non-Profit Status**

**Article XVI- Roberts Rules of Order**

**Article XVII- Adoption of By-Laws**

**By-Laws  
Of  
Alief Super Neighborhood Council**

**OFFICES**

The initial principal office of the Corporation in the State of Texas shall be located at 11920 Beechnut, Houston, Texas 77072. The Corporation may have such offices, either within or without the State of Texas, as the Council may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously 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 Corporation Act. The registered office may be, but does not need to be, identical with the principal office in the State of Texas, and the address of the principal office and the registered office may be changed from time to time by the Council.

**NAME**

The name of the organization shall be **ALIEF SUPER NEIGHBORHOOD COUNCIL** herein after referred to as **ASNC**.

**BOUNDARIES**

The **ASNC** is bounded as set out in the map attached hereto and made part hereof. The boundaries of the **ASNC** were determined by the City of Houston, Harris County, Texas.

**PURPOSES**

The purpose of the organization is to create a broad-based neighborhood forum where residents and stakeholders come together to discuss issues and develop action plans to address the problems impacting their neighborhood. The organization will seek to provide citizens with opportunities such as social and economic development, educational, and recreational facilities, cultural experiences, job training, senior citizen housing, affordable housing and promote the welfare and safety of community by the stakeholders for the residents of the boundaries identified in Article III.

**MEMBERS**

**Section 1: Classes of Members**

The Council shall have one (1) class of members. The qualifications and rights of the members of such class shall be as follows:

The **ASNC** membership is open to any stakeholder within our designated boundaries as reflected in Article III. Participation in the **ASNC** shall, in no way, be limited by the imposition of membership fees. **ASNC** prohibits the exclusion of any individual or organization based on race, creed, color, religion, gender, sexual orientation or national origin from participating in the super neighborhood council activities or serving as council member.

Stakeholder is defined in the City of Houston Super Neighborhood Guidelines. Stakeholders are defined as recognized organizations representing associations, neighborhood associations and other organized groups that live, work, or conduct business within the boundaries of the **ASNC**. These organizations will elect a representative biannually at a public and open regularly scheduled meeting

of the stakeholder organization. The selected representative of the stakeholder group/organization will submit the applicable form (see appendix A: 1,2,3, or 4) to the council verifying the group/organization's support and endorsement of the representative.

If there are two or more candidates who present a required form (as specified in article V, section 1, class of members, pp 3) from separate groups vying for the same stakeholder seat, council will initiate the following actions:

They will first encourage the groups to form a coalition to jointly select one candidate.

If a consensus candidate can not be determined, the council will conduct a special election within 30 days following the next regularly scheduled council meeting (after the one at which the mediation is prescribed). The winner of the election will hold the stakeholder seat for the remainder of the two-year term. All council seat terms, full or partial, terminate on alternate Januarys, as prescribed in article V, section 4.

Qualified Stakeholder groups may partner with outside interests to assist in matters related to the ASN; however, controlling interest must be maintained by the Stakeholder group. Any person from either the qualified Stakeholder group or associated partner may be selected to represent the group on the ASNC, subject to acceptance by the council.

### **Section 2: Stakeholders Participation:**

Stakeholders include groups like civic clubs, neighborhood block organizations, non-profits, tenant associations and community development corporations. Other neighborhood entities such as businesses, schools, churches and hospitals should be represented through their umbrella organizations and coalitions rather than single entities. Where there is no coalition organization, one could be formed and a representative elected to serve on the super neighborhood council with the confirmation or ratification of such stakeholder by a two-thirds (2/3) vote of the members of the Council. This will also encourage enhanced cooperation and collaboration between similar groups.

### **Section 3: Council Voting Members Shall Be Drawn from the listed Stakeholder Groups up to the number specified in Section 12:**

1. Religious Groups are associated as one Association: one (1) vote
2. Business Association of Retail, Wholesale and Manufacturing companies: one (1) vote.
3. Alief Community Association: one (1) vote
4. S.A.V.E. Alief: one (1) vote
5. Association of Banks, Financial Institutions, Savings and Loan and Credit Union Associations: one (1) vote
6. Association of Management Companies: one (1) vote
7. Association of Youth Service Providers/Associations: One (1) vote
8. Association of Medical Services Providers: Hospitals, clinics, medical associations: one (1) vote
9. Association of Social Services Providers: one (1) vote
10. Community Development Corporations: Recognized and reputable area Chamber of Commerce or similar organization: one (1) vote.
11. Educational Associations of schools, colleges community colleges: one (1) vote
12. Association of Residents: one (1) vote
13. Association of Residents: one (1) vote
14. Neighborhood Organizations Group 1: one (1) vote\*
15. Neighborhood Organizations Group 2: one (1) vote\*
16. Neighborhood Organizations Group 3: one (1) vote\*
17. Neighborhood Organizations Group 4: one (1) vote\*
18. Alief ISD: one (1) vote
19. Cultural Diversity Group: one (1) vote
20. Associations of Senior Citizens' Service Providers: one (1) vote

21. Alief ISD students: one (1) vote
22. Association of Security, Public Safety, or Emergency Management Organizations: one (1) vote
23. International Management District: one (1) vote

\*Neighborhood Organizations are grouped by contiguous subdivisions as nearly as possible in groups of five or six or more such neighborhood organizations as a group. The division of the neighborhood organizations is to be established as the following:

**Neighborhood Organization 1:** Bound on the north by Harwin/Alief Clodine and on the south by Bellaire Boulevard

**Neighborhood Organization 2:** Bound on the north by Bellaire Boulevard and on the south by Beechnut Street.

**Neighborhood Organization 3:** Bound on the north by Beechnut Street and on the south by Bissonnet Street.

**Neighborhood Organization 4:** Bound on the north by Bissonnet Street and on the south by West Bellfort.

#### **Section 4: Election or Appointment of Members**

Members shall be elected or appointed by the stakeholder organization for two-year terms. Each council member shall be ratified and certified by his/her respective stakeholder organization that he/she still is the certified member representing the stakeholder organization on the Council. Beginning in January 2003 one half of the Council members rounded up to odd number shall be ratified and certified by their stakeholder group. The remaining members will continue to serve until January 2004 at which time the remaining Council members shall be ratified and certified by his/her respective stakeholder group. The seated Council members will determine the method of splitting the Council. No one person may represent more than one stakeholder organization. Certification of membership by the representative of the stakeholder organization will be presented to the Council and noted in the official minutes and kept with the Council's records. Stakeholders shall present their representatives within sixty (60) days after notification of their stakeholder status. (The Council retains the right to verify any person who claims to represent a stakeholder organization.) The representatives shall not be seated on the Council until certified by the Council.

#### **Section 5: Limits of Authority**

Council members are expected to serve diligently, loyally and cooperatively; to avoid misconduct and other activities in conflict with their position; to exercise courtesy and dignity and otherwise conduct themselves in the best interests of the Alief Super Neighborhood Council.

Council members shall avoid any action, which could result in, or look as though they are:

- Using the ASNC for personal gain;
- Giving preferential treatment to any person, group, or organization;
- Interfering with Council efficiency or losing impartiality;
- Making decisions outside the scope of their position, or;
- Lowering public confidence in the Alief Super Neighborhood Council

Council members individually do not have the authority to bind the Alief Super Neighborhood Council to any action, legal or otherwise, or represent the Council without prior voted and written approval. When speaking publicly, or in producing printed materials, members must clearly differentiate between their personal opinions (and Stakeholder Group positions), and what may be

construed as the position of the Alief Super Neighborhood. Appropriate verbal and/or written disclaimers should be utilized whenever necessary to eliminate any possible confusion (see examples, following). Members should be aware that the electronic forums such as website chat rooms, guest books and bulletin boards are public media where caution needs to be exercised.

**Examples of Disclaimers:**

**Verbal:** The Alief Super Neighborhood Council does not officially sponsor this program

**Written:** The views and/or opinions expressed in this document are those of the author, and not necessarily expressed by or sanctioned by the Alief Super Neighborhood.

Council members have the responsibility to protect and conserve all property, equipment, and documents entrusted to them. They must not willfully damage, deface or otherwise misuse property belonging to the Alief Super Neighborhood Council. Such action will result in Council review.

**Section 6: Voting Rights**

Each Council member shall be entitled to one vote on each matter submitted to a vote of the Council members.

**Section 7: Termination of Membership**

The Council, by affirmative vote of two-thirds of all members of the Council, may suspend or expel a Council member for cause after an appropriate hearing.

**Section 7A: Excessive Absenteeism**

Two (2) unexcused absences within a 12 month period will be cause for disciplinary counseling with the Chair. A third (3) absence will be cause for possible removal.

**Section 8: Resignation**

Any member may resign by filing a written resignation with the Secretary.

**Section 9: Reinstatement**

Upon written request by the former Council member and/or the former Council member's stakeholder group and filed with the Secretary, the Council may, by the affirmative vote of two-thirds (2/3) members of the Council, reinstate such former member to the membership on such terms as the Council may deem appropriate.

**Section 10: Transfer of Membership**

Membership in the Council is not transferable or assignable.

**Section 11: Increase in the Number of Council Members**

Upon determination of a majority of the members of the Council; the Council may increase the number of Council members if new stakeholders are identified. However, under no circumstances may council membership be increased by one member. There must always be an odd number of Council members. Therefore, no increase can be made until two new stakeholders are identified. New stakeholder members who are added to the Council will not have any voting rights until thirty (30) days have elapsed after recognition and addition as a Council member by the Council.

**Section 12: Maximum Number of Council Members**

The maximum number of members allowed to be members in the council is nineteen (19).

**Section 13: Vacancies**

Any vacancy occurring in the Council and any member to be filled by reason of an increase in the number of Council members or resignation of member whose vacancy is to be filled from the membership of the association that the member had represented. This action may be ratified by the

affirmative vote of a majority of the remaining council members. A Council member elected to fill a vacancy shall be elected for an unexpired term of his predecessor in office.

#### **Section 14 Initial List of Council Members**

Upon organization and recognition of the Council, the Council shall attach a list of the names of the initial Council members to these Bylaws.

### **Article VI**

#### **MEETINGS OF THE COUNCIL**

##### **Section 1: Annual Meeting**

An annual meeting of the members of the Council shall be held on the fourth Tuesday of January in each year, at the hour of 7:00 P.M. for the purpose of electing officers if any terms expire and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of officers shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Council shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be done.

##### **Section 2: Regular Meetings**

Regular meetings of the Council shall be held at 7:00 P.M. on every fourth (4<sup>th</sup>) Tuesday of each month unless the Council determines a different time and date and each Council member is notified at least Five (5) days prior to such meeting. The Council will determine the place.

##### **Section 3: Special Meetings**

Special meetings of the Council members may be called by the Chairman, the Council, or not less than one-third of the members having voting rights.

##### **Section 4: Place of Meeting**

The Council may designate any place, within the boundary of the Alief Super Neighborhood Council, as the place of meeting for any annual meeting or for any special meeting called by the Council. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas but if all of the members of the Council shall meet at any time and place, within the boundary of the Alief Super Neighborhood Council, and consent to the holding of a meeting, such meeting shall be valid if public notice is given, and at such meeting any corporate action may be taken. Notice of the meetings is defined in Section 5 of this Article.

##### **Section 5: Notice of Meetings**

Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, fax or e-mail to each member entitled to vote at such meeting, not less than five (5) nor more than thirty-five (35) days before the date of such meeting, by or at the direction of the Chairman, or the Secretary, or the officers or persons calling the meeting. The notification of the meeting may be by posting in public places, the website or media. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when

deposited in the United States mail and addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

### **Section 6: Informal Action by Council Members**

Any action required by law, or any other action which would require a Council vote at a meeting of members, may be taken without a meeting if a consent is in writing, setting forth the action so taken, shall be three-fourths (3/4) of the members entitled to vote with respect to the subject matter thereof.

### **Section 7: Quorum**

Presence of one-half (1/2) of the seated members of the Council shall constitute a quorum at any meeting. If the one-half (1/2) number of seated members of the Council is not a whole number then in that event the number must be rounded up to the nearest whole number. No business can be conducted without a quorum of Council members in attendance. If a quorum is not present at any meeting of members within 30 minutes of the scheduled start time, the meeting will not be conducted.

### **Section 8: Proxies**

Presence of one-half (1/2) of the seated members of the Council shall constitute a quorum at any meeting. If the one-half (1/2) number of seated members of the Council is not a whole number then in that event the number must be rounded up to the nearest whole number. No business can be conducted without a quorum of Council members in attendance.

### **Section 9: Manner of Acting**

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

### **Section 10: Public Address of the Council**

The Council shall have as part of its agenda , a time period of at least 15 minutes minimum not to exceed 60 minutes for any member of the community to speak before the Council. Such addresses will be limited to three (3) minutes and each speaker must have his/her name added to the agenda and the topic of their subject or concern. Each speaker shall complete a sign-in sheet prior to the meeting.

### **Section 11: Public Meetings**

All Council meetings shall be public. There shall be no executive or closed meetings. Any resident may be present to observe, speak as outlined in Section 10 above or discuss the issues and participate if requested or invited by the Council. All notices of meetings shall be posted in public areas, a web site or in the media. Each Council member will be responsible in notifying the members of the stakeholder organization. Notices to the community shall be by articles or notices in local news media including the press, radio, web sites, posting of notices in public places and any other means conducive to give the community notice of meetings and actions taken at such meetings.

## **Article VII**

### **OFFICERS**

#### **Section 1: Officers**

The offices of the corporation shall be a Chairman, one or more Vice-Chairman (the number thereof to be determined by the Council), a Secretary, a Treasurer, Parliamentarian and such other officers as may be elected in accordance with the provisions of this Article. The Council may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Council. No Council member can hold more than one office.

### **Section 2: Election and Terms of Office**

The officers of the corporation shall be elected annually by the Council at the regular annual meeting of the Council. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be done. New offices may be created and filled at any meeting of the Council. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

### **Section 3: Removal**

Any officer elected or appointed by the Council may be removed by a two-thirds (2/3) vote of the Council whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

### **Section 4: Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Council for the unexpired portion of the term.

### **Section 5: Chairman**

The Chairman shall be the principal executive officer of the corporation and shall in general supervise and control all the business of the corporation. The Chairman is responsible for setting the agenda and is the official spokesperson for the council. He/she shall preside at all meetings of the members and of the Council. He/she may sign, with the Secretary or any other proper officer of the corporation authorized by the Council, any deeds, mortgage, bonds, contracts, or other instruments which the Council has authorized to execute, except in cases where the signing and execution thereof shall be expressly delegated by the Council or by these bylaws or by statute to some other officer or agent of the corporation; and in general he/she shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Council from time to time.

### **Section 6: Vice Chairman**

In the absence of the Chairman or in the event of his or her inability or refusal to act, the Vice Chairman (or in the event there be more than one Vice Chairman, the Vice Chairmen in the order of their election) shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. Any Vice Chairman shall perform such other duties as from time to time may be assigned to him or her by the Chairman or by the Council. Vice Chairman must sit on one committee.

### **Section 7: Treasurer**

If required by the Council, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Council shall determine. He shall have



charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and in general perform all the duties as from time to time may be assigned to him or her by the Chairman or by the Council. The Treasurer shall be a member of the Finance Committee.

#### **Section 8: Secretary**

The Secretary shall keep the minutes of the meetings of the members and of the Council in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chairman or by the Council. The Council database of participating members and stakeholder organizations shall be maintained by the Secretary and assistant secretaries as required.

#### **Section 9: Member holding more than one office**

No member shall hold more than one (1) office on the Council at a time.

### **Article VIII**

#### **COMMITTEES**

##### **Section 1: Committees of Council Members**

The Council, by resolution adopted by a majority of the Council members in office, may designate and appoint one or more committees, each of which shall consist of two or more persons or members, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Council in the management of the corporation, except that no such committee shall have the authority of the Council in reference to amending, altering or repealing the bylaws, electing, appointing or removing any member of any such committee or any Council member or officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings thereof; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Council which by its terms provides that it shall not be amended, altered or repeated by such committee. Committees may include persons who are not members of the Council. Each committee must be chaired by a member of the Council. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Council, or any individual Council member, of any responsibility imposed upon it or him/her by law.

##### **Section 2: Defined Committees**

###### **Bylaws Committee:**

The Bylaws committee is a standing committee; its function is to draft proposed amendments to the Bylaws as charged by the Council.

###### **Finance Committee:**

Responsible for developing and implementing an annual financial plan and evaluating and reporting to the Council the success of the financial plan. Supports the Council's Treasurer as

needed and assists in the development of associated financial reporting to the Council. Also promotes the financial development of the Council via Grant requests, fundraising projects and other financial activities as requested by the Council.

**Marketing Committee:**

The marketing committee is a standing committee and is responsible for determining market objectives, identifying and developing strategies to achieve the desired objectives, developing and implementing an action plan to carry out the strategies and evaluating and reporting to the general Council on the success of the marketing plan. Specific guidelines for the committee should be approved by the Council at its annual meeting.

**Project Committee:**

Assist members of the Council/Community leaders/Stakeholder groups in the development of projects and programs as needed or charged by the Council.

**Elections Committee:**

The standing elections committee has the purpose of arranging and conducting special elections and seeing that the stakeholder group/organizations elections are held on a timely basis as the need arises each year when seats come up for re-election or initiation.

**Section 3: Other Committees**

Other committees not having and exercising the authority of the Council in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Council members present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be members of the corporation and the Chairman of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the corporation shall be served by such removal.

**Section 4: Term of Office**

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof. Said appointment may be done by selection within the committee, subject to approval by the appointing authority.

**Section 5: Chairman**

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof. Said appointment may be done by the selection within the committee, subject to approval of the appointing authority.

**Section 6: Vacancies**

Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

**Section 7: Quorum**

Unless otherwise provided in the resolution of the Council designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## **Section 8: Rules**

Each committee may adopt rules for its own government consistent with these Bylaws or with rules adopted by the Council.

## **Article IX**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

#### **Section 1: Contracts**

The Council may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

#### **Section 2: Checks, Drafts, etc.**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Council. In the absence of such determination by the Council, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chairman or Vice Chairman of the corporation.

#### **Section 3: Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks; trust companies or other depositories as the Council may select.

#### **Section 4: Gifts**

The Council may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

## **ARTICLE X**

### **CERTIFICATES OF MEMBERSHIP**

The Council may provide for the issuance of certificates evidencing membership in the Council which shall be in such form as may be determined by the Council. Such certificates shall be signed by the Chairman or Vice Chairman and by the Secretary or an Assistant Secretary. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Council determines.

## **ARTICLE XI**

### **BOOKS AND RECORDS**

The Council shall keep correct and complete books and records of account and shall also keep

minutes of the proceedings of its members, Council and committees having any of the authority of the Council, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE XII**

### **FISCAL YEAR**

The fiscal year of the Council shall begin on January 1 and end on December 31 in each year.

## **ARTICLE XIII**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the corporation, 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 XIV**

### **AMENDMENTS TO BY-LAWS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a 2/3 vote of the seated Council at any regular meeting or at any special meeting, if at least thirty (30) days' written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

## **ARTICLE XV**

### **NON-PROFIT STATUS**

Council shall make application for 501(c) 3 tax-exempt status for the Alief Super Neighborhood Council.

## **ARTICLE XVI**

### **ROBERT'S RULES OF ORDER**

All Council meetings shall be governed by procedures found in the current edition of Robert's Rules of Order.

## **ARTICLE XVII**

### **ADOPTION OF BY-LAWS**

The foregoing Initial By-laws of this Corporation are hereby adopted by the undersigned, being all the Council members of such Corporation named in the Articles of Incorporation on June, 2000.

---

Chairman

---

Secretary