

**ELDRIDGE/WEST OAKS
SUPER NEIGHBORHOOD COUNCIL
BY-LAWS**

Article I. – Boundaries and Name

The Eldridge/West Oaks Super Neighborhood (the “Super Neighborhood”) is located in the City of Houston, Harris County, Texas, and is generally bounded by Dairy Ashford Rd. and West Houston Center Blvd. to the east; Buffalo Bayou to the north; city limits to the west; and city limits to Westpark Tollway to the south. The name of the Super Neighborhood Council shall be the Eldridge/West Oaks Super Neighborhood Council (hereinafter referred to as the “Council”).

Article II. – Definitions

The following definitions pertain to terms contained within the Eldridge/West Oaks Super Neighborhood By-Laws:

Super Neighborhood – shall refer to the conglomeration of smaller, contiguous communities grouped together that fall within the boundaries set forth in Article I. above.

Super Neighborhood Council -- shall refer to the group of delegates appointed in the manner stated in these By-Laws to represent the residential stakeholders and stakeholder organizations existing within the Super Neighborhood boundaries cited in Article I. above. The make-up and voting authority of the Council is set forth in subsequent provisions herein.

Stakeholders -- shall refer to the residents and/or organizations situated in and owning property within the Super Neighborhood boundaries cited in Article I. above, including but not limited to, civic clubs, non-profit associations, community development corporations, faith-based institutions, school districts, and businesses.

Active and Participating Stakeholder Organizations – shall refer to those stakeholder groups appointing a delegate in accordance with these By-Laws to represent their community or organization on the Super Neighborhood Council.

Delegate – shall refer to the individual(s) appointed as designated stakeholder representative(s), in the manner set forth in these By-Laws.

Quorum – a quorum of the Council shall consist of one-third (1/3) of the duly designated Council delegates.

Article III. -- Purposes

Section 3.1 – The Council is organized for charitable, civic, educational, cultural, and general community improvement purposes, including one or more of the purposes specified in Section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code. An application may be filed with the Internal Revenue Service for the 501(c)(3) or 501(c)(4) non-profit status, if and when so determined by the Council. The general purpose and power of

the non-profit corporation, once established, is to have and exercise all rights and powers conferred on non-profit corporations under the Texas Non-Profit Corporation Act and other laws of Texas, of those powers which may hereinafter be conferred.

Section 3.2 -- The general purposes for which this Council is organized shall be to promote the civic betterment and social welfare and well-being of those residents, business and property owners, and other stakeholder groups within the boundaries of the Super Neighborhood, and to promote and engage in activities for the use and benefit of all stakeholders within the Super Neighborhood, including but not limited to, (i) to seek a consensus and provide citizens with opportunities to advise the Houston City Council, Mayor's Office and other entities on issues important to the Super Neighborhood; (ii) undertake a wide range of neighborhood improvement projects determined by the members; and (iii) with cooperation from the City of Houston, identify and develop solutions to mutual problems, and develop Super Neighborhood Action Plans (SNAP) to address them.

Article IV. – Membership

Section 4.1 -- The Super Neighborhood shall be open to any civic, business, faith-based, non-profit, educational, or other community-based organizations that are stakeholders in the Super Neighborhood's boundaries. The Super Neighborhood shall be governed by a Council composed of duly designated delegates of any eligible stakeholder organization.

Section 4.2 -- Participation in the Council shall not be limited by the imposition of membership requirements or fees either by the Council or participating organizations.

Section 4.3 -- The Super Neighborhood strictly prohibits the exclusion of any individual or organization based on race, age, creed, color, religion, gender, sexual orientation or national origin from participating in Council activities or serving as a council delegate.

Section 4.4 -- It shall be the right of any stakeholder within the Super Neighborhood to be represented, either through new or existing organizations or associations.

Article V. – Council Seats & Voting Authority

Section 5.1 – A delegate to the Council must be a designated stakeholder representative of the group they represent. All residential delegates shall live within and own residential property within the boundaries of the Super Neighborhood.

Section 5.2 -- The number of Council seats and the manner in which they are elected may be amended in the same manner as these By-laws may be amended.

Section 5.3 – Each group, organization, or entity with a seat on the Council shall be allowed one vote which shall be cast by the delegate, or in his/her absence, by the designated delegate alternate (by written Proxy) on all matters voted on by the Council.

Section 5.4 – The Council shall initially consist of the following active and participating stakeholder organizations, each having one vote on all matters brought before the Council:

Ashford Hills HOA
Ashford West HOA
Briar Village HOA
Stonehenge I HOA
Parkway Villages Residential Association
Parkridge HOA
Lakeside Enclave HOA
Oaks of Parkway HOA
The Parkway Association
Eagle's Trace
Baldwin Square Townhomes HOA

Briarhills HOA
Lakes of Parkway Women's Club
Ashford Park
Reflections HOA
Westhollow Village HOA
Briarhills POA
Houston West Chamber of Commerce
Reflections on the Lake HOA
Houston ISD

These representative stakeholder organizations are for the purposes of initiating the Council and adopting By-laws and shall not be construed as limiting the number of stakeholders eligible to participate in the future. As the number of stakeholder organizations participating in the Super Neighborhood increases, each newly participating stakeholder group shall appoint a delegate and the number of council seats shall likewise increase.

Section 5.5 -- Each active and participating stakeholder on the Super Neighborhood Council shall provide an authorization letter stating their elected or appointed delegate and alternate delegate on a yearly basis at the Annual Meeting. Letters for the initial Council are due at the first general meeting of the Council.

Article VI. – Officers

Section 6.1 – Officers shall be members of the Council. The elected officers of the Council shall be the President, Vice President, Secretary, Correspondence Secretary, and Treasurer. The elected officers shall also be referred to as the Executive Committee.

Section 6.1.1 – The Executive Committee shall schedule and convene Super Neighborhood Council meetings and between meetings of the Council, act in its behalf to approve and set policies, evaluate projects, communicate with City government and City Council members, communicate with the Super Neighborhood Liaison, promote participation in City governance, and establish committees to carry out these and other functions as needed.

Section 6.2 -- The President shall preside over all general meetings and any Executive Committee meetings. The President shall have the authority to conduct meetings and to maintain order.

Section 6.3 -- The Vice President shall preside at meetings in the absence of the President and shall perform various duties.

Section 6.4 -- The Secretary shall keep an accurate record of proceedings of all meetings, act as custodian of current records, and file and maintain up-to-date membership lists and attendance records, including any lists or records generated through email and other computer-based sources.

Section 6.5 -- The Correspondence Secretary shall review and attend to all in-coming and out-going correspondence of the Council, including correspondence generated through email and other computer-based sources, and shall assume the duties of the Secretary in his or her absence.

Section 6.6 -- The Treasurer shall keep an up-to-date record of all financial transactions, receive all money, deposit funds in the bank, and disburse money as authorized by the Council. The Treasurer shall present a report of finances at each general meeting of the Council. All checks disbursed shall contain the signatures of the Treasurer and one of the following officers: President or Vice President.

Section 6.7 -- All officers shall be elected to two (2) year terms at the regular Annual Meeting by a quorum of the Council's members. All officers, excluding the president and corresponding secretary of the initial Council, shall be elected to two year staggered terms at the regular annual meeting by a quorum of the members of the Council. Initially, the president and corresponding secretary will serve one-year initial terms, followed by two-year terms, thereafter. Officers shall be installed at the Annual Meeting in January of each year.

Section 6.8 -- Officers shall be limited to serving two (2) successive terms at the same office.

Section 6.9 -- A vacancy in an office shall be filled through a special election by a simple majority of the Council. Officers elected to fill vacancies shall assume office at the first general meeting following the special election and shall hold office until the next regular election of officers.

Section 6.10 -- Any officer who fails to meet the obligations and responsibilities of their office may be removed from office by a two-thirds (2/3) majority vote of the Council where a quorum is present.

Article VII. -- Committees

Section 7.1 -- The Council may establish such standing and special committees as it may require to pursue its stated purposes. Chairpersons of standing committees shall be appointed or removed by a majority vote of the Executive Committee.

Section 7.2 -- Committee chairpersons shall appoint at least two additional committee members. All committees shall have at least three members.

Section 7.3 - Committee chairpersons and committee members need not be Council members, however, they must be a stakeholder, a representative of a stakeholder or potential stakeholder organization, and must be approved by the Executive Committee.

Article VIII. -- Meetings

Section 8.1 -- The general meeting of the Council shall be held at a time and place to be designated by the Council. A quorum is required for the transaction of business at a general meeting. All Council business will be conducted in open meetings where stakeholders may observe discussions and participate under the circumstances defined herein. Stakeholders will be notified of Council decisions through their participating organization.

Section 8.2 – An individual wishing to address the Council shall sign a “Speakers List” at the beginning of the meeting and shall be allowed three (3) minutes to speak.

Section 8.3 – An Annual Meeting of the Council, commencing with the year 2010, shall be held each year at 7:00 P.M. on a day during the month of January to be selected by the Council. At the meeting, the Officers of the Super Neighborhood shall be elected by the members of the Council in accordance with the provisions of Article VI., and the Council shall transact such other business as may properly be brought before the meeting.

Article IX. – Procedures

The most current edition of “Robert’s Rules of Order” shall be the guide for procedure in all points of order not covered by the By-laws.

Article X. – Amendment of By-Laws

These By-laws may be amended from time to time on an as needed basis by resolution in writing, presented at a meeting of the Council, read, posted, and approved at the following meeting by a simple majority vote of the Council where a quorum is present.

Article XI. – Prohibitions

No part of the net earnings of the Council shall inure to the benefit of, or be distributable to its members, officers or other private persons, except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. The Council shall not endorse or make monetary contributions to any candidate for public office or elected official.

THESE BY-LAWS DULY ADOPTED BY THE COUNCIL TO BE EFFECTIVE ON THE __th DAY OF ____, 2009. IN WITNESS WHEREOF, WE HAVE HEREUNDER SUBSCRIBED OUR NAMES.

_____, President

_____, Secretary