

BY-LAWS
For
Greater Fifth Ward Super Neighborhood #55 Council
By-Laws

ARTICLE I

NAME:

1.01. Name

The name of the Council shall be The Greater Fifth Ward Super Neighborhood

ARTICLE II

BOUNDARIES

2.1 Boundaries

The Greater Fifth Ward Neighborhood is bounded on Collingsworth on the north, Buffalo Bayou on the south, Zindler Avenue to the east and Hardy/Elysian on the west.

ARTICLE III:

PURPOSES AND POWERS

3.1 Purpose:

The purpose of this organization shall create a broad-based neighborhood forum where residents come together to discuss issues affecting their community and develop a Super Neighborhood Action Plan (SNAP) to address community issues. It will act further as a conduit to disseminate public information from the City, County, State and Federal.

The Council shall operate for the promotion of community empowerment and to facilitate community unity through coordinated efforts with churches, local businesses, schools and community organizations.

The Council may therefore seek, apply for and receive donations, grants, and other funding from individuals, organizations, corporations, government agencies, and others to support and conduct, in any manner, any lawful activities in furtherance of these charitable, health care, environment and educational purposes.

3.2 Powers:

The management and control of the affairs of the Council shall be given to the Board of Directors. The Board of Directors will be officers of the Council.

ARTICLE IV

MEMBERSHIP

4.1 Membership:

The Greater Fifth Ward Neighborhood Council's membership will be open to individuals who worship, work, reside, attend school, or own a business, all community and civic organizations, churches and schools within the boundaries of the Greater Fifth Ward Community.

The exclusion of any individual based on race, creed, religion, gender, sexual orientation or national origin from participating in the Greater Fifth Ward Neighborhood Council activities or serving as a council member is prohibited.

ARTICLE V

Board of Directors

5.1 Number of Directors:

The Greater Fifth Ward Super Neighborhood Council shall have a board of directors consisting of at least five (5) and no more than nine (9) directors. The Board of Directors can at any time increase or decrease the number of members by a two-third vote.

5.2 Terms:

(a). All directors shall be members of The Greater Fifth Ward Super Neighborhood Council. They may be elected or appointed to serve on the Board of Directors.

(b). Director terms shall be four conservative year members

(c). Any board member can volunteer to remove him/her self at any regular meeting or if the board deems it necessary to remove any member, they may do so with a two-third vote of the board membership.

ARTICLE VI

OFFICERS

6.1 Number and Qualifications:

The elected officers shall be President, Vice-President, Secretary, Assistant Secretary, Treasurer, Parliamentarian and Historian.

6.2 Election & Term of Office:

The Council shall elect officers every two (2) years. Each officer shall hold office until his/her term is up or is removed or is otherwise disqualified to serve, or until a successor is be elected and qualified, whichever occurs first.

6.3 President:

The President shall be the principal executive of the Board responsible for carrying out the directions and resolutions of the Board. He or she shall preside over all meetings of the Board and the Executive Committees. Upon resolution of the Board and not otherwise, he or she may sign with the Secretary, Treasurer, Executive Director or any other proper Officer authorized by the Board any deed, mortgages, bonds, contracts or other instruments (including acceptance of donations conveyance, or contribution), except in cases where the signing and executing thereof is expressly delegated by these By-laws to some other Officer or agent of the Board, or is required by law to be otherwise signed and executed. The President shall in general perform all duties incident to the Office of President.

6.4 Vice-President:

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting shall have all the powers, and be subject to, the restrictions placed on the President. The Vice-President shall in general perform all duties incident to the office of President and such other duties as may be assigned by the President.

6.5 Secretary:

The Secretary shall: (a) keep the minutes of the meeting for the Board; (b) see that all notice are duly given in accordance with the provisions of these By-laws or as required by law, (c) in

general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board from time to time.

6.6 The Assistant Secretary:

The Assistant Secretary shall review and attend to all the incoming and outgoing correspondences of the Council. The Assistant Secretary assumes the duties of the secretary in her/his absence.

6.7 Treasurer:

If required by the Board, the Treasurer shall give a bonded, at the expense of the Council, for faithful discharge of his/her duties in such sum and with sureties as determined by the Board. The Treasurer shall: (a) have custody of and be responsible for all funds and securities of the Council; (b) receive contributions to the Council and funds from financial Secretary and deposit all such moneys in the name of the Council in such banks, credit unions, trust companies, or depositories as selected by the Board in accordance with the provisions of these By-laws; (c) in general perform all duties incident to the office of Treasurer and such other duties as may be assigned by the president.

6.8 The Parliamentarian:

The Parliamentarian shall advise the president, other officers, committees and the Council on parliamentary procedures.

Robert's Rules of Order shall be the guide for procedures in all points of order not covered by the by-laws.

The Parliamentarian shall chair the committee to revise/amend the by-laws of the Council. The amendment(s) must be read and approved by a two-thirds (2/3) majority vote of a quorum at two (2) consecutive Council meetings.

6.9 Executive Committee:

The Executive Committee shall consist of all Officers of the Council. The Committee shall have the power to act on behalf of the Council subject to final ratification of it by the Board. Any Officer may call a meeting of the Executive Committee after consulting with the President.

6.10 Standing Committees

The standing committees of the Council of the Council shall include, but not be limited to, Education, Transportation Affordable Housing, etc.

ARTICLE VII:

PROCEDURE

7.1 Meetings:

The Council shall meet the First Wednesday of each month at Fifth Ward Multi Service Center. Due to weather or closure of the multi-services center, another location is chosen by the Board or Council. Special meetings of the Council may be called by President, any four or more council members, or a majority of the Board members. All meeting shall take place at an agreed location by the members. Attendance at meetings of the Council may, in Special Situations, be by telephone or electronic means.

7.2 Board of Directors:

The Board of Directors of the Greater Fifth Ward Super Neighborhood will meet the last Wednesday of each month. Attendance at this meeting may in Special situations, be by telephone or electronic means.

7.3 Notice:

Unless otherwise stated in these By-laws, Notice of all meetings shall be given to the appropriate Directors and committee members not less than (5) days prior the date of the meeting, by or at the direction of the President, Secretary, or committee chair calling the meeting. Notice for all meeting concerning the removal of a Director or Officer, amendment to these By-laws, shall be given to the appropriate Directors or committee members not less that fifteen (15) days prior to the date of the meeting, by or under the direction of the President, Secretary or Vice-President calling the meeting. These notices may be given by e-mail or telephone with a receipt of the emails and telephone call log for proof.

7.4 Quorum:

A majority of members present shall constitute a quorum for the purpose of conducting business at any meeting of the Council/Board or any committee designated and appointed by the Board. A quorum once attained shall continue until adjournment despite the voluntary withdrawal of enough members to leave less than quorum.

7.5 Procedure:

All meetings shall be conducted according to a standard parliamentary procedure. The Council/ Board shall seek to make decision through consensus. If consensus cannot be reached in a reasonable period of time, the President may table the decision until the next meeting or ask that a decision be made by affirmative vote of not less than two-thirds percent of those present and eligible to vote. Each Board/Council member is eligible for one vote. Members not present may

vote by written proxy submitted before or at the meeting, except upon motion properly passed to conduct an executive session. Executive sessions may exclude anyone not designated in the motion for executive session, but shall only apply to personnel matters and communication with legal counsel.

7.6 Resignation:

Any Director/ Officer or Committee member may resign at any time by delivering written notice to the President, Secretary, or appropriate committee chair, or by giving oral or written notice at any meeting. Such resignation will take effect at the time specified therein, or if the time is not specified, upon delivery thereof.

7.7 Removal:

The Council may remove any Director, Officer, or committee member if they have knowingly violated the rules and policies of the Council or carried out activities without Board authorization that have legal or financial consequences for the Council. Such termination may take place at any Board meeting. If removal of a director is proposed, all Directors shall be notified of the meeting and the cause for the proposed termination.

7.8 Vacancies:

A vacancy on the Board or any committee, or in any office, may be filled by approval of the Board for the duration of the unexpired term. If the number of Directors in office is less than the minimum required by these By-laws, a vacancy may be filled by appointment of the President

ARTICLE VIII:

ADMINISTRATION

8.1 Fiscal Year:

The Fiscal year shall be the calendar year or such period as determined by the Board.

8.2 Books & Records:

The Greater Fifth Ward Super Neighborhood shall keep correct and complete books and record of accounts, minutes of the meetings of the Board and committees having any authority of the Board, and at its registered office the name and addresses of the Board of Directors and Officers. All books and records shall be opened for public inspection for any proper purpose at any reasonable time.

8.3 Contracts:

The Board may authorize the President or agent of the Council to enter into a contract or to execute and deliver any instruments on behalf of the Council.

8.4 Checks & Drafts:

All checks, drafts, other orders for the payment of money or other evidences of indebtedness issued on behalf of the Council shall be signed by such Officer or agent of the Council in such a manner as determined by the Board.

8.5 Deposits:

All funds of the Greater Fifth Ward Neighborhood shall be deposited to the credit of the Council in such bank, trust companies, or depositories as determined by the Board.

ARTICLE IX:

MISCELLANEOUS

9.1 Offices:

The principal office Council shall be located in Harris County of the State of Texas.

9.2 Amendment:

The by-laws maybe amended by resolution from time to time on as needed basis. The amendment(s) must be read and approved by a two-thirds (2/3) majority vote of a quorum at two consecutive Board meetings.