

MID-WEST SUPER NEIGHBORHOOD COUNCIL BY-LAWS

Article I. – Name

The name of the Council shall be the Mid-West Super Neighborhood Council (hereinafter referred to as “The Council”).

Article II. – Boundaries

The Mid-West Super Neighborhood (the “Super Neighborhood”) comprises approximately 3,457 acres (5.40 square miles) and has the following boundaries located in Houston City Council Districts G and C within Houston, Harris County, Texas:

Starting at the intersection of S. Gessner Road and Buffalo Bayou; then south to the Westpark Tollway; then east to US Hwy 59/Southwest Freeway; then east to Chimney Rock Rd.; then north to Westheimer Rd.; then west to S. Voss Rd.; then north to San Felipe Drive; then west to Buffalo Bayou; then following Buffalo Bayou as it meanders mostly west to S. Gessner Rd.

Article III. Purposes

Section 3.1 – The Council is organized exclusively 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.

Section 3.2 - The 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 within the boundaries of the Super Neighborhood area, to promote and engage in activities for the use and benefit of all stakeholders within the Super Neighborhood.

Section 3.3 - The general purpose and power of the corporation are 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, and (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 initially to develop a Super Neighborhood Action Plan (SNAP) to address them.

Article IV. – Membership

Section 4.1 - The Super Neighborhood shall be governed by a Council composed of the duly designated delegates of eligible organizations such as civic clubs, civic associations, homeowners' associations, tenants' associations, neighborhood block associations, non-profit public service organizations, community business associations, associations of churches or other faith-based institutions, associations of educational institutions and other institutions situated and conducting business within the Super Neighborhood's boundaries.

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 Council 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 member.

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

Article V. – Council Seats & Voting Authority

Section 5.1 - A person must be a designated stakeholder representative of the group they represent.

Section 5.2 - The number of 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 stakeholder representative, or in his/her absence, by the designated alternate (by written Proxy) on all matters voted on by the Council.

Section 5.4 – The Council shall initially consist of eleven (11) seats, with each having one vote on all matters brought before the Council. These representative organizations/stakeholders are for the purposes of initiating the Council and adopting By-laws and shall not be construed as limiting the number of representatives/stakeholders eligible to participate in the future.

Section 5.5 – Residential Delegates: The Council shall initially consist of eleven (11) residential seats, appointed annually by the respective Boards or other governing bodies of each of the following civic associations:

Briarbend Community Improvement Association
Briar Meadow Homeowners' Association, Inc.
Buffalo Bayou Bend Property Owners' Association
Hammersmith Community Improvement Association
Piney Point Civic Club

Piney Point Estates Home Owners' Association
Stoney Brook Townhomes
Tanglewilde Property Owners' Association
Westmont Civic Club
Woodbridge Home Owners Association
Woodlake Forest Community Association

Each organization shall annually provide the Council an authorization letter indicating their elected/appointed delegate. All residential delegates shall live within or own residential property within the boundaries of the Super Neighborhood.

Section 5.6 – Business Delegate: The Council shall initially consist of One (1) business seat, selected by all participating business interests within the boundaries of the Super Neighborhood annually at their own meeting, or in lieu of that, at the Annual Meeting of the Council by those interests in attendance with an authorization letter to vote from the business they represent.

Section 5.7 – Non-Profit Delegate: The Council shall initially consist of One (1) non-profit seat, selected by all participating non-profit interests located within the boundaries of the Super Neighborhood annually at their own meeting, or in lieu of that, at the Annual Meeting of the Council by those interests in attendance with an authorization letter to vote from the non-profit organizations they represent. These may be faith-based organizations, Community Based Service Providers, Medical Service Providers, Social Service Providers, or Community Development Corporations.

Section 5.8 – Public Education Delegate: The Council shall initially consist of One (1) public education seat, selected by all participating public educational institutions within the boundaries of the Super Neighborhood (Briar Meadow Charter School, Piney Point Elementary School, and Lee High School) annually at their own meeting, or in lieu of that, at the Annual Meeting of the Council by those interests in attendance with an authorization letter to vote for the educational institution they represent.

Article VI. – Officers

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

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. The President shall appoint all committee chairs.

Section 6.3 - The President-Elect shall preside at meetings in the absence of the President and shall perform various duties and serve on committees as assigned by the President.

Section 6.4 - The Vice President shall preside at meetings in the absence of the President and the President-Elect and shall perform various duties and serve on committees as assigned by the President.

Section 6.5 - The Secretary shall keep an accurate record of proceedings of all general meetings, attend to correspondence, act as custodian of current records, and file and maintain up-to-date membership lists and attendance records.

Section 6.6 - The Correspondence Secretary shall review and attend to all in-coming and out-going correspondence of the Council and shall assume the duties of the Secretary in his or her absence.

Section 6.7 - 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, President-Elect, or Vice President.

Section 6.8 - All officers shall be elected to one (1) year terms at the regular Annual Meeting by a quorum of the members of the Council.

Section 6.9 - Officers shall be limited to serving two (2) successive terms at the same office.

Section 6.10 - A vacancy in an office shall be filled by a special election by a quorum of the members 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 6.11 - 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 committees as it may require.

Section 7.2 - Special committees of the Council may be established as the need arises. Chairpersons of special committees shall be members of the Council and shall be appointed by the President or in his or her absence the President-Elect, or by the Vice President in the absence of both the President and the President-Elect.

Section 7.3 - The committee chairperson shall appoint at least two additional committee members.

Article VIII. Meetings

Section 8.1 - The general meeting of the Council shall be held at 7:00 P.M. on the 2nd Monday of each month at a time and place to be designated by the Council. All Council activity will be conducted in open meetings where community stakeholders may observe discussions and participate under defined circumstances.

Section 8.2 - In the event that the general meeting falls on a legal holiday, the time and date of the general meeting shall be set by the President at the preceding general meeting with the consent of the Council.

Section 8.3 – Five (5) duly designated Council members shall constitute a quorum for the transaction of business at a general meeting.

Section 8.4 – All residents and business owners within the Super Neighborhood may participate via meetings open to the public and will be notified of decisions through their participating organization.

Section 8.5 – 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 8.6 – An Annual Meeting of the Council, commencing with the year 2009, shall be held each year at 7:00 P.M. on a day during the month of February to be selected by the Council. At the meeting, the officers of the Super Neighborhood shall be elected by the members of the Council, and the Council shall transact such other business as may properly be brought before the meeting.

Article IX. – Procedures

“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 and approved by a two-thirds majority vote at two consecutive meetings at which a quorum is present at each meeting.

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. No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and (including the publishing or distribution of statements) any political office.

THESE BY-LAWS DULY ADOPTED BY THE COUNCIL ON THIS THE 12th DAY OF MAY, 2008. IN WITNESS WHEREOF, WE HAVE HEREUNDER SUBSCRIBED OUR NAMES.

_____, President

_____, Secretary